



CAPE  
CORPORATE BY-LAWS  
AND BOARD MEMBER  
HANDBOOK

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**ARTICLE I. CORPORATE IDENTIFICATION**

This Corporation shall be known as the Community Action Program of Evansville and Vanderburgh County, Inc., (hereinafter referred to as CAPE) and shall be incorporated as a nonprofit organization as provided under the laws of the State of Indiana, with all the powers to carry out its functions as set forth in these by-laws. The Agency shall serve the counties of Vanderburgh, Posey, Gibson and Warrick counties and others designated by the Board of Directors. The principal place of business and/or Administrative Offices shall be located in the City of Evansville, Indiana. The registered agent for the corporation shall be the Chief Executive Officer.

**ARTICLE II. MISSION STATEMENT/PURPOSE**

The Mission of CAPE is one that encompasses the community as a whole. Our Agency addresses the customer’s needs in a non-judgmental and respectful manner to promote economic and social self-sufficiency. This mission is supported by employees committed to addressing the needs of the community we serve. Our objective is accomplished by collaboration with the community to provide tools, skills and services through programs that meet individual needs.

The purpose of the Corporation shall be as follows:

- A. The Corporation shall have the responsibility for the conduct, administration, and coordination of the Community Action Program in the areas served. The Corporation is empowered to receive and administer funds and contributions from private, federal, state, or local sources which are used in support of the Community Action Program, and to receive and disburse public and private funds for the corporate purposes and to operate, administer and fund such programs.
- B. The programs operated and administered by the Corporation shall include, but shall not be limited to aid to low-income individuals; weatherization of residential structures; the production of affordable housing; early childhood education to preschool age children; programs designed to guide and instruct low income youth; development of programs to combat poverty through cooperative efforts of public and/or private agencies and interested citizens; and administration of services to the elderly/senior citizen population; to make the entire community more responsive to the needs and interests of the poor by mobilization of available resources.
- C. CAPE is authorized and empowered to act as a corporate body to carry out its overall responsibility for planning, coordinating, evaluating, and administering Community Action Programs and other programs and services as may be determined by the Board of Directors.

**ARTICLE III. POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

The corporate powers, property and affairs of the Corporation shall be vested in the Board of Directors, with said responsibilities as follows:

1. To participate fully in the activities of the Board of Directors, and to develop rules and procedures for the Board of Directors, which shall be contained in the Agency by-laws and related documents.
2. To select/elect officers of the Board and the Executive Committee.
3. To hire, evaluate and terminate the Chief Executive Officer, and to monitor the Chief Executive Officer's implementation of the Agency's programs and services and overall management. A job description for the Chief Executive Officer describing his/her powers, duties and responsibilities shall be developed and maintained by the Board of Directors and reviewed at least annually. The Chief Executive Officer shall be the sole employee of the Board of Directors and shall operate under the terms and conditions as provided by the Board and/or Agency's personnel policies and procedures.
4. To determine major personnel, fiscal, organization and programmatic policies and procedures for the effective and efficient operation of the Agency. The Board shall vest the authority to manage, direct, supervise and otherwise administer programs and services of the Chief Executive Officer and his/her employees and/or designees.

## **ARTICLE IV. BOARD COMPOSITION AND MEMBERSHIP**

### **SECTION 1. Board Size**

The Board of Directors of CAPE shall consist of not less than 15 (fifteen) and not more than 18 (eighteen) members and shall be representative of a board cross section of the community in the counties currently served by the Corporation.

### **SECTION 2. Public Sector**

- A. One third of the total membership of the Board shall be comprised of elected public officials, currently holding office, or their representatives, except that if the number of elected officials reasonably available and willing to serve is less than one-third of the membership of the Board, membership on the Board of appointive public officials may be counted in meeting such one-third requirement.
- B. Public officials shall be defined as elected officials or appointees of the political subdivisions.
- C. The Board of Directors shall select the elected public officials to serve on the Board of Directors. Each public official selected to serve on the Board may choose one representative as an alternative to attend in his/her absence. These alternatives need not be public officials themselves, but they shall have full authority to act for the public officials when they represent those officials at the meetings of the Board.

