

BYLAWS

OF

COMMUNITY ACTION COALITION
FOR SOUTH CENTRAL WISCONSIN, INC.
(CAC)

Date of Board approval as amended:
Last legal review:

~~11/30/23~~ 05/28/26
04/14/23

ARTICLE I – NAME AND PURPOSE OF CORPORATION

SECTION 1.0 – Name & Organizational History

- 1.1 The name of the corporation is Community Action Coalition for South Central Wisconsin, Inc.
- 1.2 ~~The~~ Community Action Coalition for South Central Wisconsin, Inc. is established as a Community Action Agency (CAA). As a ~~Community Action Agency~~ CAA, one of the corporation's major funding sources is ~~the~~ Community Service Block Grant (CSBG) from the federal government.

[REORDERED] CAAs were established under the ~~The~~ Community Action Program ~~was~~ founded in 1964 by the Economic Opportunity Act. Originally, federal Community Action Program funds flowed directly to local public and private ~~Community Action Agencies~~ (CAAs). In 1981, CSBG was created by the federal Omnibus Budget Reconciliation Act, and direct federal funding to local agencies was replaced with state administered block grants.

~~The Community Services Block Grant~~ (CSBG) provides federal dollars from the U.S. Department of Health and Human Services for the Community Action Program. The Wisconsin Department of Children and Families (DCF) distributes ~~Community Service Block Grant~~ (CSBG) funding through grants to Wisconsin's ~~16~~ local Community Action Agencies and ~~two~~ designated statewide agencies that focus on serving special populations.

The CSBG Act, which constitutes ~~Title~~/Section II of the federal Community Opportunities, Accountability, and Training and Educational Services Act of 1998, also known as the COATS Act, is the most recent ~~formal~~ federal reauthorization of ~~the~~ CSBG program. The CSBG Act is available online at: <https://www.govtrack.us/congress/bills/105/s2206/text>.

In accordance with Section 676(a) of the CSBG Act, the Governor of Wisconsin has designated the Wisconsin Department of Children and Families (DCF) as the lead agency for administering the state's CSBG funds. Wis. Stat. ss. 49.265(1) - 49.265(6) define the state's regulations for ~~CAAs and~~ the CSBG program. The statutes are available online at <https://docs.legis.wisconsin.gov/statutes/statutes/49/III/265>.

In January 2015, the Federal Office of Community Services (OCS) released IM 138, State Establishment of Organizational Standards for CSBG Eligible Entities under 678B of the CSBG Act, 42.U.S.C § 9914. IM 138 provides required direction and standards that must be followed by ~~CAAs~~ ~~Community Action Agencies~~. Additionally, in order to clarify the federal and state requirements for CSBG and encourage the efficient use and management of CSBG funds, DCF issues policies and procedures which are applicable to all CSBG recipient agencies and their subcontractors funded through CSBG, if any.

SECTION 2.0 – Mission & Vision

- 2.1 **Mission**
~~To transform our communities by fostering conditions where everyone can achieve social and economic security.~~ We collaborate to create communities where everyone can thrive, by providing resources and advocacy in housing, nutrition and health, and financial empowerment.

2.2 Vision

~~Just and equitable social and economic conditions across our communities.~~ We envision communities where housing, health, and financial opportunity are accessible to all.

- 2.3 The Board of Directors must review the organization's mission statement no less than every five years to ensure the mission addresses poverty and the organization's programs and services are in alignment with the mission.

SECTION 3.0 – Statement of Purpose

- 3.1 The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as hereafter amended, (the "Internal Revenue Code" or the "Code") or the corresponding provision of any future United States internal revenue law. Specifically, the corporations' purposes are to reduce poverty, revitalize low-income communities, and empower low-income individuals and families to become self-sufficient by: creating economic, educational, and other opportunities for and providing a range of services to low-income families and individuals; mobilizing resources directed to the elimination of poverty; and educating the public on issues of poverty and community revitalization. The corporation shall conduct its activities primarily in Dane, Jefferson, and Waukesha County; however, it may operate in such other geographic areas as it deems useful and expedient.
- 3.2 The statement of purpose in this section may only be amended by way of an amendment to the Articles of Incorporation.

SECTION 4.0 – Corporate Powers

- 4.1 The corporation is authorized to do everything necessary, proper, advisable, or convenient for, or in connection with, the accomplishment of the foregoing charitable and educational purposes and to exercise any powers conferred upon corporations organized pursuant to the provisions of Chapter 181 of the Wisconsin Statutes (the Nonstock Corporation Act) as now in effect or as may hereafter be amended, provided that such activities and powers may be lawfully carried on and exercised by an organization incorporated under the Nonstock Corporation Act and exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

SECTION 5.0 – Amendments

5.1 Introduction

These bylaws are a legal document that outlines the rules and procedures for the organization. The bylaws shall be ~~reviewed and~~ provided to ~~the Board~~ each governing board member at least biannually and shall also be reviewed for revisions by the Board biannually. An attorney must formally review these bylaws no less than every five years. ~~Due to ¶~~the corporation's ~~is~~ establishment as a Community Action Agency; ~~therefore~~, in addition to

the Nonstock Corporation Act, any bylaw revisions must align with the CSBG Act and governing policy.

5.2 **Vote**

These bylaws may be amended, repealed, or new bylaws adopted by the Board by the affirmative vote of two-thirds (2/3) of the board members present at a regular or special meeting at which a quorum is present and at which the revision of the bylaws is an order of business. Notice and content of the proposed bylaw amendment(s) shall be submitted in writing (in writing includes a communication ~~that is~~ transmitted or received by electronic means) to all board members at least seven calendar days prior to the date of such meeting.

