

**DRAFT PIMA COUNTY COMMUNITY ACTION AGENCY BOARD
BY LAWS**

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PIMA COUNTY COMMUNITY ACTION AGENCY BOARD

BYLAWS

ARTICLE I - INTRODUCTION

Section A. Name

The name of the organization shall be Pima County Community Action Agency Board.

Section B. Description

The Pima County Community Action Agency Board is the policy advisory board for the Pima County Community Action Agency as established pursuant to Resolutions 1980-66 passed by the Pima County Board of Supervisors on July 22, 1980.

ARTICLE II - STATEMENT OF PURPOSE

Section A. General Purpose

The Pima County Community Action Agency Board has been established to coordinate, evaluate, administer and monitor the Community Services Block Grant Program in Pima County in order to impact the causes of poverty; and to mobilize human, social and economic resources for the disadvantaged person in Pima County.

Section B. Functions

The functions of the Pima County Community Action Agency Board are:

1. To serve as an advocate for people/families in need;
2. To assure maximum feasible participation of the disadvantaged in the Community Action Program and in other programs which affect their lives;
3. To plan systematically for and evaluate the Community Services Block Grant Program;
4. To initiate and sponsor projects and activities responsive to the needs of the disadvantaged; and
5. To encourage individuals, business, labor and other private groups and organizations to undertake activities in support of the Community Services Block Grant Program.

ARTICLE III - POWERS AND DUTIES

Section A. Administering Body

The administering body of the Pima County Community Action Agency shall be the Pima County Community Action Agency Board (PCCAAB) in conjunction with the Pima County Board of Supervisors. The Community Action Agency Board shall administer the affairs of the Pima County

Community Action Agency subject to all restrictions imposed by laws, ordinances, or regulations of Pima County, the State of Arizona and Federal laws and guidelines that may be applicable.

Section B. Pima County Community Action Agency Board

1. To oversee the extent and the quality of the participation of the disadvantaged in the programs of the Pima County Community Action Agency;
2. To determine the rules and procedures for the Pima County Community Action Agency subject to Federal, State and local laws, rules and regulations; and
3. To select the officers and the Executive Committee of the Pima County Community Action Agency Board;
4. To review and make recommendations to the Board of Supervisors on programs, proposals, proposals and budgets.

The Pima County Community Action Agency Board shall deliberate upon the following matters and shall submit recommendations to the Pima County Board of Supervisors.

The Pima County Community Action Agency Board shall have the following powers:

1. Major fiscal and program policies;
2. Overall program plans and priorities;
3. Program proposals and budgets'
4. Evaluation and assessment studies and reports; and
5. Arrangements for delegation of program components.

ARTICLE IV - MEMBERSHIP

Section A. Size of the Pima County Community Action Agency Board

The Pima County Community Action Agency Board shall consist of fifteen (15) members. The board will be tripartite with five (5) public elected official seats, five (5) low-income representative seats, and five (5) private sector seats.

Section B. Composition

1. Public Elected Officials

One third of the members (5) of the Pima County Community Action Agency Board shall be public elected officials. Each of the five (5) members of the Pima County Board of Supervisors, as the designating officials, shall hold these seats and may select a representative to service for him/her on the Pima County Community Action Agency Board. The representatives need not be public officials themselves, but they shall have the full authority to act for the members of the Board of Supervisors whom they represent.

2. Representatives of Low-Income

One third of the members (5) of the Pima County Community Action Agency Board shall be representatives of low-income individuals. These representatives do not themselves have to be low-income, provided that: they reside in the service area; have first hand experience or direct knowledge of the challenges facing the low income populations; are able to participate actively in the development, planning, implementation, and evaluation of CSBG funded programs; and are selected through a democratic selection procedure.

3. Representatives of the Private Sector

One third of the members (5) of the Pima County Community Action Agency Board shall be representatives of the private interests in Pima County; such as, business, industry, labor, religious, education, welfare, or other groups or interests.

