

A large, stylized red hand graphic is the background of the page. The hand is open, with fingers spread, and is rendered in a solid red color. It is positioned behind the text, with the palm facing upwards and slightly to the right.

INCA Community Services, Inc. **By-Laws**

**Revised/Approved
8/31/2015**

Sarilea Combs, Chairman of the Board _____

LaQuita Thornley, Executive Director _____

James Thornley, Attorney _____

INCA Community Services, Inc.

By-Laws

ARTICLE I

NAME AND PURPOSE

Section 1. The name of the agency shall be as stated in the Articles of Incorporation incorporated under the laws of the State of Oklahoma.

Section 2. The purpose of the corporation is to operate programs to alleviate the causes of poverty and enhance the public health and welfare by opening to everyone the opportunity to work, have safe and affordable housing, transportation, training and education, and the opportunity to live in decency and dignity.

ARTICLE II

BOARD OF DIRECTORS

Section 1. The entire management and operation of the affairs of this corporation, usually vested in the stockholders of a business corporation, shall vest in a Board of Directors. The number of Directors that shall constitute the entire Board shall be twelve (12) by resolution of the board, the number of Directors may be increased, but not to more than twenty-four (24) or decreased, but not to fewer than twelve (12), so long as the number of directors is divisible by three. by resolution of the Board. No decrease shall have the effect of shortening the term of an incumbent Director.

Section 2. One-third of the directors shall be elected public officials, currently holding, or their representatives, except that if the number of such elected officials reasonably available and willing to serve on the board is less than one-third of the membership of the board, appointive public officials or their representatives may be counted in meeting such one-third requirement; at least one-third of the directors shall be persons chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the neighborhood served; and the remainder of the directors shall be officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served.

Section 3. To meet board requirements from Head Start Act (42 U.S.C. 9837(c)(1)(B)):

- A. At least one director shall have a background and expertise in fiscal management or accounting.
- B. At least one director shall have a background and expertise in early childhood education and development.
- C. At least one director shall be a licensed attorney familiar with issues that come before the governing body.
- D. However, if a person described in any one of the three preceding sentences is not available to serve as a director, the board shall use a consultant, or another individual with relevant expertise, with the required qualifications, who shall work directly with the board
- E. At least one director shall be a current or former Head Start parent.
- F. Other directors shall:
 - 1. Reflect the community to be served and include parents of children who are currently, or were formerly, enrolled in Head Start programs; and
 - 2. Be selected for their expertise in education, business administration, or community affairs.

Section 4. All members shall serve for a term of three (3) years and may be re-appointed or re-elected at the end of the term provided that any such member may not serve more than seven (7) terms for a cumulative total of twenty-one years.

Section 5. No individual as such shall have any vested rights of any nature what-so-ever in or to any of the assets of the corporation.

Section 6. The Board of Directors shall vote to seat new directors and replacement directors filing vacancies once they have been selected through the appropriate selection process.

ARTICLE III

MEMBERSHIP OF THE BOARD

PUBLIC SECTOR

Section 1. The individuals appointed as Public Official Directors shall be elected officials. If there or no elected officials reasonably available and willing to serve, the individuals appointed may be appointed officials. These officials or public offices to appoint such individuals shall be selected by vote of the Board of Directors.

Section 2. The board may also allow public officials to choose a representative to serve on the Board and, in that event the public officials will allow input from the board in the selection of said representative and said representative will have to be appointed by the board and the board has the right to refuse any selection from any public official. The person appointed is a representative of a public official, the person appointed and not the public official is a member of the board with all voting rights.

REPRESENTATION OF THE LOW INCOME

Section 1. At least one-third of the members of the Board will be representatives of the low-income persons residing in the four counties served by INCA Community Services, Inc.

Section 2. Low-Income Directors need not, themselves, be poor, so long as they are representative of the low-income residents served by the agency. Low-Income Directors must reside in the geographic area which they represent.

Section 3. Elections shall be held in each of the four counties served by INCA Community Services, Inc., at which time representatives will be selected from each county to serve on the Board of Directors.

Section 4. Posted conspicuously in each polling place will be a chart showing the current poverty income guidelines and stating the voters must be eligible under those guidelines. Each voter must sign the roll, and his/her privilege of voting may be challenged, either for reason on income or residential eligibility will be accepted unless otherwise challenged; verification of residence may be by persons known to those conducting the election.

