



Board of Directors

By-Laws

Community Services of Northeast Texas, Inc.

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ARTICLE I – NAME

- Section 1. The name of this corporation shall be the Community Services of Northeast Texas, Inc., (hereinafter “Community Services”) a non-profit corporation incorporated under the laws of the State of Texas and recognized by the Texas Department of Housing and Community Affairs (hereinafter “TDHCA”) as the proper body to carry out the purposes and functions set out in these by- laws.
- Section 2. The offices of Community Services shall be at such place or places in the City of Linden, Texas, as may from time to time be designated by resolution. Until otherwise provided by resolution, the central office of Community Services shall be at 115 S. Kaufman, Linden, Texas 75563.

ARTICLE II – PURPOSE

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 corporation’s 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 Bowie, Camp, Cass, Delta, Franklin, Hopkins, Lamar, Marion, Morris, Rains, Red River and Titus Counties, however, it may operate in such other geographic areas as it deems useful and expedient.

ARTICLE III – FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the board of directors and may be changed by the board of directors.

ARTICLE IV – MEMBERSHIP BODY

This corporation/agency, Community Services, shall have no stockholding members but shall have organizational members as herein provided.

ARTICLE V – COMPOSITION OF THE BOARD

Section 1: **Number of Directors**

The board of directors shall consist of twelve (12) directors. The number of directors may be increased (but not to more than fifteen (15)) or decreased (but not to fewer than nine (9)) from time to time by resolution of the board, provided that the number of directors established by the board shall be equally divisible by three and that no decrease shall have the effect of shortening the term of any incumbent director.

Section 2: **Tripartite Board Structure**

Public Sector

One-third of the directors shall be elected public officials, holding office on the date of selection, 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 (Public Sector Directors);

Low-Income Sector

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 (Low-Income Sector Directors); and

Private Sector

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 (Private Sector Directors).

Section 3: **Head Start Board Composition Requirements**

At least one director shall have a background and expertise in fiscal management or accounting. At least one director shall have a background and expertise in early childhood education and development. At least one director shall be a

licensed attorney familiar with issues that come before the governing body. 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. 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: Selection

After each prospective director has been selected to serve on the board through the appropriate selection process described below for the sector in which s/he proposes to serve, and has been determined by the board (or a committee thereof) to meet the qualifications set by the board from time to time for service as a director, the board of directors shall vote whether to elect him or her to the board.

Public Sector

The board of directors shall select elected public officials to serve as Public Sector Directors. If the number of elected officials reasonably available and willing to serve on the board is less than one-third of the board, the corporation may select appointed public officials to serve. If a public official selected by the board of directors cannot serve him- or herself, s/he may designate a representative, subject to approval of the corporation's board, to serve as a Public Sector Director; the representative may, but need not be, a public official. Should a public official fail, within the period specified by the corporation's board, to accept the seat him- or herself or to designate a representative to serve, the corporation's board shall select another public official to fill the seat or to appoint a representative, subject to approval of the corporation's board, to fill the seat.

Low-Income Sector

The board shall adopt and implement written democratic selection procedures for Low-Income Sector Directors, which it may revise from time to time. Such procedures may include, either alone or in combination: (1) election by ballots cast by the corporation's clients and/or by other low income people in the corporation's service area; (2) selection at a community meeting in a low-income neighborhood in the corporation's service area and/or on a topic of interest to low income people and publicized to low-income people in the corporation's service area; and/or (3) designation by organizations in the corporation's service area composed of a majority of low income people (Low-Income Organizations).

Private Sector

The board shall select individuals who are officials or members of business,

industry, labor, religious, law enforcement, education, or other major groups and interests in the community served to serve as Private Sector Directors.

To fill Private Sector Director seats, the board of directors may select organizations representing business, industry, labor, religious, law enforcement, education, or other major groups and interests in the corporation's service area (Private Sector Organizations) to designate, from among their officials or members, individuals to serve on the corporation's board of directors. Each such organization shall be entitled to designate one individual, subject to approval of the corporation's board, to serve as a Private Sector Director. Should such an organization fail, within the period specified by the corporation's board, to designate an individual to serve as a Private Sector Director, the corporation's board shall select another organization to designate such an individual.