Section C. Residence Requirements

All members of the Pima County Community Action Agency Board shall be residents of Pima County, Arizona. All representatives of the low-income shall be elected to represent a specific geographic area within Pima County.

Section D. Terms of Office

1. Terms of Appointment

The term of appointment for the private sector representatives of the Pima County Community Action Agency Board shall be for a period of four (4) years.

The term for the public representatives may be for the length of the term that the public official is in office.

The term for the low-income representative shall be for four (4) years.

Board members shall be reappointed or their successor appointed prior to the date of the annual meeting and the appointment shall become effective on the date of the annual meeting. The term of appointment for alternates shall be the same as that established for Board members.

2. Limitations of Service

a) Public Elected Officials

Public elected officials or their representatives may serve for the length of the term the public official is in office but must be re-appointed on a yearly basis.

b) Representatives of the Low Income

Representatives of the low-income population may serve up to two (2) consecutive terms of four (4) years.

c) Representatives of the Private Sector

Representatives of the private sector may serve up to two (2) consecutive terms of four (4) years.

Section E. Compensation

Regular compensation may not be paid members of the Pima County Community Action Agency Board. Reimbursements for travel and other expense will be permitted, consistent with Pima County, Department of Health and Human Services (Federal) policies and procedures.

Section F. Compensation (Conflict of Interest)

- A. Members will not receive compensation for service. However, travel and other expense reimbursement may be permitted, consistent with Pima County and HHS (or other grant) policies and procedures.
- B. Conflict of interest policies of the Pima County Community Action Agency Board shall be controlled by all applicable County policies and laws of the State of Arizona including, but not limited to, A.R.S. 38-503 through 38-511. A member of the Pima County Community Action Agency Board who is a board member or employee of an organization contracting with the Pima County Community Action Agency Board may not participate or vote on any issues related to their own agency.

ARTICLE V - SELECTION PROCEDURES

Section A. Public Elected Officials

Prior to the Pima County Community Action Agency Board bi-annual meeting, each member of the Pima County Board of Supervisors shall select a representative to serve for him/her on the Pima County Community Action Agency Board.

Section B. Representatives of the Low Income

The Pima County Community Action Agency Board shall initiate a democratic selection process in every four (4) years, or as often as needed, to maintain its Low-Income Representative seats in accordance with federal regulations and procedure recognized by the Department of Economic Security.

Pima County Community Action Agency Board may solicit applications by public advertisement; and/or solicit nominations from other neighborhood or community organizations that serve the low-income community; or hold an at-large election to select Low-Income Representatives.

1. Criteria for Low-Income Representatives

- a) Representatives must be 18 years or older, reside in the Pima County service area and be able to actively participate in the development, planning, implementation and evaluation of CSBG funded programs.
- b) It is highly recommended low income individuals serve on the board, but it is not required that all Low Income Representatives be low income themselves. Representatives who are not low-income must represent the low-income community in some legitimate capacity. This can include someone with first hand experience or direct knowledge of the challenges facing the low- income population in Pima County. The ideal Low-Income Representative would be BOTH low-income and active in the low-income community and anti-poverty causes.

Guidelines and procedures to be used in conducting the democratic selection process are as follows:

1. Division of Area

- a) The five (5) seats for the representatives of the low income will be allotted proportionate to the percentage of the disadvantaged residing in the area. The existing supervisory district boundaries will be used as area boundaries. Districts 5 and 1 will be combined and allotted two (2) seats, Districts 4 and 2 will be combined and allotted two (2) seats, and District 3 will be allotted one (1) seat. All persons selected to represent a specific area must reside in that area.

2. Application/Nomination Process

- a) If Representatives are selected through application/nomination process the Board shall appoint a democratic selection committee to select the best-qualified candidates based on defined selection criteria and then present its nominees to the CAAB for a final ratification vote.
- b) The democratic selection committee shall review all applications and nominations and may conduct interviews to determine those best qualified, willing and able to serve. The selection committee shall seek to nominate low-income persons whenever possible. The best-qualified candidate would be both low income, and active in low-income community and anti-poverty causes.
- c) Board vacancies shall be advertised at least 45 days prior to the selection date to allow for adequate public notice and to ensure that low-income persons have equal access to the process.
- d) The Board shall create a public notice that lists the qualifications and responsibilities for a low-income representative. The public notice must be adequately posted for public view and shall include all relevant dates; the number of vacancies to be filled; instructions on how to obtain an application and apply; and the means by which the applicant will be informed of the result.