PRIVATE SECTOR

The balance of the Board shall be comprised of representatives from private sector who shall be selected by the Board of Directors. These individuals may be selected from specific organizations whose goals, objectives and ideals are compatible with the board or individuals who have the skills experience or resources valuable to the board.

RESIDENCE OF REPRESENTATIVES

Members of the Board of Directors shall be chosen from the following four (4) counties: Atoka, Johnston, Marshall and Murray.

RESIGNATION, REMOVAL and VACANCIES

Section 1. Low - income Sector members of the Board selected to represent a specific geographic area within the INCA Community Services, Inc., service area must reside in the area which he represents.

Section 2. A director may resign at any time upon notice given to the corporation in writing or by electronic transmission. The resignation is effective upon receipt unless specified to be effective at some other time.

Section 3. A director who has ceased to meet the qualifications for service as a director, as specified in the bylaws and by the board from time to time, and/or for the seat to which s/he was elected is deemed to have resigned as of the date s/he ceased to meet those qualifications.

Section 4. The board may remove any director for cause, including but not limited to: false statements on documents completed in connection with service as a director; un-excused absences from three (3) consecutive board meetings; failure to comply with the INCA's code of ethics, conflict of interest policy or other policies of the corporation; or conduct the Board deems contrary to the best interests of the corporation.

Section 5. Procedures for removal: A notice to remove director will be sent 30 days before vote to all members of the board. A 2/3 vote of directors present a meeting at which a quorum is present is needed to remove a member of the board for cause.

Section 6. A public officials or his/her representative shall be removed from the Board when the public official ceases to hold public office.

Section 7. When a vacancy occurs in a Public Sector Board seat held by a public official, the Board of Directors shall select another public official to serve as a replacement director or to appoint a representative to so serve. When a vacancy occurs in a Public Sector Board seat held by the representative of a public official, the Board shall request that the public official either take the seat him- or herself or name another representative to serve as a replacement director. If the public official fails to take the seat him- or herself or to name another representative within the period specified by the Board, the Board shall select another public official to serve as a replacement director him- or herself or to appoint a representative to so serve.

Section 8. A replacement director serves for remainder of his or her predecessor's unexpired term and until his or her successor is chosen and qualified or until s/he dies, resigns, or is removed or becomes disqualified. The time served count toward term limits.

COMPENSATION OF DIRECTORS

Directors may not receive compensation for serving on the corporation's board of directors or for providing services to the corporation. However, they may receive reimbursement (or advances, in the case of low-income sector directors) from the corporation for reasonable and documented expenses incurred in the course of performing services as directors or officers. To the extent the corporation makes any such reimbursements or advances, it shall do so only in accordance with financial policies established from time to time by the board.

CONFLICT OF INTEREST

Section 1. The directors of the corporation may not: have a financial conflict of interest with the corporation; be employees of the corporation; be immediate family members of any employees of the corporation.

Section 2. A former employee may serve as a director, after they have left INCA employment for one year and who had not been involuntarily terminated.

Section 3. Federal Employees who serve in any capacity that would require them to act as an agent of INCA may not serve on the Board of Directors.

Section 4. Before being eligible to be hired by INCA a board member must be off the board for a minimum of three months.

Section 5. Subject to the Articles of Incorporation any applicable law, the Board of Directors shall adopt and implement a code of conduct and conflict of interest policy covering the Corporation's directors, officers and such employees and other persons as may be specified therein"

ARTICLE IV

PETITIONING PROCEDURE

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 Board. The petition must be signed by at least twenty-five (25) individuals, unless the chairperson determines that it is appropriate to waive this requirement in a particular case. 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, the federal Head Start Act, and any other applicable laws or regulations.

ARTICLE V

MEETING OF THE BOARD

Section 1. The annual meeting of the Board of Directors shall be on the last Monday, of January. In the event the annual meeting is not held on that date, a regular meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

Section 2. Regular meetings shall be held on the last Monday of each month at 5:00 p.m., within any twelve month period, the Board shall have ten (10) meetings. Each of the ten (10) meetings must occur in separate months and at least six (6) of these meetings must be Board meetings, with a quorum. Other meetings, without a quorum, may be executive, steering or other committee meetings. Committees and subcommittees may conduct the Board's business but all actions must be ratified by the Board of Directors, with a quorum in attendance, before any such action is effective.