5.3 **Effective Date**

These bylaws shall become effective upon the date of approval of the Board. All previous bylaws and amendments of this corporation are rescinded as of the date of such approval.

Date of Board approval as amended: ~~November 30, 2023~~ **May 28, 2026**
Last legal review: **April 14, 2023**

SECTION 6.0 – Political & Lobbying Activity

6.1 **Political Activity:** No part of the activities of the corporation shall be used for:

- A. Any partisan or nonpartisan activity or any political activity associated with a candidate or contending faction or group, in an election for public or party office.
- B. Any activities to provide voters and prospective voters with transportation to the poll or provide similar assistance in connection with an election.
- C. Any voter registration activity.
- D. Any independent political statements on a basis that is not associated or coordinated with a candidate.

6.2 **Lobbying Activity:** Lobbying activities of the corporation shall not be used to influence legislation beyond that which is allowable by applicable local, state, or federal laws or administrative rules.

ARTICLE II – BOARD OF DIRECTORS

SECTION 1.0 – General Powers

- 1.1 In these bylaws, the corporation's Board of Directors is referred to as the Board. The Board shall supervise, control, and direct the business and affairs of the corporation. All board members shall fully participate in the development, planning, implementation, and evaluation of the programs offered by the corporation in its service of low-income individuals and families. The Board will possess, but not be limited to, the following specific powers:
- A. Establish the mission, goals, and policies of the corporation.
 - B. Maintain the integrity, independence, and ideals of the corporation.
 - C. Define a long-range plan for the corporation with a defined strategy and a period for achievement of the goals, including oversight and approval for corporation-wide program plans and provisions for evaluating progress against performance.
 - D. Ensure the long-term financial stability and strength of the corporation, including oversight and approval for sources of ~~income~~ revenue and the annual corporation-wide budget.
 - E. Ensure the long-term organizational stability and strength of the organization by hiring and developing an Executive Director to lead and manage the operations of the corporation.
 - F. Provide oversight of the Executive Director, including the completion of an annual performance appraisal and review and approval of the Executive Director annual compensation.
 - G. Determine and approve a performance improvement process, suspension, or termination of the Executive Director.
 - H. Determine and approve an Executive Director succession plan which contains procedures for covering an emergency/unplanned, short-term absence of three months or less, as well as outlines the process for filling a permanent vacancy.
 - I. ~~Determine and approve~~ Ensure an organization-wide, comprehensive risk assessment is completed every two years and reported to the Board.
 - J. Ensure the triennial community needs assessment is completed and reported to the Board for formal approval.
 - K. Exercise oversight of corporation policies, such as personnel, organizational, and financial, and ensure such policies are effectively established, reviewed, and monitored.
 - L. Exercise oversight of compliance with all contract efficacy and grant requirements.
 - M. Oversee and approve, in accordance with the corporation's financial policies, purchasing, procurement, and asset management functions.
 - N. Oversee the extent and the quality of the participation of low-income people in the programs of the corporation.
 - O. Determine and approve, subject to grant and contract guidelines, the rules and procedures for the Board.
 - P. Elect the members, officers, and committee chairs of the Board.

SECTION 2.0 – Executive Director

- 2.1 The Board shall appoint and employ an Executive Director who, subject to the Board's direction and control, shall: directly manage and efficiently delegate the day-to-day affairs of the corporation; implement goals and policies established by the Board; and advise the

Board and its committees concerning the affairs and activities of the corporation.

- 2.2 The Executive Director shall be empowered to hire, supervise, and terminate the corporation's other employees in accordance with personnel policies established by the Board.
- 2.3 In addition, the Executive Director shall perform such other duties and have such other powers as the Board may determine from time to time. The Board shall evaluate the Executive Director and set their compensation on an annual basis.
- 2.4 The Executive Director may (and where required by the Board or one of its committees, shall) attend meetings of the Board and its committees unless excluded by a majority vote of the Board or committee at a meeting at which a quorum is present or by a policy established by the Board.
- 2.5 The Executive Director shall serve as the Registered Agent of the corporation.

SECTION 3.0 – Composition of the Board

- 3.1 All board members shall ascribe to the corporation's Code of Ethics. The Code of Ethics shall be governed by the Executive Committee established by these bylaws. Each board member will receive a copy of the corporation's Code of Ethics, Conflict of Interest policy, and Board Member Commitment Agreement at the time of their appointment and shall agree, in writing, to abide by the Code of Ethics and disclose, in writing any potential conflict of interest. Every two years, each board member must sign the corporation's Code of Ethics and Conflict of Interest policy.
- 3.2. All board members shall receive a structured orientation within six months of being seated, and board members must receive training on their duties and responsibilities biannually.
- 3.3 The Board will consist of ~~no less than~~ 15 members ~~and no more than 18 members~~. When, because of death, resignation, retirement or removal, there are fewer than 15 board members, the remaining board members will constitute the Board until all vacancies are filled as hereinafter provided. In such event, all vacancies shall be filled as soon as reasonably possible.
 - A. Each prospective member of the Board must be recommended to serve on the Board by the Board President, or Designee, and through the appropriate selection process described below, the Board shall vote whether to elect the prospective member to the Board.
 - B. Prior to the actual recommendation of appointment to the Board, the appointee or applicant must complete a Board Member Application, Conflict of Interest form, Code of Ethics form, and a Board Member Commitment Agreement and attend an interview with the Board President, or Designee, and the Executive Director.
 - C. The Board values and will strive for proportionate representation amongst the three communities served (Dane, Jefferson, and Waukesha Counties), ~~and~~
 - D. [REORDERED] Each member of the Board shall reside or be employed in the county they represent.
 - E. If membership is ever not divisible by three, the Board will aim to favor low-income sector representation.