ARTICLE VI -- POWERS OF THE BOARD

The Board is responsible for abiding by the terms of contracts and shall determine the policies of the agency to assure accountability for public funding. The Board shall function as the organization's governing body with the same legal powers and responsibilities as the Board of Directors of any nonprofit corporation. In the event of a conflict between the powers and responsibilities required of all nonprofit corporations and those required by the CSBG Act, this issuance, and the contract, the latter shall control.

Execution of Instruments:

Except as the board of directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted and endorsed by the corporation shall be signed by the Chief Executive Officer and checks drawn on any account of the corporation shall be signed by the Chief Executive Officer or Chief Operating Officer and one board member that is an authorized signatory. Authorized by the board of directors by resolution, the Chief Executive Officer shall have 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 or for any amount.

ARTICLE VII -- RESIDENCE REQUIREMENT

All Board members shall reside within the contractor's CSBG service area designated by the CSBG contract. Board members should be selected so as to provide representation for all geographic areas within the designated service area; however, greater representation may be given on the board to areas with greater poverty population. Low-income representatives must reside in the area that they represent.

ARTICLE VIII -- LIMITATIONS OF BOARD SERVICE

Public officials, or their representatives, serve at the pleasure of the Board as long as the public official remains in office. Low-income representatives and representatives of private organizations also serve at the pleasure of the Board and serve two-year terms, after which, each member must be re-appointed or re-elected to their seat under the terms in Article III.

ARTICLE IX -- QUORUM

Quorum

At all meetings of the board of directors a quorum shall equal a majority of the directors in office.

Voting and Action by the Board

Unless a greater number is required by the corporation's articles of incorporation, these bylaws or by law, the act of a majority of the directors at any meeting at which a quorum is present shall be an act of the board. Each director with voting rights shall have one vote (provided that s/he is not prohibited from voting on a particular matter due to a conflict of interest). Votes by proxy are prohibited.

Participation by Telephone/Video Conference

Participation by Telephone. Members of the board of directors or any committee designated thereby may participate in a meeting of the board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at

the same time and participation by such means shall constitute presence in person at the meeting; provided, however, that members of the public attending the meeting must also be able to hear all persons participating in the meeting.

ARTICLE X -- VACANCIES

The board shall take steps to ensure that vacant seats are filled in a timely manner.

Public Sector

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, subject to board approval, 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, subject to approval by the board, 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, subject to board approval, to so serve.

Low-Income Sector

Vacancies in the low-income sector shall be filled using the same democratic process originally used to fill the seat.

Private Sector – Individuals

The board shall fill vacancies in the Private Sector.

Private Sector – Designated by Organization

When a vacancy occurs in a seat held by an individual designated by a Private Sector Organization, the board shall ask the Private Sector Organization that designated that individual to designate another individual, subject to approval by the corporation's board, to fill the vacancy. Should that Private Sector Organization fail, within the period specified by the corporation's board, to designate an individual to fill the vacancy, the corporation's board shall select another Private Sector Organization to designate an individual, subject to approval of the corporation's board, to fill the vacancy. Each successor shall hold office for the unexpired term of his/her predecessor until the successor sooner dies, resigns, is removed or becomes disqualified.

Procedure for Filling Vacancies on the Board of Directors

The agency will prepare a report monthly, based on the board roster, that recognizes any vacancies on the board and when the seat became vacant. A deadline for filling the seat will be determined by statute. The Agency will communicate with the entities holding the vacant seat and provide them with a deadline for filling the seat. This deadline shall be 30 days earlier than the statute deadline. If the entity holding the vacant seat does not provide a properly derived replacement by the entity's deadline, the Agency will award the seat to another entity, giving them only two weeks to fill the vacancy. If, after these efforts have failed, the Agency will continue the previous procedure until the seat is filled, and will notify the Department that the condition exists and what steps have been taken to rectify it.

ARTICLE XI -- COMPENSATION

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.