Section 3. Special meetings may be called by the Chairman of the Board or upon the request of any seven members of the Board. Notice of special meeting may be given by US mail, electronic mail, facsimile telecommunications, and any other form of electronic transmission provided such notice is

consented to by the notice party. Notice must be given to members of the Board forty-eight (48) hours in advance. Notice of special meetings may be waived by directors. Special meetings require forty-eight (48) hours' notice to the County Clerk and twenty-four (24) hour public posting.

Section 4. All meetings of the Board of Directors shall be held within the four county area, and shall comply with the Oklahoma Open Meeting Act.

Section 5. A quorum shall be a majority of the directors in office. No actions of the board may be taken at any meeting unless a quorum is present.

Section 6. The act of the majority of the Directors at any meeting at which quorum is present shall be an act of the Board unless otherwise provided in the corporation's Articles of Incorporation, these By-Laws or by law.

Section 7. All meetings shall be open to the general public except any and all portions of a meeting in Executive Session shall be in a closed session in accordance with the Oklahoma Open Meeting Law

Section 8. Each member of the Board shall be entitled to one vote. Proxy voting is prohibited at meetings of the Board or its committees. Alternate members are not permitted.

Section 9. Written minutes of all meetings, either regularly scheduled or special called, will be kept as the official summary of the proceedings, and will show clearly those members present and absent, all matters considered by the Board, and all actions taken by the Board. The minutes of each meeting shall be open to public inspection, and shall reflect the manner and time of notice required by these By-Laws and the Oklahoma Open Meeting Law. The minutes of each meeting shall be distributed to each Board Member prior to the next regularly scheduled Board Meeting. Votes of each member must be publicly cast and recorded.

ARTICLE VI

OFFICERS OF THE BOARD

Section 1. The officers of the corporation's Board of Directors shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer. Secretary and Treasurer do not have to be members of the Board, those officers not member of the Board do not have voting rights.

Section 2. The Chairperson shall preside at all meetings of the corporation, and, in consultation with the Executive Director, shall have authority to call all meetings. If incapacitated or absent, the responsibility for calling meetings shall rest with the Vice-Chairperson and the Executive Director. The Chairperson shall appoint members to all standing and special committees of the Board, subject to the final approval of the Board of Directors. The chairperson shall perform such other duties and have such other powers as the board shall determine from time to time.

Section 3. The Vice-Chairperson shall preside at meetings in the absence of the Chairperson, and shall assume other duties at the request of the Chairperson or if the Chairperson becomes incapacitated. The vice-chairperson shall perform such other duties and have such other powers as the board shall determine from time to time.

Section 4. The Treasurer, subject to the direction and control of the Board, shall oversee all funds and assets of the Corporation, as well as the keeping of full and accurate accounts and records of the Corporation's financial affairs. The Treasurer shall have charge of all financial papers and records of the Corporation, which shall be kept at the Corporation's principal place of business. The Treasurer shall present audited statements showing the financial condition of the Corporation once during every twelve-month period, shall report to the Board periodically throughout the year on the financial condition of the Corporation, and shall ensure that financial statements for each month are available for each meeting of the Board of Directors and are kept on file at the Corporation's principal office. In addition, the Treasurer shall serve as chairman of the finance committee and perform such other duties and have such other powers as the Board shall determine from time to time.

Section 5. The Secretary shall record (or see to the recording of) and maintain records of all proceedings of the Board of Directors, including the attendance of directors at meetings, in a book or books kept for that purpose, which shall be kept within the State of Oklahoma at the principal office of the Corporation and which shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain the Corporation's Articles of Incorporation and Bylaws (as well as any amendments thereto) and the names of all directors and the address of each. The Secretary shall have such other duties and powers as the Board shall determine from time to time. If the Secretary is absent from any meeting of the Board of Directors, the Assistant Secretary, if one be appointed, or, if there is no Assistant Secretary, a temporary secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

Section 6. In additions to officers listed the board may appoint other officers from time to time. The duties and powers of these officers shall be established by resolution of the Board of Directors.

Section 7. An officer may delegate some or all of his or her duties to another individual or receive assistance from another individual in performing such duties, so long as the officer retains oversight over the duties performed and reviews any records and documents prepared and distributed by the other individuals.

Section 8. All officers Chairperson, vice-chairperson, secretary, treasurer of this corporation shall be elected to serve for a two year term, and may succeed themselves in office upon a proper act of the Board. Elections will be held biannually, at alternate annual meetings of the Board. Other officers terms appointed shall last until the next annual meeting unless the board specifies a shorter period in the term of the officer's appointment.

