



# **Board of Directors**

## **By-Laws**

Community Services of Northeast Texas, Inc.

Revisions:

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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 304 E. Houston, Linden, Texas 75563.

**ARTICLE II – PURPOSE**

The purpose of this corporation shall be to implement and to carry out the provisions of the Economic Opportunity Act of 1964, including all amendments to said Acts, to administer the programs funded by Congress, and to seek projects eligible for assistance from other public and private sources. To achieve these purposes the corporation will work with the poor sector, the public sector and the private sector to seek out, identify and bring together community programs, resources and capital to alleviate and/or eliminate the causes of poverty including providing decent housing. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its Directors, Officers or any private persons.

**ARTICLE III – TRIPARTITE BOARDS**

- Section 1. In order for a private, nonprofit entity to be considered to be an eligible entity, the entity shall administer the Community Services Block Grant program through a tripartite board that fully participates in the development, planning, implementation, and evaluation of the program to serve low-income communities.

Selection and composition of board. – The members of the Board referred to in paragraph one (1) shall be selected by the entity and the Board shall be composed so as to assure that:

(A) 1/3 of the members of the Board are 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 1/3 of the membership of the board. In such case, membership on the Board of appointive public officials or their representatives may be counted in meeting such 1/3 requirement;

(B) not fewer than 1/3 of the members are democratically selected to represent low-income families and individuals of a specific community. Each member must reside in the community they represent, but do not have to qualify as low-income themselves

(C) the remainder of the members are officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served.

Section 2: As per Sec.676B, private nonprofit entities have the responsibility for selection and composition of the Board as described above.

#### **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: Board Size - The Board shall consist of at least nine (9) but not more than twenty-one (21) members. As long as the composition remains in compliance with Article III, Section 1, the number of board members can be ever-changing. The number of members shall remain divisible by three (3).

Section 2: Public Officials

The CSBG eligible entity may select public officials or their representatives to serve on the board. In the event that there are not enough elected public officials reasonably available and willing to serve on the Board, the entity may select appointed public officials to serve on the board. The entity may

allow governing officials of the political jurisdiction to select and/or recommend an elected or appointed official to serve on the Board.

Elected public officials or appointed public officials selected to serve on the Board shall have either general governmental responsibilities, or responsibilities which require them to deal with poverty-related issues. They may not be officials with only limited, specialized, or administrative responsibilities.

The public officials selected to serve on the Board may each choose one permanent representative to serve on the Board in either a full-time capacity or in place of a public official whenever the public official is unable to attend a meeting. The representative need not be a public official but shall have full authority to act for the public official at meetings of the Board. Permanent representatives may hold an officer position on the Board. If a permanent representative is not chosen, then an alternate may be designated by the public official selected to serve on the Board. Alternates may not hold an officer position on the Board.

### Section 3: Low Income Representatives

An essential objective of community action is participation by low-income individuals in the programs which affect their lives; therefore, the CSBG Act and its amendments require representation of low-income individuals on Boards or state-specified governing bodies. Low-income representatives need not themselves be poor, but they must be selected in a manner that ensures that they truly represent low-income individuals.

The Board of Directors will resolve to allow a seat on the board to be held by a certain organization which represents low-income persons. That organization will ensure that a democratic process was used to determine their representative.

In cases where a member is to be selected from the community rather than from an organization, the following procedure and criteria are used to select the low-income representative:

- Volunteers to serve in this capacity are to reside within the area which they represent.
- They must also be representatives of low-income families in some capacity.
- They must have the ability to report to the individuals they serve if by no other means than to just be accessible via phone or electronic mail.

Once a volunteer or group of volunteers exists for a particular sector or geographical division, CSNT will post the names publicly via newspaper and

public postings giving all who potentially will be represented an opportunity to respond.

In the event of multiple volunteers, each will be considered a candidate and a date for public election shall be set along with a polling place and the candidate with the most number of public votes cast at said polling place(s) shall be declared the representative.

In the event only one volunteer exists, CSNT shall hear any and all comments from the public in response to public posting. After ten business days have expired, CSNT shall determine that the public comment time has passed and shall determine the volunteer to be the designated representative.

Section 4: Representatives of Private Groups And Interests

Community Services shall select persons representing the private sector to serve on the Board or it may select private sector organizations from which representatives of the private sector would be chosen to serve on the Board. Law enforcement representatives are included in this group.

Qualifying Private Groups or Interests shall meet the following requirements as set forth for private organizations:

1. Must have a governing Board and/or Executive Committee, which is responsible for policy decisions.
2. Must have a written set of By-Laws.
3. Must have elected officers consisting of at least a Chairman, Vice-Chairman, Secretary and Treasurer.
4. Must have at least four (4) quarterly meetings of the governing body per calendar year.
5. Must have an official membership list.
6. Must keep permanent regular minutes of meetings indicating official decisions and actions of the organizations.