- D. The full Board of Directors will entertain a final motion to accept the election of the new public representative before the Board member is eligible to vote on CAPE Board matters.

### **SECTION 3. Representation of the Poor**

- A. At least one-third of the members are persons chosen in accordance with democratic selection procedures adequate to assure that they are representative of the poor in the area served by CAPE. They need not be poor themselves, but the selection procedure shall be conducted in a manner that will assure that they represent the poor. The number of representatives of the poor may be in excess of the one-third of the total Board membership as long as the requirements concerning other Board Membership ratios and total numbers are met.

The process to fill a low-income representative seat is for the CAPE CEO/Personnel/Nominating Committee to **first seek members currently on other CAPE Committees or Advisory Councils such as Head Start Policy Council, Minority Health Advisory Council or Foster Grandparent Program Advisory Council.**

After at least one candidate is identified as willing to serve based on the information they have received, they are personally invited to attend a CAPE Board meeting to observe the process of a Board meeting. It is not required that they attend a meeting prior to becoming a Board member.

CAPE may also recruit former clients who currently or have formerly received income-based services. The CAPE CEO and Personnel/Nominating Committee will seek input from CAPE staff to find a pool of clients who may be interested in serving on the Board of Directors.

If CAPE is unable to find a client willing to serve at the time of the vacancy, they will seek individuals who represent economically disadvantaged residents of the applicable County. School teachers from low-income populations, Township Trustees, and other local charitable organization representatives will be asked for their interest in referring an individual to serve on the CAPE Board of Directors.

The CAPE CEO/Personnel/Nominating Committee will contact the potential Board members to explain the duties and responsibilities of a Board member.

The full Board of Directors will entertain a final motion to accept the election of the new low-income representative before the Board member is eligible to vote on CAPE Board matters.

- B. Head Start Policy Council – As the grantee agency for the Head Start Program and in accordance with 45 CFR 1304 of the Federal Statutes, it is the policy of this Corporation that a member of the Board of Directors shall serve as a voting member

on the Head Start Policy Council and that the Chairperson of the Head Start Policy Council, unless otherwise delegated, shall serve as a voting member on the Board of Directors.

- C. Selection Procedures – The Personnel Committee shall have responsibility for overseeing the selection procedures for filling the vacancies in this sector. Their duties shall include but shall not be limited to: 1) selection dates, times and place for selection of members; 2) review and verify candidates meet the Board member qualifications (residency, age, and other established criteria); and inform the Board of Directors of results.
- D. Petition for Adequate Representation – A low-income individual, community organization, or religious organization, or representative of low-income individuals that considers its organization, or low-income individuals, to be inadequately represented on the Board may submit a petition for representation to the President of the CAPE Board of Directors, who shall present the petition to the Directors at the next Board meeting. In the case of unincorporated organizations or interests, the petition must be signed by at least 25 individuals, unless the President determines that it is appropriate to waive this requirement in a particular case.

The petitioning individual or organization shall be given an opportunity to be heard at a meeting of the Board, upon such reasonable terms as the Directors shall determine. A written statement of the Board's action on the petition shall be provided to the petitioning individual or group and a copy of the statement shall be sent to the/appropriate government funding sources as required by law or procedure in effect from time to time. Should it decide to provide representation to the petitioning organization or interest, the Board shall take any actions necessary to provide that representation while ensuring that the Board's composition meets the requirements of the federal Community Services Block Grant Act and any other applicable laws and regulations.

#### **SECTION 4. Private Sector**

One-third of the Board shall be officials or members of business, industry, labor, religious, private welfare, private education, significant minority groups, or other major private groups and interests in the community served by this Corporation. These groups and interests shall be selected by the membership of the governing board or by the Executive Committee (if delegated by the Board) in such a manner as to ensure that the Board is a continuing effective mechanism for securing broad community involvement.