ARTICLE XII – CODE OF CONDUCT

- Section 1: It is recognized that persons involved in governance activities (Board of Directors) at Community Services of Northeast Texas, Inc. (CSNT, Inc.) are leaders, models, and representatives of the organization. All members will be expected to conduct themselves such that their personal and professional conduct does not have a negative affect on services or reflect badly on Community Services of Northeast Texas, Inc. public image, reputation, or credibility.
- Section 2: Acceptable standards of conduct will be established and periodically revised by the CSNT, Inc. Board of Directors for both Council and Board members. All Council and Board members will be informed of the established standards of conduct.
The Board of Directors in its entirety will be responsible, with a simple majority vote of members present for a regularly scheduled or appropriately called special meeting, for reprimanding or removing any representative from the Council or Board due to conduct violations.

Section 3: Head Start Policy Council and CSNT, Inc. Board of Directors members:

1. Will respect and promote the unique identity of each child, family, employee, Council and Board member and refrain from stereotyping on the basis of gender, race, ethnicity, culture, religion, or disability.
2. Must uphold the agency's confidentiality guidelines stated as follows:
 - a. No information regarding children and families of children enrolled with CSNT Inc. is to be discussed outside of the work setting or Board/Council meetings;
 - b. Information is to be discussed within the work setting and at Board/Council meetings only as is necessary and related to program operations/business or decision-making;
 - c. No information learned at Board/Council meetings or while conducting Board/Council business may be discussed or used in any way outside of Board/Council activities.
3. Will behave and interact respectfully while participating on Board/Council or representing the organization within the community.
4. Must have an interest and concern for children and their families.
5. May not accept gifts and/or gratuities as stated in the CSNT, Inc. Personnel Policy and Procedures Manual.
6. Are prohibited from using their position on Board/Council for purposes which are, or give the appearance of being, motivated by a desire for private gain for themselves or others, such as those with family, business or other ties.
7. Must not make public statements under the auspices of any agency title without the Board of Directors approval.
8. Will follow all CSNT, Inc. general operating procedures.
9. Will respect and uphold the legal authority of the Board of Directors to establish, review, or revise the standards of conduct for individuals participating on the Board/Council.

Section 4: Conflicts of Interest

1. Directors of the corporation may not: have a financial conflict of interest with the corporation or its delegate agencies; be employees of the corporation; or be immediate family members of any employees of the corporation or its delegate agencies. For this purpose, the term “immediate family member” means: a spouse, parents and grandparents, children and grandchildren, brothers and sisters, mother-in-law and father-in-law, brothers-in-law and sisters-in-law, daughters-in-law and sons-in-law, and adopted and step family members. Directors who are federal employees are prohibited from serving in any capacity that would require them to act as an agent of or attorney for the corporation in its dealings with any federal government departments or agencies.
2. No Board member may participate in the selection, award, or administration of a subcontract supported by CSBG funds if: (1) the Board member, (2) any member of his/her immediate family (as defined in the CSBG contract), (3)

the Board member's partner, or (4) any organization which employs or is about to employ any of the above, has a financial interest in the firm or person selected to perform a subcontract. No employee of the local CSBG contractor or of the Texas Department of Housing and Community Affairs may serve on the Board. No Board Member may be employed by Community Services of Northeast Texas, Inc., during his/her service on the Board or for twelve months thereafter without a majority vote of a properly constituted quorum of the remaining members. No person may become a member of the Board of Directors within twelve months following any employment by CSNT. Employees who are involuntarily separated from employment with CSNT are not eligible to become members of the Board. Any person removed from the Board for cause as a result of a violation of the Code of Conduct shall not be eligible to become an employee of CSNT.

ARTICLE XIII -- IMPROPERLY CONSTITUTED BOARD

If the State determines that a Board of an eligible entity is improperly constituted, the state shall prescribe the necessary remedial action which may include termination of funding.

ARTICLE XIV -- MEETINGS OF THE BOARD

Section 1: Annual Meeting

The annual meeting of the board shall be held during the month of December each year, subject to postponement by the board. The purposes of the annual meeting are to elect officers and to transact such other business as may become before the meeting. If the annual meeting is postponed, a special meeting may be held in its place, and any business transacted shall have the same force and effect as if transacted at the annual meeting.

Regular Meetings

Regular meetings of the board shall be held at least six times per year on such dates and at such times and places as the board may determine. The regularly scheduled meeting shall be held at the Community Services Executive Offices in Linden on the fourth (4th) Tuesday of the month at 12:00 Noon unless otherwise designated by Board action.

Special Meetings

Special meetings of the board may be called by the Chairperson or by 50% of the directors then in office.