- F. No member of the Board may have an alternate.
- G. The Board shall take steps to ensure vacant seats are filled in a timely manner. Any vacancy on the Board shall be filled in the same manner as the original selection.
- H. Any low-income individual, community, religious organization, or private organization who feels itself inadequately represented on the Board may petition the Board for representation. The petition must be signed by at least 15 individuals, unless the Board President determines it appropriate to waive the requirement.
 1. Within sixty (60) days of the receipt of a petition, the Executive Committee shall hold a fair and informal hearing to determine the validity of the request.
 2. The Executive Committee shall recommend to the Board the action to be taken on the petition. The Executive Committee is responsible for ensuring proportionate representation on the Board and therefore may approve or disapprove the petition. The Board must review the recommendation and take action regarding the petition. A formal notification of the decision must be issued within 120 days from the receipt of petition.

3.4 The following requirements shall govern the composition of the Board and the selection of the members of the Board:

A. Public Sector Representation

Exactly ~~One~~ one third (1/3) of the members of the Board shall be elected or appointed public officials, or their representatives, of the communities served by the corporation. These individuals shall represent the public sector and are appointed as follows.

1. Each county (Dane, Jefferson, Waukesha) shall have at least one member of the Board who are elected or appointed public officials or their representatives.
2. The Dane County Executive, the Jefferson County Board Chairperson and the Waukesha County Executive shall each appoint at least one elected official, or if unavailable, an appropriate representative. The remaining ~~two or three~~ public sector seats will be “at large” from either of the three counties. The Board maintains discretion to request city or county appointment for the seats “at large”.
3. If, after 60 days of elected official or representative appointment, the appointee is determined nonresponsive to multiple varied contact attempts to engage in onboarding, the appointing official must be notified to allow for the identification of a new appointment.
4. If a representative of the public sector appointed to the Board resigns or otherwise leaves the Board, the Board President shall notify the appropriate official of the vacancy and request the appointment of a new elected official or representative to the Board.

B. Low-Income Representation

At least ~~One~~ one third (1/3) of the members of the Board shall be democratically elected to represent low-income individuals in the communities served by the corporation. These individuals shall represent the low-income sector and are appointed as follows.

1. Each county (Dane, Jefferson, Waukesha) shall have at least one member of the Board elected by the Low-Income Sector Appointment Committee to represent low-income individuals in the communities served by the corporation. The remaining ~~two or three~~ low-income sector seats will be “at large” from either of the three counties.

2. Low-income representatives must demonstrate lived experience as a low-income person or that they work closely with low-income persons and possess a comprehensive understanding of the conditions of poverty.
3. As a prerequisite to the recommendation of appointment to the Board, low-income applicants must be proposed to the Low-Income Sector Appointment Committee by the Board President, or Designee, and Executive Director. The Low-Income Sector Appointment Committee must convene a meeting to conduct an election in accordance with democratic election procedures adequate to ensure low-income representatives represent low-income persons in the communities served by the corporation. The low-income representatives need not be low-income themselves, but the election procedure shall ensure that they represent low-income people.
4. If a representative of the low-income sector to the Board resigns or otherwise leaves the Board, the Board President, or Designee, and Executive Director shall seek qualified and willing nominees to ensure continued representation from a broad spectrum of low-income groups or individuals.

C. Private Sector Representation

The remainder ~~one~~ one third (1/3) of the members of the Board shall represent the private individual and groups ~~sector~~ in the communities served by the corporation. These individuals shall represent the private sector and are appointed as follows.

1. Each county (Dane, Jefferson, Waukesha) shall have at least one member of the Board to represent the private sector in the communities served by the corporation including various community groups or interests such as labor, industry, business, religious, welfare, education, voluntary service or other major groups and interests. There shall be a continuing balance between private social service organizations and organizations from business and labor as well as other interests. The remaining ~~two~~ ~~or three~~ private sector seats will be “at large” from any of the three counties.
2. If a representative of the private sector to the Board resigns or otherwise leaves the Board, the Board President, or Designee, and Executive Director shall seek qualified and willing nominees to ensure continued representation from a broad spectrum of groups or individuals.

SECTION 4.0 – Terms

4.1 A term of service for a board member is two years.

A. A board member’s term shall begins on the date ~~the board member is elected of~~ appointment by the CAC Board to serve ~~on the Board~~.

B. Any board member who is elected by the CAC Board to serve as an officer or committee chair shall, upon such election, begin a new two-year term of board service that coincides with the term of office. Election to an officer or committee chair position shall supersede any unexpired portion of the individual’s current board member term.

1. The term of office, and the corresponding board member term of service, shall commence on July 1st following the biannual election process, or upon appointment date if occurring due to vacancy replacement after July 1st, and shall conclude on June 30th of the next election year.

- 4.2 There is no limit to the number of consecutive terms that a board member may serve. The desire of the Board is for a well-balanced composition of directors with varying lengths of service. In order to balance and benefit from the organizational history, institutional knowledge, and stability of long-service members as well as the fresh perspectives, skills, and enthusiasm of newer members, the Board supports healthy representation and transitions of power by way of its nomination and election processes as outlined in Article III, Sections 2.0 and 3.0.
- 4.3 An elected public official or their representative may serve on the Board until their successor is named if the board member's public office term has ended, or they may submit their resignation upon their term in public office.
- 4.4 Board members shall be notified at least three months prior to expiration of their term. Board members must express interest to serve an additional term in writing no later than one month prior to reaching the end of their term. Board members continuing in subsequent terms do not require reappointment.