- e) The Board may also conduct additional outreach and actively solicit applications/nominations from any local organizations that serve the low-income community through a letter of invitation, and copy of the application and informational flier. The Board may also conduct follow-up phone calls, and make presentations to solicit potential nominees to ensure broad outreach and equal access to the process.

3. Election Process

- a) If Representatives are selected through an election process the Pima County Community Action Agency Board shall establish, by resolution, the date, time and place of the elections at least two months prior to the date of said elections. No election will be held on a Sabbath day which is observed as a day of rest and worship by residents of the district.
- b) Representatives and alternates will be elected from each area based on the number of seats allotted to the area. All persons elected to represent a specific area must reside in that area.
- c) Any individual wishing to vote in the election must sign a statement to the effect that his/her income falls within the income guidelines applicable to the Community Services Block Grant, and must be at least 18 years of age or older.
- d) Any person wishing to run for an elected seat on the Community Action Agency Board must first submit a letter of intent. Once the letter is submitted, they may pick up a petition, which must be signed by 25 eligible voters from the district in which they are running. The petition must be returned to the Community Action Agency staff at least 30 days prior to the election, to ensure that the candidate's name will be placed on the ballot. One ballot will be issued to each eligible voter at the election site. All votes will be counted immediately. In the case of a tie, a run-off election may be held.
- e) The person receiving the highest number of votes shall be the elected representative. The person receiving the next highest number of votes shall be the elected alternate. In elections where two (2) representatives are to be chosen, the two (2) persons receiving the highest number of votes shall be the elected representatives. The two (2) persons receiving the next highest number of votes shall be the elected alternates.

Section C. Representatives of the Private Sector

1. Categories of Organizations

Private sector representatives will be chosen from the following categories of organizations:

Community Advocacy and Education
private/or public educational institutions
religious organizations
civil rights group
tenant groups
other advocacy groups

Labor

labor unions

Housing and Utilities

home builder associations

utility companies

Business and Industry

chambers of commerce

financial institutions

major industry

business organizations

ARTICLE VI - ALTERNATES

Section A. Public Elected Officials

Public officials may appoint alternates for their appointed representatives on the Community Action Agency Board.

Section B. Restrictions on Alternates

1. Each Community Action Agency Board member may have only one alternate.
2. Each alternate may serve for only one Community Action Agency Board member.
3. Alternates may not serve as officers of the Community Action Agency Board.

Section C. Role of Alternates

1. The alternate shall have full voting privileges when sitting in for the regular member.
2. Alternates will be encouraged to attend all meetings and other activities of the Community Action Agency Board.

ARTICLE VII - APPEALS PROCEDURE

Section A. Right of Petition

Any *individual*, community agency and/or recognized representative group of the disadvantaged which feels that they are not adequately represented on the Community Action Agency Board for such representation may appeal. A petition must state why the *individual* and/or organization feels it should be represented and must contain valid signatures of fifty-one percent (51%) of the Board of Directors; or equivalent body) of the groups seeking representation.

Section B: Process

The petition will be voted upon at a regular public meeting of the Community Action Agency Board. The petitioning group shall have an opportunity to be heard. The Community Action Agency Board shall provide the petitioning group and the Board of Supervisors with a written statement of the Community Action Agency Board's recommendations and include the reasons for the decision. The Board of Supervisors shall act on the Community Action Agency Board's recommendation within one (1) month at a regularly schedule public meeting, and render final decisions on the petition.

