

**CODE OF REGULATIONS
OF THE
NORTHWESTERN OHIO COMMUNITY ACTION COMMISSION, INC.
(An Ohio non-profit corporation)**

**ARTICLE I
MISSION STATEMENT**

It shall be the general purpose and function of the Northwestern Ohio Community Action Commission, Inc.:

- A. To plan, develop, and coordinate programs and services designed to combat the problems of poverty and seek the elimination of the conditions of poverty as they affect the residents of Defiance, Fulton, Henry, Paulding, Van Wert and Williams Counties.

To accomplish this purpose NOCAC shall:

1. Act with and on the behalf of low-income people to identify their needs and make their needs known to the community at large.
 2. Work to focus available community resources on the identified needs of low-income people.
 3. Respond to the needs of low-income people by developing innovative services and programs oriented to overcoming the causes of poverty.
 4. Actively pursue resources necessary to improve the program base which exists in the six-county area and at times expand the program base to nearby counties (with approval from other Community Action programs who may serve that geographical area), when necessary to provide adequate services to those in need and/or when no other service provider is available or willing to provide such services.
 5. Involve, to the maximum extent feasible, low-income people in the planning and operation of programs and services designed to reduce poverty in the six-county area.
 6. Work to eliminate institutional and social barriers that impede the ability of low-income people to achieve self-sufficiency.
- B. To be a positive force working on behalf of low-income people to attain skills, knowledge, and motivation necessary to become self-sufficient.
- C. To serve as the local community-based organization in Defiance, Fulton, Henry, Paulding, Van Wert and Williams Counties which carries out the provisions of the Community Services Block Grant, and any and all other available sources of funding which help accomplish the Agency mission.
- D. To serve as a local Community Housing Development Organization (CHDO) in Defiance, Fulton, Henry, Paulding, Van Wert and Williams Counties that will use available sources of funding for provision of decent housing that is affordable to low-income and moderate-income people.

- E. To exercise any and all general corporate powers, expressly or impliedly granted by the laws of the State of Ohio to non-profit corporations in furthering any or all of the above general and specific purposes and functions.

**ARTICLE II
BOARD OF TRUSTEES**

Section 1. Responsibilities

- A. The corporate powers, property and affairs of NOCAC, except as otherwise provided by law, the Articles of Incorporation or Code of Regulations shall be vested in, exercised, conducted, controlled and managed by the Board of Trustees.
- B. The specific powers and responsibilities of the Board of Trustees (Board) shall be:
 - 1. To select, appoint or remove an Executive Director who shall be the Chief Executive Officer and who shall hold office at the discretion of the Board.
 - 2. To determine, subject to funding-source policies, major personnel, organization, fiscal and program policies.
 - 3. To determine overall program plans and priorities for NOCAC including provisions for evaluating program performance.
 - 4. To make final approval of all program proposals and budgets.
 - 5. To enforce compliance with conditions of all grants.
 - 6. To oversee the extent and the quality of the participation of the low-income in the programs of NOCAC.
 - 7. To determine, subject to funding-source policies, rules and procedures for the Board.
 - 8. To select the officers of the Board.
 - 9. To approve all contracts related to Ohio Development Services Agency (ODSA) programs.

Section 2. Composition

- A. The Board shall be broadly representative of the community and shall be composed of a minimum of 18 members and a maximum of 21 members. Each member of the Board shall be a resident of or work in Defiance, Fulton, Henry, Paulding, Van Wert or Williams County. Each Board member shall have the responsibility to attend all meetings. Each Board member selected to represent a specific County shall reside or work in the County she/he represents. Board members may serve no more than five (5) consecutive years, with the exceptions of County Commissioners or their appointees (who must also be an elected public official) who may serve a term exceeding five years so long as they continue to hold their elected office and designated members representing finance, early childhood development and legal expertise in keeping with the requirement within the Head Start Act of 2007. Additional service must be separated by at least a 12-month break in service on the Board.

B. Board Composition shall be:

1. Public Sector Representatives

- a. One-third of the Board shall be elected public officials or their representatives, or appointed public officials as provided in section b., unless the number of such officials reasonably available and willing to serve is less than one-third of the membership. Not less than six (6) nor more than seven (7) seats shall be filled by public officials, at least one from each County.
- b. The County Commissioners shall select the elected public officials 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 County Commissioners shall select appointed officials to serve on the Board. Both the elected and the 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.