Section 9. An officer may resign at any time upon notice given to the corporation in writing or by electronic transmission. The resignation is effective upon receipt unless specified to be effective at some other time.

Section 10. The board may remove any officer for cause, including but not limited to: false statements on documents completed in connection with service as an officer or director; un-excused absences from three (3) consecutive board meetings; failure to comply with the INCA's code of conduct, conflict of interest policy or other policies of the corporation; or conduct the Board deems contrary to the best interests of the corporation. A notice to remove director will be sent 30 days before vote to all members of the board. A 2/3 vote of directors present a meeting at which a quorum is present is needed to remove a member of the board for cause.

Section 11. Vacancies in chair, vice-chair, treasurer and secretary because of death, resignation, or otherwise, shall be filled by the Board for the unexpired portion of the term, vacancies in other officer positions may be filled by majority vote in a regularly scheduled meeting at which a quorum is present. The vacancies filled will be for the unexpired term of the officer the person is replacing.

ARTICLE VII

EXECUTION OF INSTRUMENTS AND BONDING

Section 1. The Chairman of the Board, Executive Director and Human Resource Director or a member of the board selected by the chairman shall be authorized to sign check for the corporation.

Section 2. Except as the Board of Directors may generally or in particular cases authorize, all documents relating to any trust or gift, and all deeds, leases, contracts, notes, transfers or assignments of securities, or otherwise, and other obligations of the Corporation, shall be signed by the Chairperson or Executive Director of the Corporation, and checks drawn on any account of the Corporation shall be signed by either the Chairperson, Executive Director, Human Resource Manager and, if in excess of any amount determined by the Board from time to time, countersigned by another Authorized Check Signatory. Unless authorized by the Board of Directors, no officer, employee or agent shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose for any amount.

Section 3. The Board of Directors shall require all officers of the Corporation charged with handling of funds, and may require any other officer, director, employee or agent to be bonded for performance of their duties in such amount by such bonding company registered in the State of Oklahoma as shall be satisfactory to the Board.

EMPLOYEES and AGENTS

Section 1. The Board of Directors shall appoint and employ an executive director who, subject to the Board's direction and control, shall manage 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. 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 including Head Start Director, Human Resource Manager and Chief Financial Officer or any other person in an equivalent position with the agency. In addition, the Executive Director shall perform such other duties and have such other authority as the Board may designate from time to time. The

Board shall evaluate the Executive Director and set his/her compensation on an annual basis. The Board may remove the Executive Director at any time with or without cause. Removal without cause shall be without prejudice to the Executive Director's contract rights, if any, and the appointment of the Executive Director shall not itself create contract rights.

Section 2. The Board of Directors may appoint agents who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any such agent at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

ARTICLE VIII

COMMITTEES OF THE BOARD

Section 1. The chairperson can make recommendations to the Board about the creation and appointment of committee members. The Board of Directors shall approve all committees and appointments. All committees must include one or more directors.

Section 2. Where possible all standing and special committees of the Board shall fairly reflect the composition of the full Board, both geographically and by sector.

Section 3. Executive Committee – The executive committee shall have the powers delegated to it by the board from time to time by resolution of the board. The elected officers of the Board of Directors, with the additions of such other members of the Board as may be appointed to ensure compliance with Section 1 of this Article, shall serve as the Executive Committee of this corporation.

Section 4. Planning/By-Laws/Policies Committee – This committee shall be empowered to conduct programmatic business, coordination with the area advisory councils, staff and low-income volunteers and will present same to the Board of Directors for approval. The committee will also review the agency's By-Laws and Personnel Policies as needed. The committee will perform other duties as the Board may specify from time to time. This Committee shall be chaired by the Vice-Chairman and consist of not less than three (3) members.

Section 5. Finance/Audit Committee

- A. The Treasurer is chair of the Finance Committee, which shall include three Board members. The finance committee shall advise the Board with respect to significant financial decisions and perform such other duties as the Board may require from time to time. The Finance Committee is responsible for developing and reviewing fiscal procedures, audits and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board of Directors.
- B. The Finance/Audit Committee shall make recommendations on the selection of the auditor and the approval of any non-audit services provided by the auditor; overseeing the audit process; overseeing internal controls, conflict of interest and whistle blower policies; and ensuring that the auditor's management letter concerns are addressed and resolved.