The full Board of Directors will entertain a final motion to accept the election of the new private representative before the Board member is eligible for vote on CAPE Board matters.

## **SECTION 5. Vacancies**

The Board Personnel Committee shall be responsible for monitoring the vacancies on the Board and for maintaining accurate records of Board member participation. Any vacancy which occurs on the Board from the public or private sectors for any reason shall be filled in the same manner and by the same body which originally sent a representative to that seat. Any vacancy which occurs on the Board from the low-income/community sector shall remain vacant until it can be filled in accordance with these by-laws. The Board Personnel Committee must make every effort to fill vacancies no later than 90 days from a member leaving/resigning from the Board of Directors and must report to the Board why a new member cannot be secured in this time frame. All resignations from the Board should be in writing.

**Misconduct:** Any Board Member may be removed by a majority vote at a regularly scheduled Board Meeting for misconduct, unethical behavior, and/or not acting in the best interest of the Agency.

## **SECTION 6. Attendance Requirements and Removal**

Any Board Member, regardless of the sector he/she represents who misses 2 (two) consecutive regularly scheduled meetings or 3 (three) in a given year, **may** be removed from the Board of Directors unless the Board, by majority vote of the members present at any Board meeting at which a quorum is present, determines there are extenuating circumstances.

**Any Board member being removed from membership shall be notified in writing.**

# **ARTICLE V. OFFICERS OF THE BOARD**

## **SECTION 1. Officers**

The Corporation shall have the following officers: President, Vice-President, Secretary, Finance Chairperson, Housing Chairperson, Personnel Chairperson and such other officers as the Board of Directors shall from time to time determine necessary.

## **SECTION 2. Election of Officers**

Officers shall be elected by the membership of the Board of Directors at the regular meeting of the Board in December. There shall be a Nominating Committee appointed from the Board by the President of the Board of Directors at the regular meeting of the Board in October. The Nominating Committee shall nominate one eligible person for each office. Said slate of nominees shall be reported to the Board at the meeting in November. Additional nominations may be made from the floor. Only those persons who have served one year on the Board and who have signified consent to serve, if elected, shall be nominated.



Officers shall assume their official duties at the close of the regular meeting in December. Officers can be nominated to serve and/or can serve two consecutive (2) year terms (a total of no more than four (4) consecutive years served).

For instance, where an officer may possess expertise in an area beneficial to the Agency, the above term(s) may be extended by vote of the Board of Directors.

### **SECTION 3. Duties of Officers**

**A. PRESIDENT** – The President shall have the following duties: a) preside at all meetings of the Board of Directors; b) sign, with Board approval, any grants, contracts, bonds or other instruments which the governing Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws or by statute to some other officer or agent of the Corporation; c) perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time; d) serve as an ex-officio member of all committees, except the Nominating Committee; and e) chair the Executive Committee.

**B. VICE PRESIDENT** – The Vice-President shall have the following duties: a) perform the duties of the President in the absence of the President or in the event of his/her inability or refusal to act; b) he/she shall have all the powers of and be subject to all the restrictions upon the President; and c) perform such other duties and responsibilities as designated by these by-laws, by the President or by the Board of Directors.

**C. SECRETARY** – The Secretary shall have the following duties: a) keep, or cause to be kept, the minutes of the Board meetings; b) see that notices are duly given in accordance with the provisions of the by-laws and as may be required by law; c) ensure the safe keeping of the corporate records and of the seal of the Corporation; d) maintain a register of the post office address of each member which shall be furnished to the Secretary by such members; and e) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

### **SECTION 4. Vacancies of Officers**

Vacancies may be filled at any meeting of the Board. A vacancy occurring in any Office shall be filled for the unexpired term of the membership of the Board by vote of the Board of Directors. In case a vacancy occurs in the Office of the President, the Vice-President shall serve notice of the election and preside at such election. Any Officer (or Committee Member) shall be released from the obligations of Office by his/her written request to the President of the Board of Directors. The President can be released by written request to the Board of Directors.