SECTION 5.0 – Removal or Resignation of a Board Member

- 5.1 A board member may be removed from the Board by the affirmative vote of two-thirds (2/3) of board members present at a properly noticed meeting at which a quorum is present and at which the removal of the proposed board member is an order of business. Notice and content of the proposed removal shall be submitted in writing (in writing includes ~~a~~ communication ~~that is~~ transmitted or received by electronic means) to all board members at least seven calendar days prior to the date of such meeting.

The Board may remove a board member for one of the following reasons:

- A. Incapacity in the event the board member is incapacitated or otherwise unable to carry out their duties.
 - B. Conduct determined contrary to the best interest of the corporation.
 - C. Violation of the corporation's Articles of Incorporation, bylaws, Conflict of Interest policy, board resolution, or other policies.
 - D. Absence, non-notified from two or more consecutive board or committee meetings within a calendar year.
 - E. Inappropriate disruptions or behavior at board or committee meetings.
- 5.2 A board member may resign from the Board at any time by filing written notice with the Board President and Executive Director. Resignation shall be effective upon receipt unless otherwise notified.
 - 5.3 The Board shall take steps to ensure vacant seats are filled in a timely manner. When a vacancy occurs, the vacant seat shall be filled in the same manner as in the original selection of the individual.
 - 5.4 If an officer or committee chair vacancy occurs, the Executive Committee must take action within 30 days to nominate and appoint a willing and capable replacement to fill the remainder of the vacant term.

SECTION 6.0 – Meetings

6.1 The Board shall set a calendar for regularly occurring board meetings on an annual basis. Notice of any meeting and an agenda for the meeting shall be provided either in writing or by electronic means to all board members at least seven calendar days before the meeting.

6.2 The Board may meet and take action in-person, through telephone or video conference, by email, or via any other means of communication by which any of the following occurs: all participants may simultaneously hear or read each other's communications during the meeting; or, all communication during the meeting is immediately transmitted to each participant and each participant is able to immediately send messages to all other participants.

A. Annual Meeting

The annual meeting of the Board shall be held in May each year at such place, day, and time as the Board ~~may~~ determines. ~~Every two years, the annual meeting shall include for~~ the election of officers and committee chairs for the upcoming office terms ~~year~~ in accordance with Article III. ~~Officer and committee chair terms shall begin on July 1st.~~

B. Regular Meeting

The Board shall meet at least six times during the corporation's fiscal year.

C. Additional Meeting

Additional meetings may be called by the Board President, the Executive Committee, or by written petition of one-third (1/3) of the board members. Any lawful business may be transacted at such additional meetings provided proper notice is provided and quorum is present.

D. Committee Meeting

Each standing committee shall hold monthly meetings. Each committee respectively shall determine the date and time of the meeting and if mutually agreed upon may cancel, postpone, or hold additional meetings as determined necessary by the members of the committee.

E. Email Meeting

In limited and urgent situations, when the business of the Board is required in advance of a regularly scheduled board meeting, and there is not an option for an additional meeting, an email meeting may be called by the Board President or Vice President. Any lawful business may be transacted at such meetings so long as the vote occurs as described below.

1. The Board President, or in the Board President's absence, the Vice President, must confer with the Secretary prior to calling an email meeting and demonstrate consensual agreement that action is necessary, and an email meeting is required. The Board President will present the Secretary with the proposed motion.
2. Prior to the sendout of notice to call an email meeting to order, the Secretary must confirm the motion in writing by seconding the motion which permits the Board President to bring the motion to the floor.
3. The Board President then proceeds to call an email meeting to order by making the motion that is seconded by the Secretary with a summary provided for open

discussion for a period of up to five working days.

- a. During open discussion, board members may comment, question, amend, table, commit, postpone indefinitely, or they may act on the motion by voting by written consent 'aye', 'nay', or 'abstain'.
 - i. If there is a motion to amend, table, commit, or postpone indefinitely, there must be a second and a two-thirds (2/3) vote to carry it. In this instance, any prior votes on the former motion will be void and the process will start over if the motion is amended.
- b. The motion will remain on the floor until either:
 - i. After no less than five working days, at least two-thirds (2/3) of all board members act in favor the motion.
 - ii. After less than five working days, all board members act by voting, with at least a two-thirds majority.

4. **Action by Email**

Action through an email meeting by the Board may be taken by two-thirds (2/3) of all board members providing approval by signature. A resolution passed through email will be included in minutes at the next full board meeting.

- a. Signature collection will occur via an e-signature document signing software or email attachment that allows for board members' response and signature.

6.2. The Board shall keep written minutes of each meeting. The minutes will include a record of votes on all motions and a description of the business conducted. Prior meeting minutes will be distributed to all members ~~seven calendar days~~ prior to the next scheduled meeting. All board minutes will be made available to the public upon request.

6.3 A quorum shall be ~~fifty percent plus one~~ the majority of board members then in office. Any action by the board members present at a properly noticed meeting at which a quorum is present shall be the action of the Board, unless the act of a greater proportion is required by applicable state or federal laws or administrative rules, the Articles of Incorporation, or these bylaws.

6.4 Proxy voting is prohibited.

6.5 All meetings of the Board and its committees shall be governed by the parliamentary rules contained in the current edition of Robert's Rules of Order, except those rules set forth by these bylaws.

SECTIONS 7.0 – Compensation/Reimbursement

7.1 No board member shall be entitled to nor shall receive any Community Action Program funds as compensation for attendance at board meetings or for other services rendered to the corporation as a board member. Reimbursement for board members, such as mileage or other reasonable and documented expenses incurred in the course of performing services as a board member or officer is allowed.