In the event the petition is denied, the group may appeal to the Board of Supervisors for reconsideration. The number of signatures required to initiate an appeal shall be the same as the number needed to petition for representation. The Board of Supervisors shall render its decision on the appeal within one (1) month at a regularly schedules public meeting. The appealing agency and the Community Action Agency Board shall be notified, in writing, of the decision.

In the event a petition is approved, the composition of the Community Action Agency Board must remain tripartite and the public elected officials seats must number exactly one-third (1/3) of the Board.

ARTICLE VIII - VACANCIES

Section A. Vacancies

A vacancy on the Community Action Agency Board shall occur when:

1. A member of the Community Action Advisory Board has been notified of his/her official removal by action of the Community Action Agency Board for cause and all appeal procedures have been completed.
2. A member notifies the Community Action Agency Board in writing of his/her resignation.
3. A member of the Board of Supervisors removes his/her representative.
4. A representative of a member of the Board of Supervisors resigns.
5. A member of the Board of Supervisors leaves office.

Section B. Public Officials

In the event a vacancy occurs among the representatives of the Board of Supervisors, the member of the Board of Supervisors shall select another representative.

If a vacancy occurs, the Board of Supervisors, Community Action Agency Board or community organization can make a recommendation to the Board of Supervisors to fill the vacancy in the district.

Section C. Representatives of the Low Income

If a vacancy occurs among representatives of the low-income, the Community Action Agency Board shall fill the vacant position following the guidelines for low-income representative listed above. The

remaining representatives of the low-income representatives shall select a person to serve for the remainder of the four-year term.

Section D. Representatives of the Private Sector

If a vacancy occurs among representatives of the private sector, the Community Action Agency Board shall make recommendations and may select a new representative for the remainder of the term.

ARTICLE IX - REMOVAL OF MEMBERS

Section A. Missing Three Consecutive Meetings

Any member of the Community Action Agency Board, who misses three (3) consecutive regular meetings, without receiving approval for any excused absence from the Community Action Agency Board, shall be automatically removed from the Community Action Agency Board. Any member who misses six regular meetings in any one calendar year, excused or unexcused, shall automatically be removed from the Community Action Agency Board. The same requirements shall exist for attending monthly meetings of standing committees combined with attending task force interviews of applicants for Community Action Agency Board.

1. Valid Excuses

Excused absences will be granted only for illness, acts of God or personal emergencies. Excuses should be requested in advance if possible by contacting Community Action Agency Staff or the Community Action Agency Board Chairperson.

2. Attendance by Alternates for Public Officials

When the member is absent from any regular meeting, standing committee meeting or task force meeting, and that member's alternate attends in the member's place, such non-attendance by the member shall be deemed a missed meeting unless an excuse is received as defined in Section A.1., above.

Section B. Representatives of Public Officials

1. Causes for Removal

- a) Representatives of the public elected officials serve at the pleasure of the Board of Supervisors and can be removed at any time by the member of the Board of Supervisors whom they represent.
- b) The Community Action Agency Board may request that a members of the Board of Supervisors remove his/her representative for the following causes:

(1) Conduct detrimental to the interests of the Community Action Agency.

(2) Refusal to render reasonable assistance in carrying out the purpose of the Community Action Agency.

(3) Is no longer representing with good intentions the needs of the area they represent.

2. Procedures for Removal

- a) Community Action Agency Board must petition the member of the Board of Supervisors to remove his/her representative for cause.
- b) The Community Action Agency Board Chairperson shall notify the Board of Supervisors' Representative of the cause(s) for removal, in writing, and recommend appropriate action be taken.
- c) The Board of Supervisors' member shall render a decision within thirty (30) days and will notify the Community Action Agency Board of the decision. The Community Action Agency Board will then notify the representative of the decision.

Section C. Representative of Low Income and Private Sector

1. Causes for Removal

Representatives of private sector organizations and representatives of low-income may be removed from the Community Action Agency Board for the following causes:

- a) Conduct detrimental to the interest of the Community Action Agency Board.
- b) Refusal to render reasonable assistance in carrying out the purpose of the Community Action Agency.