The Personnel/Nominating Committee shall be responsible for monitoring the vacancies on the Board and for maintaining accurate records of Board member meeting attendance/participation. Excessive or unexcused absences from meetings shall be reported bi-monthly at Board meetings. Any vacancy in any office because of death, resignation or otherwise shall be filled by action of the Board. All resignations from the Board shall be in writing.

## **ARTICLE VI. BOARD MEMBER REGULATIONS**

### **SECTION 1. Compensation**

There shall be no compensation to any Board member for service on the Board of Directors. Board members may be reimbursed for reasonable and justifiable expenses related to corporate business, subject to documentation being submitted for approval. Compensation shall be limited to mileage for those Board members traveling more than 15 (fifteen) miles.

### **SECTION 2. Membership and Term Limits**

There shall be no membership terms or term limits for CAPE Board members. Current members will be presented and voted on for another year's membership each year at the January Board meeting.

### **SECTION 3. Conflict of Interest/Nepotism**

Board members shall not make a profit in any way in their outside employment or business interests from their association with the Corporation. Board members are obligated to disclose any conflict or potential conflict of interest involving any issue presented at the Board meeting for a vote; members should abstain, where appropriate, from discussion or voting on these issues. Board members shall not flaunt their Board membership and attempt to use their position to intimidate employees or to gain personal favors. Board members shall not abuse their Board membership by using Agency staff, services, equipment, materials, or property for their personal gain. **Board members will sign an annual Conflict of Interest statement.**

No person shall serve on the Board of Directors or any other Committee of the Corporation if that committee has authority to order personnel actions if he/she or a member of his/her immediate family holds a job supported by corporate funds.

A member of their immediate family shall include any of the following persons: husband, wife, spouse, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, son, son-in-law, daughter, daughter-in-law, or partner.

For purposes of this rule, "partner" shall mean a business of such person or one cohabitating with such person, provided, however, that the rule relating to "partner" shall not apply to

prohibit the continued service on the Board of any Board member serving as of the date of adoption of this rule.

#### **SECTION 4. Waiting Period for Board Agency Employment**

There shall be a waiting period of 2 (two) months before a former Board member shall be eligible for employment with the Agency. There shall be a waiting period of 6 (six) months before a former employee of the Agency shall be eligible for service on the Board of Directors or Committees of the Board of Directors. This rule may be waived by a majority vote of the Board of Directors.

### **ARTICLE VII. BOARD OF DIRECTORS MEETINGS**

#### **SECTION 1. Regular and Annual Meetings**

The CAPE Board of Directors will hold a minimum of 6 monthly meetings during the calendar year and meetings will be scheduled for the convenience of its members and of the general public. The time and place of such meetings and the Annual meeting shall be fixed by the membership of the Board of Directors at its first meeting of the year in January. The annual meeting shall be held at the principal office of the Corporation unless otherwise designated by the Board of Directors.

#### **SECTION 2. Quorums**

The quorum for a meeting of the Board shall be 7 (seven) members of the Board. No vote shall be taken by the Board of Directors unless a quorum is in attendance. The act of the majority of the Board members at any meeting at which a quorum is present shall be an act representing the full Board of Directors.

#### **SECTION 3. Special Meetings**

Special meetings of the Board of Directors may be called by the President. The meeting notification shall include a copy of the matters to be discussed at the meeting and shall be mailed at least 3 (three) days prior to the meeting. In cases of extreme emergency, notification may be by telephone provided that each member of the Board is reached in person, or a message left at their home and provided that 24-hour notice is given.

#### **SECTION 4. Notice of Meetings**

Each Board member shall be notified of the regularly scheduled meeting at least 5 (five) days prior to the meeting. Notice of all meetings of the Board of Directors shall include the date, time, and place of the meeting, with notice being posted in the Agency's main office.