- 7.2 Reimbursements shall be accordance with financial policies established by the Board.
- 7.3 Except for approved eligible administrative or personnel costs, no board member may obtain a personal or financial interest or benefit from any activity or have an interest in any contract, subcontract, or agreement with respect to which s/he has family or business ties during her/his tenure on the Board or for one year thereafter.

SECTION 8.0 – Conflict of Interest

- 8.1 Subject to the Articles of Incorporation, these bylaws, and any applicable law, the Board shall adopt and implement a Conflict of Interest policy covering the corporation’s directors, officers and such employees, and other persons as may be specified in the policy.
- A. No member of the Board shall cast a vote on any matter which has a direct bearing on services to be provided by that member or any organization which such member directly represents on any matter which would financially benefit such member or any organization such member represents.
 - B. A board member that is employed or represents an organization or governmental body that provides funding to the corporation must reclude themselves from any action or situation where a conflict might be relevant.
 - C. No employee of the corporation may serve on the Board. Any board member who wishes to apply for a position with the corporation shall remove themselves from active participation in board and committee meetings from the moment the board member submits application for the position and until the hiring process has been completed. If the board member has a successful application, they will resign from the Board immediately.
 - D. No board member that is employed or represents an organization or governmental body may act as an agent of or as attorney for the corporation.
 - E. Any board member who changes employment or moves from their reported residence must report the change to the Board President and Executive Director within seven business days of the change.
 - F. Any board member who incurs a conflict of interest must disclose the conflict to the Board President and Executive Director and complete an updated Conflict of Interest policy.

ARTICLE III – OFFICERS

SECTION 1.0 – Title

- 1.1 The principal officers of the corporation shall be a Board President, Vice President, Treasurer, and Secretary, each of whom shall be board members and elected by the Board. [These principal officers are authorized check signers for the corporation.](#)
- 1.2 [The Board shall also elect the Chairperson of the Administration Committee and the Chairperson of the Operations Committee.](#)
- 1.3 No officer [or chairperson](#) shall hold more than one office at the same time

SECTION 2.0 – Nominations

- 2.1 The Executive Committee is responsible for initiating a multi-year board recruitment plan and shall implement a plan for cultivating those who could become officers or committee chairs so that every member has the potential to serve and will be prepared. The Executive Committee shall oversee the biannual solicitation of nominations. Biannually, by no later than [its March meeting ~~15th~~](#), the Executive Committee shall ensure that any interested member provides confirmation of self or peer nomination. The slate of candidates will be announced at the ~~annual~~ board meeting in March. Before the election at the annual meeting [in May](#), additional nominations from the floor shall be permitted.

SECTION 3.0 – Elections & Term of Office

- 3.1 The officers and committee chairs of the corporation shall be elected biannually by the Board at its annual meeting, with the biannual cycle beginning effective May 2023. Each officer and committee chair so elected shall hold office until their successor is elected and the term begins, or until their death, resignation, or removal. The term of office shall be for two years [and begin on July 1st following elections](#). There is no limit to the number of consecutive terms.

SECTION 4.0 – Removal or Vacancy

- 4.1 A vacancy in any officer or committee chair because of death, resignation, removal, or other event shall be filled by the Board for the unexpired portion of the term until a successor is elected as outlined in Article II Section 5.0.

SECTION 5.0 – President

- 5.1 The Board President shall be the principal officer of the Board and shall preside at all meetings of the Board, and the Executive Committee, and shall be an ex-officio, voting member of all standing committees.
 - A. The Board President shall ensure meetings are planned effectively, conducted according to the bylaws, and that matters are dealt with in an orderly, efficient manner.
 - B. The Board President shall ensure full participation during meetings, that all relevant matters are discussed, and that effective decisions are made and carried out.
 - C. [The Board President shall monitor meeting attendance, communicate with absent](#)

members, and report any attendance concerns or patterns of non-participation to the Board.

- 5.2 The Board President shall have authority to sign any contract or other instrument on behalf of the corporation that the Board has authorized to be executed, except in cases when it shall be required by applicable local, state, or federal laws or administrative rules, or these bylaws to be otherwise signed or executed.
- 5.3 General duties of the Board President shall include, but not be limited to:
- A. Meeting planning and facilitation.
 - B. Board member recruitment, recommendation of appointment, onboarding, orientation, and training.
 - C. Support and empower committee chairs to ensure meetings are planned effectively, conducted according to the bylaws, and that matters are dealt with in an orderly, efficient manner.
 - D. Provide support and guidance to the Executive Director; including, ongoing, reoccurring meetings to review and discuss matters related to personnel, programmatic efficacy, grant compliance, and matters concerning the legal and financial health of the corporation.
 - ~~E. Oversight for Executive Director timesheets and expense reports.~~
 - E. [REORDERED] Oversight for internal and external grievances received by the Board in compliance with the corporation's whistleblower, suspected misconduct and dishonestly, harassment, retaliation and other applicable personnel or financial policies.
 - F. Lead the Executive Committee and Board in the annual performance appraisal and compensation review of the Executive Director.
 - G. Ensure, through the Executive Committee, the IRS Form 990 and associated filings are provided, reviewed, and/or accepted in accordance with the corporation's financial policies and signature is provided where applicable.
 - H. Notify the Board of resignations received, departures, and resultant vacancies.
 - I. Participate in writing the corporation's annual report.
 - J. When called upon, represent the corporation as a figurehead.