2. Procedures for Removal

- a) Before the member is removed, he/she shall be sent a written notice by the Community Action Agency Board. This notice shall state the grounds for removal, including dates, times, and places which may be applicable.
- b) The member charged with grounds for removal will be allowed to respond to the charges in writing. The response should be received before the next scheduled Community Action Agency Board meeting.
- c) The member charged with grounds for removal will be notified that he/she may address the Community Action Agency Board in person at the next regularly Community Action Agency Board scheduled Board meeting before actual removal from the Board. The Community Action Agency Board shall convene a meeting with a quorum present to discuss the grounds for removal and make a decision. The member charged with grounds for removal will be notified in writing by the Community Action Agency Board of its decision.

- d) If the member charged with grounds for removal does not respond within thirty (30) days after notice has been given, that member will be removed by the Community Action Agency Board at the next regularly scheduled Board meeting.

Section D. Appeal

Any person aggrieved by a decision of the Community Action Agency Board pursuant to provisions B 1 b, B2, and C of Article IX shall have the right to appeal to the Board of Supervisors. The appeal must be in writing to the Chairman of the Board of Supervisors. The appeal must be in writing to the Chairman of the Board of Supervisors within ten (10) days from the date of the decision. The Board of Supervisors will notify the member of their decision within one (1) month of the appeal by the member.

ARTICLE X - OFFICERS

Section A. Officers

Officers of the Community Action Agency Board shall consist of a Chairperson and a Vice-Chairperson. The Administrator of the Pima County Community Action Agency shall service as Executive Secretary to the Community Action Agency Board.

Section B. Election of Officers

The Chairperson and Vice-Chairperson shall be elected at the Annual Meeting by the Community Action Agency Board and shall serve for the term of four (4) years. The office of the Chairperson and Vice-Chair shall not be held by a member for more than four (4) years. The officers shall be elected from among the members of the Community Action Agency Board.

Section C. Duties of Officers

1. Chairperson. The Chairperson shall preside at all meetings; appoint committees with the concurrence of the 8-14-09 WIB Mtg; serve as an ex-officio member of all committees; appoint committee chairpersons; represent the Community Action Agency Board; serve as an ex-officio member of all committees; appoint committee chairperson; represent the Community Action Agency Board at official functions; work closely with the Administrator, County Management, and the Board of Supervisors, and function in such capacities as the Community Action Agency Board may designate.
2. Vice-Chairperson. The Vice-Chairperson shall serve in the absence of the Chairperson.
3. Executive Secretary/CAA Staff. The Executive Secretary shall keep the minutes of all meetings of the Community Action Agency Board; shall attend to giving and serving of all notices; shall have charge of the books and records of the Agency; and, shall, in general, assist the Community Action Agency Board in performing all duties incidental to the office of the Executive Secretary.

Section D. Vacancies

A vacancy in any office shall be filled by the Community Action Agency Board through the voting process.

Section E. Removal of Officers

Officers may be formally removed by action of the Community Action Agency Board upon an affirmative vote of at least two thirds (2/3) of the total membership. Prior to any such action, the matter shall be placed on the agenda of a regular meeting for discussion. Thereafter, the matter shall be placed on the agenda of the next regularly scheduled meeting for the final vote.

ARTICLE XI - MEETINGS

Section A. Annual Meetings

There shall be at least four (4) Board meetings during the program year.

Section B. Regular Meetings

Regular meetings of the Community Action Agency Board and standing committees shall be held as needed. Meetings shall be scheduled for the convenience of the Community Action Agency Board members and the general public. The regular meeting and dates shall be established in August of each year by a majority vote during the regular Board meeting.

Section C. Special Meetings/Funding Appropriations

Special meetings of the Community Action Agency Board may be called at the discretion of the Chairperson or Executive Secretary upon request of thirty percent (30%) of the Community Action Agency Board members eligible to vote.

Section D. Public Meetings

All meetings of the Community Action Agency Board shall be public meetings and open to the public and press except for Executive Sessions held pursuant to the laws of the State of Arizona.