## **SECTION 5. Voting**

Voting and attendance at all meetings of the Board of Directors and its committees shall be in person or by phone. Each member of the Board shall be entitled to one vote. Proxy voting is prohibited. A majority vote shall be required for all decisions except as may be otherwise stated in these by-laws.

## **SECTION 6. Minutes**

The Board shall keep, for each meeting, written minutes with a record of votes on all motions. The minutes of the Corporation shall be available to Officers and Board members in accordance with the provisions of these by-laws. Minutes of the previous meeting shall be distributed to all members before the next meeting and shall be made available to the public upon request, in accordance with Indiana Statutes.

## **SECTION 7. Parliament Authority**

The Parliamentary Procedures of all meetings of this Corporation shall be conducted in accordance with “Roberts Rules of Order”.

# **ARTICLE VIII. COMMITTEES OF THE BOARD OF DIRECTORS**

## **SECTION 1. Committee Membership**

A committee must fairly reflect the composition of the full Board in terms of representation of public officials, and private and low-income sectors. Each Committee shall have membership representing the public, private, and low-income sectors of the Board, to the extent feasible. Job descriptions for each standing Committee shall be developed and approved by the Board of Directors.

## **SECTION 2. Standing Committee**

- A. FINANCE COMMITTEE** – The Finance Committee shall have the following responsibilities: a) be knowledgeable of federal, state or local guidelines relative to the financial management of the Agency; b) review the budgeting process and monthly budget status and financial reports prepared under the direction of the Chief Executive Officer and/or his/her employees; c) recommend to the Board a Certified Public Accountant to perform the annual audit(s) and review the annual audits and assess any audit exceptions and/or funding and report said information to the full Board of Directors with regard to appropriate operation and control of accounting and reporting systems, fiscal policies and procedures, including signers of checks and documents.
- B. PERSONNEL/NOMINATING COMMITTEE** – The Personnel/Nominating Committee shall be appointed annually by the Board President. The Board Personnel/Nominating Committee shall have the following duties and responsibilities: a) to advise the Board on matters related to Board membership, including selection,

nomination and election(s) of Board members to the full Board, Committees, and Offices; b) to develop and conduct elections/selections of low-income Board members; c) to conduct orientation for new Board members; d) to maintain a pool of potential Board members and to monitor vacancies and term limits of the Board, and make appropriate recommendations as deemed necessary; and e) to make revisions to the Agency's by-laws as deemed necessary. In the event that the position of Chief Executive Officer is vacated, this committee shall be responsible for recruiting candidates and identifying 1-3 final candidates for a full Board review. The Personnel/Nominating Committee shall review all personnel-related matters as designated necessary by the Chief Executive Officer.

**C. HOUSING COMMITTEE** – The Committee shall have the following responsibilities: a) review the budgeting process and monthly housing development budgets/ occupancy reports/ maintenance costs reports b) review and discuss proposed housing development projects and funding requests with CAPE staff c) report said information to the full Board of Directors with regard to appropriate operations and reporting systems and procedures.

### **SECTION 3. Executive Committee**

The Executive Committee shall be appointed by the Board Chair. The Committee shall review special items of concern including but not limited to the following: agency issues and management issues. The Committee shall have the following responsibilities: a) collect and review background information b) produce a plan of action c) report said information to the full Board of Directors.

The Committee shall consist of no more than 5 members unless otherwise directed by the Board Chair; selected from the Board Officers, Committee Chairpersons, and members of the Board. In order for members of the Board who are not a Board Officer or Committee Chairperson to serve on the Executive Committee, such member must have served on the Board of Directors more than a year, unless the member has special expertise pertaining to the issue at hand. The Board Chair shall chair the committee.

## **ARTICLE XI. FINANCE, RECORDS, AND CONTRACTS**

The Fiscal Year of CAPE shall be from January 1 through December 31.