Section 5: All private and public agencies with representation on the Board shall appoint or reappoint their representatives pursuant to these By-Laws at the annual meeting.

Section 6: Members of the Board will meet the requirements and regulations set forth by the programs implemented through the Agency. (added 5-26-2020)

**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.

#### **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**

A quorum shall consist of at least fifty (50%) percent of the non-vacant Board positions. A motion may be adopted only if it receives the votes of at least a majority of the members present at a properly called meeting where there is a quorum present. Members represented by proxy (if the Articles Of Incorporation or By-laws allow proxies) may not be counted toward a quorum.

#### **ARTICLE X -- VACANCIES**

All Board vacancies shall be filled as soon as reasonably possible with the following specific guidelines as outlined by CSBG and TDHCA requirements:

1. In no event shall the Board allow twenty-five percent (25%) or more of either the public or poverty sector board positions to remain vacant for more than 90 days.
2. CSBG contractors shall report to TDHCA, on their monthly performance reports, the number of Board vacancies by sector.
3. Compliance with the CSBG Act requirements for board membership is a condition for eligible entities to receive CSBG funding, and there is no provision in the Act for a waiver or exception to these requirements.

#### **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**

Board members are not entitled to compensation for their service on the board. Reimbursement of reasonable and necessary expenses incurred by a board member in carrying out his/her duties is allowed. Reimbursement of reasonable and necessary expenses, if any, will be voted upon by the Board and set forth in the Community Services Financial Policy and Procedure Manuel.

## **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.

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: The Board shall meet at least every ten (10) weeks. The regularly scheduled meeting shall be held at the Community Services Executive Offices in Linden on the fourth (4<sup>th</sup>) Tuesday of each month at 12:00 Noon unless otherwise designated by Board action.

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: Written notice of the date, time, place, and agenda of any regular, special, or called meeting of the Board shall be given to each board member at least five (5) days in advance of the meeting. 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 of 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.

## **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, and Planning and Evaluation 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 Executive Director 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.

#### B. Finance Committee

1. The Finance Committee shall consist of three (3) members, appointed by the Chair, including the Treasurer of the Board, who shall also serve as Chair of the Finance Committee.
2. The functions of the Finance Committee are to:
  - a. Review agency and contracted financial operations, reports, budgets, etc.
  - b. Recommend independent auditing firm (CPA) to conduct audit and provide other financial counsel.
  - c. Review audit reports in detail and recommend actions to assure resolution of any questionable items in the audit.
  - d. Make recommendations to the Board on all matters affecting finances.

#### C. Personnel Committee

1. The Personnel Committee shall be composed of not less than three (3) members to be appointed by the Chair.
2. The purpose of the Personnel Committee is to review all matters relating to personnel policies and procedures of Community Services and to present their findings and recommendations to the Board.
3. The functions of the Personnel Committee are:
  - a. To review personnel policies and recommend changes to the Board.
  - b. To review and recommend to the Board any major staff organizational changes.

- c. To require the establishment of job qualifications based on the ability to perform, rather than formal requirements of education and experience.
- d. To review and approve changes in job descriptions, job qualifications and salary ranges.
- e. To review salary administration program and recommend any changes to the Board.
- f. To require the establishment of a career development program for both professional and non-professional Grantee Organization personnel.
- g. To review charges of employment discrimination and advise the Executive Director of appropriate action to be taken.

#### D. Planning and Evaluation Committee

- 1. The Planning and Evaluation Committee shall be composed of not less than five (5) members appointed by the Chair.
- 2. The purpose of the Planning and Evaluation Committee will be to recommend to the Board purposes, objectives, projects and strategies for integrated anti-poverty efforts, and to evaluate the Grantee Organization and delegated project and program operations in relation to the approved objectives.
- 3. The functions of the Planning and Evaluation Committee are:
  - a. To assure that procedures exist for presenting to the Committee possible purposes, objectives, projects and strategies for Grantee Organization operations.
  - b. To recommend to the Board purposes, objectives, projects and strategies for the organization.
  - c. To develop overall program strategies to meet specific needs.
  - d. To conceive and develop new programs.
  - e. To develop specific reporting standards for each program.
  - f. To assure that the allocation of program resources reflects the Grantee Organization objectives and strategies.
  - g. To review periodically, projects and program utilizing established evaluation criteria and assure they are in agreement with Board approved purposes, objectives, and plans.
  - h. To invite and encourage the poor to participate in the planning process through public meetings held at the neighborhood centers and/or by any other means, as the Committee may deem appropriate.
  - i. To review and recommend action to the Board on program budgets, work plans and planning documents.