Section 2: As Community Services Block Grant recipients have been added to the list of covered agencies, meetings and proceedings of the same shall be in compliance with the Texas Open Meetings Act (Texas Government Code, Section 551.001 et. seq.) and with the Public Information Act (Texas Government Code, Section 552 et seq.) In general, meetings of governmental bodies must be open to the public, except for expressly authorized executive sessions, and the public must be given notice of the time, place, and subject matter of such meetings. Please note that compliance with the Open Records Act is already required by Section 11 of the 2001 CSBG contract. As of September 1, 2001, it is also required by state law.

Section 3: **Notice to Directors**

Written notice of the time, date, location and agenda of each meeting of the board shall be given by email to each director at least five days before regular meetings and at least three days before special meetings. Whenever notice of a meeting is required to be given to the directors, such notice need not be given to any director if a written waiver of notice, executed by him or her (or his or her duly authorized attorney) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting the lack of notice to him or her before or at the beginning of the meeting.

Notice to General Public

Notice of all meetings shall also be given to the general public through local public postings, which may include written notification in courthouses or other public places or publication in a newspaper. Notices to the general public shall be posted in readily accessible areas at least seventy-two (72) hours before the scheduled time of the meeting. Because service areas identified in Texas CSBG-supported contracts are limited to small portions of the state, it is not a requirement for local entities to publicize the board meeting notices in the Texas Register.

Section 4: Except as specifically provided below, every regular, special, or called meeting of the Board shall be open to the public. Closed or Executive sessions of the Board may be held for the following purposes:

- Consultation between the Board and its attorney in those instances

in which the Board seeks the attorney's advice with respect to pending or contemplated litigation, settlement offers, and other matters where the duty of the attorney to his client requires confidentiality.

- Discussion with respect to the purchase, exchange, lease, or value or real property, negotiated contracts, and prospective gifts or donations to the organization, when such discussion, if made public, would have a detrimental effect on the negotiating position of the organization.
- Discussion with respect to matters involving the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of an officer or employee or to hear complaints or charges against such officer or employee, unless such officer or employee requests a public session.
- Discussion with respect to any matter specifically made confidential by law or regulation.
- Any other exception available by state law.

Whenever any deliberation or any portion of a meeting is closed to the public as permitted above, no final action, decision, or vote with regard to that matter shall be made except in a meeting open to the public.

Section 5: The Board shall keep written minutes of each open meeting that include a record of the members present by category, items presented to the Board for action, and the votes on all motions. Minutes of the previous meeting shall be distributed to board members before the next meeting. The minutes shall be made available to the public upon request in accordance with the Open Records Act.

Section 6: **Parliamentary Procedure**

Where necessary and in matters not covered by these bylaws, Robert's Rules of Order, Newly Revised shall serve as a guide to proper procedure at meetings of the board and its committees.

ARTICLE XV -- COMMITTEES OF THE BOARD

Section 1. The composition of the committees must be the same as those outlined in these By-Laws for the general Board. The Executive Committee will meet on a call basis. The standing, functional and special committees will meet as the Chairperson of a specified committee schedules a meeting to accomplish committee business. Due to the urgency of completing committee business, which is based upon a quorum of members being present, it is imperative that committee members who miss three scheduled or called meetings without just cause within one year shall be removed from the committee. All committees

must at all times reflect a minimum of one-third representatives of the poor.

Section 2. **Standing Committees are: Executive, Finance, Personnel, Planning and Evaluation and By-Laws Committees.**

A. Executive Committee

1. The Officers of the Board shall constitute the Executive Committee. This committee may only transact routine and ordinary business between meetings of the full board and need only report it at the next meeting of the full Board.
2. The functions of the Executive Committee are to:
 - a. Act on urgent matters requiring action of the total Board at all times between regularly scheduled Board meetings. All such actions shall be subject to ratification by the total board.
 - b. Ensure compliance with By-Laws and recommend changes in the By-Laws.
 - c. Ensure By-Laws conform to funding source requirements.
 - d. Recommend organizational representation of the Board.
 - e. Serve as legal counsel to the Board on matters requiring interpretation of legal or quasi-legal documents.
 - f. Represent the Community Services before State and municipal bodies on legislative matters.
 - g. Adhere to the succession plan for the position of Chief Executive Officer upon the vacancy of said position.
 - h. Act on official matters pertaining to functional and standing committees in the absence of action by these committees after notification of the Executive Committee.