2. Private Sector Representatives

- a. One-third of the Board shall consist of representatives from private sector organizations. Not less than six (6) nor more than seven (7) seats shall be allotted to the private sector, preferably at least one from each County.
- b. The Board shall establish and maintain a list of private sector organizations in the area served including business, industry, labor groups, private social-service agencies, legal service providers, early childhood providers, private educational institutions, constituencies of the poor concerned with specific problems, (e.g. the disabled poor), religious organizations and minority organizations.
- c. The Board shall seek participation from one, but no more than two organizations from each category.
- d. The Board shall report any amendment of these selection procedures immediately to the ODSA.

3. Low-Income (Client) Representatives

- a. One-third of the Board shall be composed of democratically selected low-income representatives. Not less than six (6) nor more than seven (7) seats shall be filled by low-income representatives, preferably at least one from each County.
- b. Low-income representatives need not be low-income themselves, but the selection process shall ensure that they represent the low-income.

- c. The selection procedure for low-income representatives shall be as follows:
 - 1. Conduct public meetings in each County to which low-income consumers are to be invited. Meetings shall be publicized through local media and community organizations. During these meetings, nominations for Board membership shall be encouraged and elections conducted, provided at least three (3) eligible low-income consumers are present. And/or,
 - 2. Departments of Job & Family Services advisory councils, social-service advisory councils and social-service organizations will be asked to nominate and elect a representative of low-income consumers to the Board. There shall be no more than two (2) representatives from the same category of organizations. At least one of the seats shall be occupied by a representative who was elected by the Head Start Policy Council.
- d. The Board shall report any amendment of selection procedures immediately to the ODSA.
- e. To be eligible to vote for low-income representatives, a person must:
 - 1. Sign a statement declaring he/she has income that falls within the federal poverty guidelines and that they live in the County of voting.
 - 2. Sign his/her name to a list of persons voting. (This list will be used to check for duplicate voting.)
- C. Any Board member who moves from or no longer works in the County which he/she represents or fails to attend three consecutive regular Board meetings, shall be considered to have resigned. Any Board member subjected to this action shall be notified by the Executive Director. He/she shall be given an opportunity to retain the seat through Board authorization. To retain the seat the member must make his/her request within fourteen (14) days of notification and the Board must act favorably within thirty (30) days thereafter.
- D. Upon adoption of amendments affecting Board size, it shall be the responsibility of the appropriate committee, with Board approval, to devise a policy so that there will be a minimal possibility of the Board losing a majority of its membership in the same year.
- E. Representation on the Board must not violate ODSA CSBG regulations.
- F. Fifty or more persons who are low-income or represent low-income people who feel inadequately represented on the Board may submit a petition to the President identifying themselves and their community interest and requesting that a specific representative of

said petitioners should be a Board member. After the receipt of said petition, the Board shall, at its first regularly scheduled meeting thereafter, hold an open hearing on the merits of the petition at which petitioners and other interested parties may present their case. The Board shall decide the issue within thirty (30) days of the hearing by a written decision stating the reasons for the action. The decision shall be given to the petitioners. In the event of a determination that the petitioning group shall be entitled to representation, the Board shall thereupon admit the designated representative of said group into membership.

Section 3. Compensation

- A. No Board member shall be entitled to nor receive any compensation for attendance at meetings of the Board of Trustees, with the exception of low-income Board members who may be reimbursed for expenses only.
- B. Nor shall the net assets of the Corporation ever incur to the benefit of any trustee, employee or other private individual except for reasonable salaries and compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth by the Mission of NOCAC.

Section 4. Conflict of Interest

- A. No person may sit on the Board who is a board member, an officer, or an employee of an organization contracting to perform a component of the NOCAC work program.
- B. No employee of NOCAC or any funding-source agency may serve on the Board, and no Federal employee may serve on the Board in a capacity which will require him/her to act as an agent of or as attorney for NOCAC in its dealings with any Federal agency.

Section 5. Vacancies

- A. A vacancy is created on the Board when a member has been notified of his/her official removal by action of the Board for cause, when a member resigns, when the designated officials remove a public official, when a public official leaves office, or when a member's term expires.
- B. All vacancies shall be filled as soon as reasonably possible, but no later than ninety (90) days from the date the seat becomes vacant.

**ARTICLE III
EXECUTIVE DIRECTOR**

It shall be the Executive Director's function, subject to approval of the Board, to employ such staff persons as are necessary to conduct the business of NOCAC and to direct personnel who may, at his/her request, be loaned by existing organizations, or obtained by contract with other organizations.

**ARTICLE IV
OFFICERS**

Section 1. Number

NOCAC shall have a President, Vice President, and Secretary chosen from among the current Board members and such other offices as the Board shall from time to time establish. The President has responsibility for conducting all Board meetings and is chair of the Executive Committee. The President is the principal Board contact with the Executive Director. The Vice President fulfills the functions of the President in the President's absence.