Section E. Notice

There shall be at least five (5) days public notice for any meeting of the Community Action Agency Board. Said notice shall include date, time, place and agenda.

Section F. Minutes

Written minutes shall be kept for each and all meetings, to include a record of votes on all motions. Previous minutes of meetings shall be distributed to all Community Action Agency Board members prior to the next called meeting. A copy of minutes for each meeting shall be made available at the office of the Executive Secretary for inspection by the general public.

Section G. Quorums

The quorum for meetings of the Community Action Agency Board shall consist of a majority of the available seats (15) on the Community Action Agency Board. The quorum for meetings of the

Executive or other Community Action Agency Board committees shall not be less than fifty percent (50%) of the non-vacant seats on the committees. No meeting shall be deemed to be regularly constituted unless quorum requirements are met.

Section H. Voting

Each member of the Community Action Agency Board, or his/her alternate, shall have one vote on all matters brought before the Board. A majority vote of the Board members present and voting shall decide any matter, except in those instances where Robert's Rules of Order or these by-laws require a greater majority.

Section I. Proxy Vote

Proxy voting shall be prohibited at all meetings of the Community Action Agency Board and its committees, unless an emergency has occurred and immediate action is needed.

Section J. Operating Procedures

The order of business at meetings shall be determined by a written agenda. The rules of procedural conduct in Robert's Rules of Order shall be followed at all meetings.

ARTICLE XII - COMMITTEES

Section A. Executive Committee

The Community Action Agency Board may appoint an Executive Committee which fairly reflects the composition of the full Board. The composition of the Executive Committee will consist of the Chair, and one representative from the Public, Disadvantaged, and Private Sector of the board.

The duties and functions of the Executive Committee shall be determined by the Community Action Agency Board; however, the Executive Committee must report its activities at the Community Action Agency Board meetings. The role of the Executive Committee shall be as follows:

- 1) Transact business on behalf of the Community Action Agency Board between regular meetings.
- 2) To provide input on job descriptions to the Pima County personnel department, and to assist in the recruitment and evaluation of the Administrator.
- 3) Review financial reports of the Agency and of delegate agencies with whom there may be contracts.
- 4) Evaluate the Agency Bylaws.
- 5) Recommend public information policies.
- 6) Make recommendations to the Community Action Agency Board regarding removal of members or member agencies from the Board.

- 7) Establishing guidelines and standards for programs and making recommendations regarding the same to the Board.
- 8) Monitoring and evaluating existing programs in Pima County.
- 9) Making recommendations to the Board regarding goals and objectives of the Agency.
- 10) Other duties as may be assigned by the Board.

Section C. Other Committees

The Community Action Agency Board may establish other committees from time to time in the performance of its duties. The composition of all committees shall fairly reflect the composition of the full Community Action Agency Board. All actions of any committees must be ratified by the Community Action Agency Board.

Section D. Appointment

Each committee shall consist of at least three (3) Community Action Agency Board members. Additional committee members may be appointed by the committee Chairperson on an ad hoc basis. Such ad hoc members shall have full and equal vote as regular members of that committee. The committee Chairpersons shall be appointed by the Chairperson of the Community Action Agency Board.

ARTICLE XIII – AMENDMENTS

These by-laws may be altered, amended, or repealed by affirmative vote of two-thirds (2/3) of the Community Action Agency Board. Any proposed alteration, amendment or repeal shall be contained in a written notice to each member of the Community Action Agency Board mailed .at least five (5) days prior to any meeting at which a change of these by-laws is to be considered.

ARTICLE XIV - FISCAL PROCEDURES

All fiscal personnel and purchasing procedures will be consistent with the policies and procedures of Pima County. The fiscal year will be consistent with the Federal and State funding guidelines.

ARTICLE XV - DISSOLUTION

In the event dissolution of the Community Action Agency Board shall become necessary, it shall be effected in accordance with pertinent Community Services Block Grant directives and other Federal, State and local laws, rules am regulations that may be applicable.