Finance Committee

The finance committee shall be composed of four members.

The finance committee shall:

- (1) oversee the preparation of the annual budget and financial statements;
- (2) oversee the administration, collection, and disbursement of the financial resources of the organization;
- (3) advise the board with respect to significant financial decisions; and
- (4) have such other powers and perform such other duties as the board may specify from time to time.

Audit Committee (Part of the Finance Committee)

The audit committee shall be composed of three members.

The audit committee shall assist the board of directors in fulfilling its oversight responsibilities by monitoring:

- (1) the overall systems of internal control and risk mitigation;
 - (2) the integrity of the financial statements of the corporation;
 - (3) compliance by the corporation with legal and regulatory requirements and ethical standards; and
 - (4) the independence and performance of the corporation's independent auditors.
- In addition, the audit committee shall have such other powers and perform such other duties as the board may specify from time to time.

Governance/Nominating Committee

The governance committee shall be composed of four members.

The governance committee shall:

- (1) oversee board member recruitment (including administering the low-income board member democratic selection process, recommending candidates for Public and Private Sector board seats, and ensuring that the board fills vacancies promptly), orientation, and training;
- (2) coordinate the board's periodic evaluation process of itself and the corporation's governance structure, policies and procedures;
- (3) coordinate periodic review of the corporation's articles of incorporation and bylaws; and
- (4) have such other powers and perform such other duties as the board may specify from time to time.

Program Planning and Evaluation Committee

Subject to the direction and control of the full board, the program planning and evaluation committee shall:

- (1) oversee implementation of the corporation's community needs assessment and strategic planning processes approved by the board and conduct periodic reviews to determine to what degree the corporation is addressing the needs and goals identified through these processes;
- (2) track the progress of the corporation's programs in meeting identified goals and objectives;
- (3) oversee the corporation's processes for outcome reporting for its programs;
- (4) review monitoring reports, evaluations, and other feedback on the corporation's programs provided by funding sources and other interested parties;
- (5) work with the corporation's staff and full board to ensure that monitoring findings are addressed in a timely way;
- (6) oversee the regular evaluation of the corporation's programs by the corporation's board and staff; and
- (7) regularly report to the full board on these matters. In addition, the program planning and evaluation committee shall have such other powers and perform such other duties as the board may specify from time to time.

Personnel Committee

The personnel committee shall:

- (1) periodically review the corporation's personnel policies and procedures and

implementation thereof, and report findings and recommendations for policy and procedures changes to the full board;

- (2) periodically review the corporation's compensation schedule and implementation thereof, recommend any changes to the board;
- (3) review and make recommendations to the board regarding the corporation's employee benefits package;
- (4) serve as an appeal panel for employee grievances, as described in the corporation's employee grievance procedure; and
- (5) receive information from the corporation's staff and attorneys on legal proceedings involving the corporation's employees and make recommendations and reports to the board on those matters. In addition, the personnel committee shall have such other powers and perform such other duties as the board may specify from time to time.

By-Laws Committee

The Bylaws Committee shall:

- (1) Ensure compliance with By-Laws and recommend changes in the By-Laws.
- (2) Ensure By-Laws conform to funding source requirements.

ARTICLE XVI -- SPECIAL COMMITTEES

Section 1: The Chairperson of the Board may appoint special committees from time to time depending upon the needs of the corporation. Such committees will have the responsibility to make policy recommendations from actions by the Board in the specific areas and shall function for as long as they are needed to accomplish the specific tasks.

Section 2: The Nominating Committee, which is a special committee, will report to the Board at the regular meeting preceding the annual meeting at which the election of officers is to take place. The Nominating Committee shall be comprised of four (4) members, one from each sector represented on the Board and one at-large which shall be elected by the Board at the September meeting of each year.

ARTICLE XVII -- OTHER COMMITTEES

Other Committees and Ad-Hoc Committees shall be appointed by the Chairperson as deemed necessary.