SECTION 6.0 – Vice President

- 6.1 In the absence of the Board President, or in the event of the Board President's death, inability, or refusal to act, the Vice President shall perform the duties of the Board President and when so acting, shall have all the powers of and be subject to all the restrictions upon the Board President.
- 6.2 The Vice President assists the Board President, and the Vice President's general duties shall include, but not be limited to:
- A. Assist the Board President to ensure meetings are planned effectively, conducted according to the bylaws, and that matters are dealt with in an orderly, efficient manner.
 - B. Facilitate agreed-upon items during regularly occurring board meetings.
 - C. Assist the Board President to ensure full participation during meetings, that all relevant matters are discussed, and that effective decisions are made and carried out to build a Board that is a positive and safe place for healthy discussion and debate.
 - D. Monitor board training to ensure members know the policies, where to find them, and

that members are attending meetings. The Vice President assists the Board President to build a team of board members that is trained, willing, and able to do the work of the Board.

- E. Assist the Board President in providing support and guidance to the Executive Director; including, ongoing, reoccurring meetings to review and discuss matters related to personnel, programmatic efficacy, grant compliance, and matters concerning the legal and financial health of the corporation.
- F. Maintain monthly contact with newly appointed board members for the first six months to provide mentoring, guidance, and support.

6.3 The Vice President may countersign all contracts and other instruments as required by applicable local, state, or federal laws, or administrative rules, or by the Board.

6.4 As part of board succession, typically, the Vice President shall aspire to serve as Board President in the future.

SECTION 7.0 – Treasurer

7.1 The Treasurer shall oversee the financial management practices of the corporation, and the Treasurer's **general** duties shall include, but not be limited to:

- A. Ensure that a written report of the financial status of the corporation is completed monthly.
- B. Ensure required filings and payments related to withholdings are completed on time.
- C. Provide oversight for monthly cashflow.

7.2 The Treasurer shall ensure that the accounts of the corporation are audited at least annually, participate in audit preparation meetings, ~~and in coordination with the corporation's auditor, lead the Board in the presentation of~~ **present** the annual audit, **as approved by the Executive Committee, to the Board,** and ~~shall~~ ensure the Board formally receives and accepts the audit.

7.3 The Treasurer shall provide oversight to collectively work with the Executive Director in the solicitation of bids to procure an auditor at least every five years.

7.4 The Treasurer, **through the Executive Committee,** shall **help** ensure the IRS Form 990 ~~is completed annually and presented to the Board for review~~ and associated filings are **provided, reviewed, and/or accepted in accordance with the corporation's financial policies and signature is provided where applicable.**

7.5 The Treasurer shall participate in corporation quarterly budget planning meetings, ~~and shall~~ lead the Board in the presentation of the annual budget, and ~~shall~~ ensure the Board ~~formerly~~ receives and accepts ~~the accepts~~ the budget.

7.6 The Treasurer may countersign all contracts and other instruments as required by applicable local, state, or federal laws or administrative rules or by the Board.

7.7 The corporation's checks shall bear the signature of the Treasurer.

7.8 In the absence of the Board President or the Vice President, the Treasurer shall have the

authority to sign any contract or other instrument on behalf of the corporation that the Board has authorized to be executed, except in cases when it shall be required by applicable local, state, or federal laws or administrative rules, or by the Board.

~~7.9 — The Treasurer may be the chairperson of the Administration Committee.~~

SECTION 8.0 – Secretary

- 8.1 The Secretary shall ensure the minutes of the board meetings are accurately recorded and maintained in good order and approved by the Board.
- 8.2 The Secretary shall review board meeting draft minutes in advance of board meetings.
- 8.3 The Secretary shall ensure that the bylaw review process is initiated and completed timely in accordance with the requirements outlined herein.
- 8.4 The Secretary shall ensure that the Board and corporation records and documents (e.g., roster, minutes, policy manuals, organizational chart, etc.) are electronically maintained in good order.
- 8.5 The Secretary shall facilitate a record and document orientation within 30 calendar days of appointment for all new board members and shall collectively, with the Executive Director, facilitate board orientation for all new board members.
- 8.6 The Secretary shall ensure that notice of all meetings of the Board are duly given in accordance with the provisions of the bylaws or as required by law or contract provision.
- 8.7 The Secretary shall track and report on board membership and terms as applicable at board meetings.
- 8.8 The Secretary shall record and maintain minutes of all closed sessions conducted without corporation staff present and shall securely retain all related materials. If the Secretary is absent, the meeting chair shall assume these responsibilities.
- 8.9 The Secretary may countersign all contracts and other instruments as required by applicable local, state, or federal laws or administrative rules or by the Board.
- 8.10 In the absence of the Board President, the Vice President, and the Treasurer, the Secretary shall have authority to sign any contract or other instrument on behalf of the corporation that the Board has authorized to be executed, except in cases when it shall be required by applicable local, state, or federal laws or administrative rules, or by the Board.

SECTION 9.0 – Chair of Administration

- 9.1 The Chair of Administration shall preside over the Administration Committee meetings.
 - A. The Chair of Administration shall ensure Administration Committee meetings are planned effectively, conducted according to the bylaws, and that matters are dealt with in an orderly, efficient manner.
 - B. The Chair of Administration shall ensure full participation during Administration

Committee meetings, that all relevant financial and personnel matters are discussed, and that effective decisions are made and carried out.

C. The Chair of Administration shall monitor meeting attendance, communicate with absent members, and report any attendance concerns or patterns of non-participation to the Board President.

9.2 The Chair of Administration shall present a committee report of business at board meetings, including, but not limited to:

A. A presentation of the monthly financial reports at each regular board meeting that include the following:

1. Corporation-wide report on revenue and expenditures that compares budget to actual, categorized by programs.
2. Balance sheet/statement of financial position.

B. A ~~staffing~~ personnel report representative of arrivals, departures, transitions, and vacancies.

9.3 The Chair of Administration shall ~~lead in support~~ the corporation's review of ~~the its~~ financial policies ~~manual~~.