The Finance Chair is the Fiscal Officer of the Board of Directors and, as such, is responsible for ensuring that Agency funds are received, handled, expended, and accounted for in accordance with sound business procedures, legal requirements, and policies adopted by the Board of Directors and other public/private entities funding the Corporation.

There shall be an annual Agency-wide audit for the Corporation's financial records in accordance with the terms and conditions of the funding sources, grants, and contractual requirements under the laws of the State of Indiana. The audits shall be performed by an independent Certified Public Accountant, approved by the Board of Directors.

All checks, drafts, or other instruments for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer(s), and/or agent(s) of the Corporation and in such a manner as shall from time to time be determined to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors shall select.

The Corporation shall keep correct and complete books and records of accounts and minutes of the proceedings of Corporate Board meetings, standing committees, and ad hoc committee meetings. The Corporation shall keep an accurate record of the names, addresses, telephone numbers, terms of office, and date of term(s), appointments, or elections of all officers and Board members, and shall maintain these records in the registered and principal office of the Corporation. Officers and directors of the Corporation shall have such access to books and records as may be required by law and as may be set forth by the Board of Directors.

#### **ARTICLE X. BOARD LIABILITY AND CORPORATE INDEMNIFICATION**

The Board of Directors of CAPE shall be covered by Officers and Directors Liability Insurance maintained and paid by the Corporation.

#### **ARTICLE XI. REPEAL OR AMENDMENT OF BY-LAWS**

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a two-thirds vote of the Board of Directors present and voting at any regular or special meeting of the Board of Directors, provided that at least 10 (ten) days written notice is given to each member of the Board of Directors. The notice shall include the intent to alter, amend, repeal, or adopt new by-laws and shall include a statement of the recommended changes.

In case any provisions of these by-laws shall be inconsistent with the Articles of Incorporation, State or Federal law, the Articles of Incorporation or the specific law involved will govern.

#### **ARTICLE XII. DISSOLUTION OF THE CORPORATION**

The Corporation may be dissolved at any time in the manner provided by the laws of the State of Indiana. If the Corporation is dissolved voluntarily, the plan of distribution for the assets shall provide that 1) all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged or adequate provisions should be made therefore; 2) assets held by the Corporation requiring return, transfer or conveyance, which condition occurs by the reason of the dissolution, shall be returned, transferred, or conveyed in accordance with the governing grants under the Economic Opportunity Act of 1964 and the Community Services Block Grant Act of 1981, and subsequent amendments thereto as well as such other governing sections as may apply exiting of future grants. Further, any remaining funds not required to be returned to the State or Federal government, local governments, or agencies of any such governments, shall be distributed to a corporation or corporations qualifying as exempt organizations under the provisions of the United State International Revenue Code.

## **GENERAL INFORMATION**

Board meetings will generally be held on the third Wednesday of every other month starting in January at 4:00 pm at CAPEs corporate office. Board Committee meetings will be held prior to board meetings.

Board Members will be required to complete and sign an annual Conflict of Interest Form and should disclose any potential conflicts of interest as they occur. Board Members will also be required to sign programs and grant-specific documentation.

Board Members are encouraged to participate in committees and any special events or functions that are held by the board or the organization.

Periodic training for Board Members will be conducted and training will also be conducted in conjunction with Board meetings when possible. If any Board Member would like additional training, he or she should advise the Chief Executive Officer.

Board Members will be reimbursed for mileage expenses while on corporate business, including meetings, at a Board approved rate.

Board Members must adhere to the same client and personnel confidentiality regulations and laws as corporate employees.

The Board of Directors has an extremely important role and fiduciary responsibility for the corporation and members will be provided with monthly financial reports and annual audit exit conferences with the independent CPA firm will be held at a board meeting.

Board Members are the eyes and ears in the various communities for the Chief Executive Officer. Each member is encouraged to bring forward ideas for future projects in his or her area of expertise and advise on issues that may arise.

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