ARTICLE XVIII – REMOVAL OR RESIGNATION OF DIRECTORS

Section 1: Grounds for Removal

(a) Incapacity. The board may remove a director, if in the opinion of the board, the director is incapacitated or otherwise unable to carry out the duties of his/her office.

(b) Cause. The board of directors may remove a director for cause for one or more of the following reasons: conduct the board deems contrary to the best interests of the corporation; violations of the corporation's articles of incorporation, bylaws, conflict of interest policy, board resolutions or other policies; absence from three (3) or more consecutive board meetings; repeated disruptions of board and/or committee meetings; or false statements on documents completed in connection with service as a director or officer of the corporation.

Removal Procedures

The board shall provide all directors, including the director proposed to be removed, with notice of the meeting at which the removal is to be considered. The notice must specify that a purpose of the meeting is to consider removal of the director. The director proposed to be removed shall be entitled to an opportunity to be heard at that meeting. A vote of 50% of directors is required to remove the director.

Resignation

A director may resign by delivering his or her written resignation to the chairperson, to a meeting of the directors or to the corporation at its principal office. The resignation shall be effective upon receipt unless specified to be effective at some other time. A director who has ceased to meet the qualifications for service as a director, as specified in these bylaws and by the board from time to time, and/or for the board seat to which s/he was elected, is deemed to have resigned as of the date s/he ceased to meet those qualifications.

Section 3: Any agenda of each special called meeting of the Board shall accompany the notice of that meeting and shall be sent to all Board members. No meeting, be it regularly scheduled or special called, may address the issues of

- (1) removal of a member of the Board for cause,
- (2) the election of officer(s) of the Board,
- (3) the amendment or revision of these By-Laws or
- (4) employment and termination of the Chief Executive Officer of this corporation unless

such items appear on an agenda circulated pursuant to the Open Meeting Act requirements.

ARTICLE XIX – OFFICERS OF THE BOARD

Section 1: The officers of Community Services and the Board of Directors shall be a Chairperson, a Vice-Chair, Secretary and Treasurer. The Chairperson shall appoint the Parliamentarian.

Officers

The officers of the corporation shall consist of the Chairperson, Vice Chairperson, Treasurer, and Secretary (the “Primary Officers”) and such other officers, if any, as the board of directors may determine from time to time. All officers must be directors. No director shall hold more than one office at the same time.

Duties of Officers

The duties and powers of the officers shall be as follows or as shall be set hereafter by resolution or policy of the board of directors:

1. Chairperson

The Chairperson shall: (1) be the chief volunteer officer of the corporation, subject to the direction and control of the board; (2) preside at meetings of the board of directors; and (3) perform such other duties and have such other powers as the board of directors may determine from time to time.

2. Vice Chairperson

In the absence of the Chairperson or in the event of the [president/chair’s] inability or refusal to act, the vice Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall also perform such other duties and have such other powers as the board of directors may determine from time to time.

3. Secretary

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 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 perform such other duties and have such other powers as the directors 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.

4. Treasurer

The treasurer shall: (1) oversee the corporation's financial management practices, subject to the direction and control of the board; (2) ensure that the directors understand the financial situation of the corporation (including ensuring 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); and (3) perform such other duties and have such other powers as the board of directors may determine from time to time.

5. Other Officers

The duties and powers of other officers shall be established from time to time by resolution of the board of directors.

Delegation of Duties

An officer may delegate the specific duties set forth above to another individual or receive assistance from another individual in performing such duties, so long as the officer retains oversight and review of the work of the other individual and the records and documents prepared and distributed by that individual. Election. The Primary Officers shall be elected each year by the board of directors at the board's annual meeting. In the event that any or all of the Primary Officers are not elected at the annual meeting, they may be elected at a subsequent board meeting. Other officers may be elected from time to time by the board. Term of Office. Each Primary Officer shall hold office until the next annual meeting and until his or her successor is elected and qualified or until s/he sooner dies, resigns, is removed or becomes disqualified. Each other officer shall hold office until the next annual meeting unless a shorter period shall have been specified by the terms of his or her election or appointment, or until s/he sooner dies, resigns, is removed or becomes disqualified. [If your CAA wants to include a term limit for officers, describe it here.]

Removal of Officers

1. Grounds for Removal

(a) Incapacity. The board may remove an officer, if in the opinion of the board, the officer is incapacitated or otherwise unable to carry out the duties of his/her office.