Section 2. Duties

The officers shall perform the duties prescribed by this Code of Regulations, ODSA Guidelines and the current edition of Robert's Rules of Order.

Section 3. Nomination

The Board Executive Committee shall have, among its duties, the duty to nominate candidates for the offices. In addition to the slate presented by the Executive Committee, nominations shall be permitted from the floor at the annual meeting.

Section 4. Election

The officers shall be elected at the annual meeting. They shall take office at the conclusion of that meeting and shall hold office until the conclusion of the succeeding annual meeting or until their respective successors have been chosen. If a vacancy occurs, the Board shall fill it at any regular or special meeting within ninety (90) days.

Section 5. Number of Terms

No Board member shall hold more than one office at a time, and no Board member shall be eligible to serve more than two consecutive terms in the same office.

ARTICLE V MEETINGS

Section 1. Annual Meeting

There shall be a Board meeting in March of each year and that meeting shall be the annual meeting.

Section 2. Schedule

The Board shall meet on a regular basis at the call of the President, and no fewer than four times per year, including the annual meeting. Board meetings shall be held the second Thursday of a given month, except when the Board designates a different day. The meetings shall be scheduled for the convenience of its members and of the general public. The Board shall determine the time of day and the exact place of each meeting.

Section 3. Notice

The President shall cause to be provided in writing to all Board members, notice of any meeting at least five (5) days in advance. Upon request, notice of the meeting and the agenda shall be provided to any non-English speaking representatives of that population in their own language. In addition, five days' notice to the public shall be given by posting the time and location of the meeting on the www.nocac.org website and by emailing the meeting notice to area newspapers for publication.

Section 4. Quorum

A quorum at any meeting of the Board shall be fifty percent (50%) of the non-vacant seats.

Section 5. Votes

Each Board member, at the time a vote is taken by the Board, is entitled to one vote. An affirmative vote of a majority of the members present and voting shall be necessary for action to be taken unless otherwise specified by this Code of Regulations. Voting by proxy shall not be permitted.

Section 6. Minutes

The Board shall keep for each meeting, written minutes and specify the type of meeting, a roster of attendees, notification of quorum attainment and a record of votes on all motions.

Minutes of the previous meeting shall be distributed to all members before each meeting and shall be made available to the public upon request.

The Board shall also make available to the public upon request, translations of the minutes in areas where a significant portion of the poverty population does not speak English.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1. Establishment

There shall be an Executive Committee which shall have the powers of the Board to transact business between meetings of the Board.

Section 2. Meetings

The Executive Committee shall meet at least four (4) times per year, as called by the President.

Section 3. Reports

The Executive Committee shall report on the actions it takes between meetings at the next meeting of the Board. The Board may ratify actions of the Executive Committee.

Section 4. Composition

The Executive Committee shall be composed of the officers, and two additional members chosen by the officers. At least one-third of the Executive Committee shall be low-income representatives.

ARTICLE VII COMMITTEES

Section 1. Number of Committees, Composition, Quorum

The Board may establish advisory committees and shall define their functions. All committees shall fairly reflect the composition of the full Board. Fifty percent (50%) of the non-vacant seats on a committee shall constitute a quorum.

Section 2. Appointment of Members

The President shall appoint the chairperson and members of all of the committees other than the Executive Committee.

Section 3. Minutes

Each committee chairperson shall see to it that minutes of each meeting are recorded and kept. The chairperson may, for this purpose, appoint himself/herself, may appoint a secretary or may make other arrangements. Each committee shall make copies of its minutes available to all Board members.

**ARTICLE VIII
POLICY ADVISORY COUNCILS**

There shall be policy advisory councils (PAC) established for those Agency programs whose guidelines require such a council. The purpose of these councils is to involve the people of the target area in the planning and conduct of the program. Unless otherwise stipulated by the program guidelines, fifty percent of the membership shall be from the low-income sector. Each County involved shall have representation on the council. The recommendations of the PAC shall be given careful consideration by the Board.

**ARTICLE IX
MISCELLANEOUS**

Section 1. Interpretation

In case any provision of these Regulations shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.

Section 2. Amendment

These Regulations may be amended by the affirmative vote of the majority of the members of the Board at a regular Board meeting after at least twenty-eight (28) days' notice of the subject of the change. Such a notice may be made orally at any regular Board meeting or by any other appropriate means.

November 14, 2013
Date of Board Approval

Legal Review by: _____
Kathleen Sworden Date