C. The fiscal year shall be the February 1 through January 31st. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the board members and the public.

Section 6. Grievance Committee – This committee shall be appointed by the Chairperson. The Grievance Committee shall have responsibility for hearing grievance on personnel matters involving the Executive Director and appeals involving program or project directors. The duties of the Grievance Committee shall also include such other duties at the Board may specify from time to time. This committee shall consist of not less than three (3) members.

Section 7. Human Rights Committee – This committee shall be appointed by the Chairperson. The Human Rights Committee shall review the determination of the Equal Opportunity Officer regarding complaints of discrimination and shall over-see the enforcement of the grantee’s civil right programs. The duties of the Human Rights Committee shall also include such other duties at the Board may specify from time to time. This committee shall consist of not less than three (3) members.

Section 8. Governance committee - This committee would be responsible for care of the board including board member recruitment, orientation, training and evaluation. A governance committee shall oversee the running of the low-income board member democratic selection process; make recommendations for public and private sector representatives and work to fill vacancies when they arise. Coordinate training for board members; coordinate periodic review, and review at least every three years of the CAA’s articles of incorporation and bylaws. This committee shall consist of not less than three (3) members.

Section 9. In unusual circumstances, the Chairperson of the Board has the option of appointing a special committee, subject to approval of the Board. Decisions of the Committee shall be determined by a majority vote in a meeting at which a quorum is present, and shall be binding on the entire Board of Directors unless over-ruled by simple majority vote of the Board. This committee shall consist of not less than three (3) members.

Section 10. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in the bylaws for the conduct of the affairs of the board of directors.

Section 11. All committees are simply advisory in nature. All committee recommendations must be voted on and ratified by the full board.

Section 12. All committees shall comply with the provisions of the Oklahoma Meeting Law.

ARTICLE IX

POWERS OF THE BOARD

Section 1. Powers, Responsibilities and Role of Board

The Oklahoma Department of Commerce (ODOC)/ Department of Health and Human Services have determined that certain powers and responsibilities shall be vested in the boards of subcontractors. Such Boards may assume additional responsibilities for administration / operations of subcontracting agencies at their own discretion. Where powers and responsibilities board, the governing officials should clearly define the relationships between themselves and the administering board. The board fully shall fully participate in the development, planning, implementation and evaluation of the Community Action Agencies programs to serve low-income communities

The powers / responsibilities and role of boards shall include but not be limited to:

- A. Appointing an Executive Director;
- B. Evaluating the Executive Director annually;
- C. Determining the policies under which the Board and Agency shall operate;
- D. Determining, within regulations and policies, the major fiscal, personnel and program policies;
- E. Review and approving all programs and expenditures;
- F. Considering and approving all program proposals and budgets;
- G. Enforcing compliance with all conditions on grants;
- H. Determining overall programs and priorities;
- I. Determining the use of all discretionary money;
- J. Compliance with the Oklahoma Meeting Act, 25 O.S. 301, et. Seq., and 25 O.S. 301-314 as revised;
- K. Compliance with the Code of Conduct.

Section 2. Role of the Board of Directors:

The role of the Board of Directors shall include such things as:

- A. Being a catalyst for positive change for the community;
- B. Bringing problems and needs of the community to the Board for discussion;
- C. Looking at options for solving some of the problems or fulfilling the needs of the community;
- D. Examining issues that affect the quality of life in the community;
- E. Raising money;
- F. Serving as an advocate for clients and a catalyst for institutional change institutions that serve them;
- G. Serving as a link between the Board of Directors and the people or groups represented;
- H. Recruiting volunteers and space for programs and activities;
- I. Mobilizing resources from the entire community;
- J. Serving as a good public relations advocate for the programs, projects and activities of the agency.

ARTICLE X

INDEMNIFICATION

Section 1. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally

adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Section 2. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 4. This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XI

AMENDMENT OF BY-LAWS

Section 1. These By-Laws may be changed in part or in their entirety by a two-thirds (2/3) vote of the Board of Directors present at a meeting at which a quorum is present. A notice containing a description of the proposed change or changes shall be provided to each member of the Board of Directors not less than five (5) days prior to the meeting.

Section 2. All amendments, alterations or revisions of these By-Laws shall be transmitted to the Oklahoma Department of Commerce (ODOC) of the State of Oklahoma.