9.4 The Chair of Administration shall ~~lead in support~~ the corporation's review of ~~the its~~ personnel policies ~~manual~~.

SECTION 10.0 – Chair of Operations

10.1 The Chair of Operations shall preside over the Operations Committee meetings.

A. The Chair of Operations shall ensure Operations Committee meetings are planned effectively, conducted according to the bylaws, and that matters are dealt with in an orderly, efficient manner.

B. The Chair of Operations shall ensure full participation during Operations Committee meetings, that all relevant fund development and program development matters are discussed, and that effective decisions are made and carried out.

C. The Chair of Operations shall monitor meeting attendance, communicate with absent members, and report any attendance concerns or patterns of non-participation to the Board President.

10.2 The Chair of Operations shall present a committee report of business at board meetings, including, but not limited to:

A. A presentation of the monthly grant reports at each regular board meeting.

B. A monthly ~~fundraising~~ development report representative of incoming fund development.

10.3 The Chair of Operations shall ~~lead~~ support the corporation's strategic planning initiatives.

10.4 The Chair of Operations shall ~~lead~~ support the corporation's Community Needs Assessment.

ARTICLE IV – COMMITTEES

SECTION 1.0 – Appointments

- 1.1 The Board President, with approval from the Board, may establish such standing or ad hoc committees as the Board President considers appropriate.
 - A. Each sector of the Board must be fairly represented on such committee to the maximum extent feasible.
 - B. The Board President, with approval of the Board, shall appoint, remove, replace, or add committee members.
- 1.2 All board members shall serve on a standing committee of the Board. Appointment to standing committees shall be performed by the Board President. Appointments to ad hoc committees shall be performed by the Board President as the need for such committees arises or pursuant to the need of such committees.
- 1.3 An individual member's absence from a committee will be brought to the attention of the Board President if a member has missed two consecutive committee meetings.
- 1.4 In no case shall the number of board members on a standing committee be less than three board members.
- 1.5 Quorum for all committees shall be ~~determined by~~ the majority ~~of~~ ~~from the committee~~ members appointed to the committee.

SECTION 2.0 – Standing Committees

2.1 Executive Committee

There shall be an Executive Committee consisting of the four elected officers of the corporation, the immediate past Board President (if still a member of the Board), and the chairperson of all standing committees. **The Executive Committee shall try to have at least one member of each county (Dane, Jefferson, Waukesha) to represent the communities served by the corporation.** The purpose of this committee shall be to ensure the orderly transaction of the business of the corporation. The committee shall have the authority of the Board between the meetings of the Board. The committee shall meet at the call of the Board President or Vice President.

Duties of the Executive Committee shall ~~be~~ include, but are not limited to, **the following:**

- A. Participate in board meeting planning.
- B. Serve as a review panel for internal and external grievances **or petitions** received by the Board, **including reports and/or investigations related to discrimination, harassment, and/or retaliation.**
- C. **[REORDERED]** Provide oversight for the Code of Ethics through training and investigation of complaints under the Code of Ethics.
- D. Develop, monitor, and evaluate the corporation's affirmative action program, including the affirmative action plan and the annual appointment of the Affirmative Action/Equal Opportunity officer.
- E. Provide oversight for any legal proceedings involving the corporation or its employees

- and make recommendations and reports to the full Board in those manners.
- F. ~~Conduct an~~ Lead the annual performance appraisal and compensation review of the Executive Director.
 - G. [REORDERED] Provide oversight for the annual audit, ~~form 990, and selection of the audit firm, and presentation to the full Board.~~ and related financial reporting, including:
 - i. Reviewing the annual single audit report as presented by the audit firm and accepting the audit on behalf of the full Board.
 - ii. Reviewing the IRS Form 990 and associated filings.
 - iii. Reporting the results of the audit review and Form 990 review to the full Board.
 - iv. Approving the selection of the outside audit firm.
 - H. Provide oversight for board membership, recruitment, succession, and elections.
 - ~~I. Approve the purchase, of any real property and ensure the Board is informed per the financial policies manual.~~
 - ~~J. Approve all non-programmatic property leases and ensure the Administration Committee is updated per the financial policies manual.~~
 - K. The actions of the Executive Committee shall be reported to the Board at its next regularly scheduled meeting.

2.2 Administration Committee

There shall be an Administration Committee that ~~has the following duties in relation to governance of personnel and finance~~ is responsible for governance of the corporation's personnel, financial, and administrative matters.

[REORDERED] Duties shall include, but are not limited to, the following:

- A. Establish, maintain, and review the personnel policies of the corporation, overseeing any changes and making recommendations to the Board for adoption or modification.
 - i. Oversee specific personnel practices and procedures as designated by the personnel policies.
- B. Establish, maintain, and review the financial policies of the corporation, overseeing any changes and making recommendations to the Board for adoption or modification.
 - i. Oversee specific financial practices and procedures as designated by the financial policies.
 - ii. Recommend, through ~~a fiscal~~ the financial policies ~~and procedures manual~~, general guidelines for ~~program~~ procurement, purchasing, asset management, and general policies for budget and internal controls.
- C. Establish, maintain, and review a wage classification and compensation system in alignment with job descriptions for all employees of the corporation.
 - i. Ensure the corporation completes wage comparability studies as outlined by the personnel policies.
- D. Oversee and approve any ~~corporation~~ investment or bank account openings, transitions, or closures.