(b) Cause. The board of directors may remove an officer for cause for one or more of the following reasons: conduct the board deems contrary to the best interests of the corporation; violations of the corporation's articles of incorporation, bylaws, conflict of interest policy, board resolutions or other policies; absence from three (3) or more consecutive board meetings; repeated disruptions of board and/or committee meetings; or false statements on documents completed in connection with service as a director or officer of the corporation.

2. Removal Procedures. The board shall provide all directors, including the officer proposed to be removed, with a notice of the meeting at which the removal is to be considered. The notice must specify that a purpose of the meeting is to consider removal of the officer. The officer proposed to be removed shall be entitled to an opportunity to be heard at that meeting. A vote of 50% of directors is required to remove the officer.

Resignation of Officers

An officer may resign by delivering his or her written resignation to the Chairperson, to a meeting of the directors or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Vacancies

The board shall fill promptly vacancies in the Primary Officer positions, and may fill vacancies in other officer positions, either at a regular meeting or at a special meeting called for that purpose. Each successor shall hold office for the unexpired term of his/her predecessor or until the successor sooner dies, resigns, is removed or becomes disqualified. Any vacancy in any office held by a Board member because of death, resignation or otherwise may be filled by the Board for the unexpired portion of the term.

ARTICLE XX -- THE CHIEF EXECUTIVE OFFICER, THE STAFF AND DUTIES

Chief Executive Officer

The board of directors shall appoint and employ a chief executive officer, 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 report on and advise the board and its committees concerning the affairs and activities of the corporation. The chief executive officer shall be empowered to hire, supervise and terminate the corporation's other employees in accordance with personnel policies established by the board.

In addition, the chief executive officer shall perform such other duties and have such other powers as the board may determine from time to time. The board shall evaluate the chief executive officer and set his/her compensation on an annual basis. The chief executive officer shall attend meetings of the board and its committees.

ARTICLE XXI -- AMENDMENT OF BY-LAWS

These bylaws may be altered, amended or repealed at any meeting of the directors provided that notice of the meeting must be provided to the directors at least five days before the date of the meeting and must include the text of the proposed alteration, amendment or repeal.

The By-Laws shall be effective immediately upon approval of the Board; however, the current membership will continue to serve until the next bi-annual elections are conducted.

All amendments, alterations or revisions of these By-Laws shall be promptly transmitted to the TDHCA or comparable funding source.

ARTICLE XXII -- DISSOLUTION OF THE CORPORATION

Dissolution of this corporation shall be in compliance with the laws of the State of Texas that those pertinent requirements and regulations of Community Action Agencies. The disposition of all property and assets of this corporation shall be in accordance with Grantee Property Administration.

ARTICLE XXIII – INTERNAL DISPUTE / IMPASS RESOLUTION

According to 45 CFR, Part 1304.50 (H), each Head Start grantee and Policy Council jointly must establish written procedures between the governing body (Board) and policy group. The following procedures address this requirement.

A. There must be respect and involvement between the governing Board and the Policy Council.

B. There must be a Board member serving on the Policy Council and a Policy

Council member serving on the governing Board.

C. These written procedures must be approved* by the governing Board and the Policy Council annually.

D. If there is conflict between the governing Board and the Policy Council, the following informal procedures must be applied:

INFORMAL PROCEDURES

The Chief Executive Officer and the Head Start Director meet to resolve the conflict.

1. The Chief Executive Officer, the Head Start Director, Policy Council Chairperson, and the Board Chairperson meet to resolve the conflict.

2. The Board and Policy Council Executive Committees meet to resolve the conflict.

E. If the informal procedures do not resolve the conflict, then go to the approved formal procedures that includes disinterested** parties.

FORMAL PROCEDURES

1. The governing Board chooses one disinterested party.

2. The Policy Council chooses one disinterested party.

3. The two chosen disinterested parties choose a third disinterested party.

4. The three disinterested parties will resolve the impasse.

*The approval process includes the governing Board and the Policy Council being involved in the creation and implementation of these policies and procedures.

**Disinterested parties should not include any parents or family members of children currently enrolled in the Head Start Program, and any staff of Board members of the Grantee Agency, or Head Start Program.