## **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 OF A MEMBER FROM THE BOARD FOR CAUSE**

Section 1: Any member, except public officials, may be removed for any of the following reasons:

- A. Willful misconduct.
- B. Unexcused absent from three (3) consecutive scheduled meetings or four (4) meetings in any six (6) month period.
- C. Five (5) consecutive excused absences or six (6) absences in any nine (9) month period.
- D. Individual actions not on behalf of the corporate unit.
- E. Removal for cause must be supported by a two-third vote of the Board, at which a quorum is present. A letter of notification is to be mailed to the affected member of the action taken by the Board and must be signed by the Board Chairman.
- F. Any member of the Board who ceases to be a member of the target area group or private community organization, which he/she represents on the Board, or any public official who ceases to hold the office, which entitles him/her to sit on the Board, shall no longer be a member of the Board.
- G. Definition of excused absence(s): Medical, Business, Vacation and Emergency (personal and family).

Section 2: Public officials shall be notified in writing by letter when their representative is not performing their duties as outlined above. The Board shall ask the public official for a replacement representative.

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 Executive Director 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.

Section 2: The officers of the Board shall be recommended by the Nominating Committee and elected by the Board of Directors. Officers shall serve terms of one (1) year and may be subject to re-election for a maximum of four (4) terms, or until total Board eligibility ceases, whichever occurs first. The line of succession prevails when an officer is unable to complete an unfinished term.

Section 3: The duties of the Chairperson shall be to preside at all meetings of both the Board of Directors and the Executive Committee of Community Services. He/she shall appoint the Chair to the standing Committees. He/she shall have such other powers as vested in his/her by the operating rules and as are usual with the office as indicated in Robert's Rules of Order, Newly Revised. (Former Chairpersons whose term on the Board has ended can serve one additional year as an ex-officio non-voting member of the Board).

Section 4: The Board of Directors shall elect the Vice-Chair. He/she shall, in the absence or incapacity of the Chairperson and in case of the resignation or death of the Chairperson, perform the duties imposed on the Chairperson until such time the Board of Directors shall appoint a new Chairperson. He/she shall have the powers to perform such duties as may be assigned to him/her from time to time by the Board of Directors or by the Executive Committee.

Section 5: The duties of the Treasurer shall include, with such staff assistance as required, responsibility for books and records of account of Community Services, responsibility for any cash or securities of Community Services, and rendering financial statements of the Board of Directors from time to time or upon request of the Board. He/she shall have the power to give receipts for cash, securities, or other property delivered to the Board and to disburse funds in accordance with procedures established by the Board. The Treasurer shall have such other responsibilities as may be assigned by the Board of Directors.

Section 6: The duties of the Secretary shall include serving on the Executive Committee. He/she shall be responsible for maintaining all Board records, ensure their accuracy and safety, and review the Board meeting minutes. The Secretary may request assistance of a staff person with taping, taking notes and transcribing minutes. If a staff person tapes and transcribes at direction of Secretary a copy in draft form will be given to the Secretary for final correction and approval before being typed and placed in Board packets.

Each Board member will receive a copy of the minutes. A copy will be maintained in a Corporation Minute Book in the central office of Community Services (Linden).

Section 7: All officers of Community Services shall be elected at the annual meeting of the Board which shall be in December each year as determined by the Board of Directors.

Section 8: 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 EXECUTIVE DIRECTOR, THE STAFF AND DUTIES**

Section 1. The Board of Directors shall select the Executive Director of this corporation. Duties and qualifications shall be as set forth in the approved job description.

Section 2. The Executive Director shall hire the remaining staff of Community Services.

Section 3. The corporation shall fix the salaries of these employees.

Section 4. The Executive Director and staff selected by the Executive Director shall be the personnel authorized to travel in connection with the work of the Agency.

Section 5. All employees shall be charged with the duty of abiding by such personnel policies and procedures as the Board of Directors may formulate and/or approve.

Section 6. No person shall ever be denied employment by this organization on account of race, color, creed, national origin, sex, marital status, or age.



## **ARTICLE XXI -- AMENDMENT OF BY-LAWS**

These By-laws may be amended, altered or revised at any time by a two-thirds (2/3) vote of quorum of the Board. The amendment, alteration or revision of these By-Laws shall be subject to the notice and agenda requirements of Article XV. Any amendments, alterations or revisions of these By-laws will be filed as attachments to the Board of Directors Master file and copies furnished to the Board members. Pages to the By-Laws that are changed will reveal the specific date of revision.

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**

1. The Executive Director and the Head Start Director meet to resolve the conflict.
  2. The Executive Director, the Head Start Director, Policy Council Chairperson, and the Board Chairperson meet to resolve the conflict.
  3. 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.