- E. Monitor monthly ~~fiscal~~ financial reports of all corporation programs, as well as line of credit and reserve account activity, reporting any activity that is not reasonable or customary to the Board.
- F. Review the biannual, organization-wide, comprehensive risk assessment and ensure it is reported to the Board.
- G. Oversee the corporation's budgeting processes, including the review and recommendation ~~the annual corporation budget.~~ of the following for full Board approval:
 - i. ~~Review and recommend~~ The annual corporation budget,
 - ii. ~~Recommend~~ The corporation's annual staffing pattern ~~as a part of the annual community action program planning process.~~
 - iii. The corporation's annual cost allocation plan.
 - iv. Any budget amendment activities throughout the year.
- H. Review and approve any changes to the approved staffing pattern throughout the year, including job position additions, removals, or reclassifications.
~~Review all financial audits of the corporation.~~
- I. Assist and advise the Treasurer in performing their duties.
- J. Approve, where deemed necessary by the committee, any action by any committee which has a fiscal impact on the corporation, ~~including job position additions, removals, or reclassifications.~~

2.3 Operations Committee

There shall be an Operations Committee that ~~has the following duties in relation to governance of fundraising and program/plan development~~ is responsible for governance of the corporation's programs, planning processes, fundraising, and resource development activities.

[REORDERED] Duties shall include, but are not limited to, the following:

- A. Review and recommend all proposed programs and projects falling within the scope and purposes of the corporation.
- B. Provide periodic reviews of all programs of the corporation ~~to assess effectiveness, compliance, and alignment with strategic goals.~~
~~Develop and conduct the corporation's annual planning process.~~
- C. Develop and monitor the corporation's long-range ~~and strategic~~ planning processes.
- D. Develop Results-Orientated Management and Accountability (ROMA) goals for the corporation's strategic plan, ~~all~~ grants, programs, and services, ~~and monitor progress toward such goals.~~
- E. ~~Develop and implement~~ Provide oversight of the corporation's fundraising strategies and resource development activities, providing regular ~~for the corporation.~~
~~Monitor the corporation's fund development strategies and activities and provide~~ updates to the Board ~~of all fundraising activities of the corporation.~~
- F. Recommend policies and procedures for ~~agency~~ the corporation's fundraising activities.
- G. Develop marketing and media campaign strategies in alignment with fundraising goals and strategies.
- H. ~~Authorize and accept all agreements, contracts, and grants~~ Review and approve proposed grant and funding opportunities via ~~approval motion of~~ the monthly grant report, thereby authorizing the corporation to pursue and, if awarded, the Executive

Director to accept, sign, and execute such funding.

~~2.4~~

SECTION 3.0 – Low-Income Sector Appointment Committee

- 3.1 There shall be a Low-Income Sector Appointment Committee comprised of the current low-income sector representatives of the Board that has the following duties in relation to governance of low-income sector representation:
- A. Meet on an ad hoc basis to appoint new low-income sector representatives to the Board.
 - B. Meet on an ad hoc basis after notice of a vacancy in the low-income sector representation on the Board.
 - C. Review board applicants according to the policy guidelines and will then elect low-income representatives to be appointed to serve on the Board.

ARTICLE V – FINANCES

SECTION 1.0 – Fiscal Year

1.1 The corporation's fiscal year shall be January 1 to December 31.

SECTION 2.0 – Deposits

2.1 All monies of the corporation not otherwise employed shall be deposited in the name of the corporation in banks, trust companies, or other depositories designated by the Board.

SECTION 3.0 – Payments

3.1 All bills shall be paid by checks bearing the signatures of the corporation's Treasurer. The signature of the corporation's Treasurer will be imprinted on the checks.

SECTION 4.0 – Loans

4.1 Any loans or indebtedness contracted on behalf of the corporation, whether general or confined to specific instances, shall be authorized by an official motion of the Board.

SECTION 5.0 – Contracts

5.1 No officer, officer's agent, or agent of the corporation shall enter into any contract or execute and deliver any instrument, whether general or confined to specific instances, in the name of or on behalf of the corporation unless authorized by an official motion of the Board. The Executive Director shall have the authority to sign any contract or other instrument on behalf of the corporation that the Board has authorized to be executed or is necessary and proper for the routine operations of the corporation and its programs.

SECTION 6.0 – Audit

6.1 The corporation shall have an annual audit of its accounts completed by an independent audit firm that is approved by the Board. The audit shall follow Generally Accepted Accounting Principles (GAAP).

SECTION 7.0 – Bonding

7.1 Every officer and employee of the corporation who handles funds or securities of the corporation shall be bonded at the expense of the corporation in an amount required by funding agencies or by the Board.

SECTION 8.0 – Ownership & Transfer of Assets

8.1 The corporate powers, property, and assets of the corporation, except as may be otherwise provided by law, the Articles of Incorporation, or these bylaws, shall be vested in and exercised and controlled by the Board.

SECTION 9.0 – Dissolution/Non-Inurement

- 9.1 Upon the dissolution of the corporation, its assets shall be applied first to the discharge of its outstanding liabilities and obligations. Any assets held by the corporation upon condition requiring return, transfer, or conveyance shall be returned, transferred or conveyed to their owners. All other assets remaining in the possession of the corporation shall be used to further the mission of the corporation.

- 9.2 No part of the net earnings of the corporation shall inure to the benefit of any board member or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no board member or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation's assets upon dissolution of the corporation.

ARTICLE VI – SEAL

The corporation shall have no seal.

ARTICLE VII – INDEMNIFICATION AGAINST LIABILITY

The corporation shall indemnify and hold harmless each person who serves at any time as a board member or officer of the corporation from and against any and all claims and liabilities to which such person may become subject by reason of having been a board member or officer of the corporation or by reason of any action alleged to have been taken or omitted as a board member or officer of the corporation, and the corporation shall reimburse each person for all legal and other expenses reasonably incurred by her/him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for any expenses incurred in connection with any claim or liability arising out of her/his own negligence or willful misconduct.