

BY LAWS
GATEWAY COMMUNITY SERVICES ORGANIZATION, INCORPORATED

JULY 1989

ARTICLE I NAME AND DESCRIPTIONS

1. The name of the Corporation shall be Gateway Community Services Organization, Incorporated, a private, non-profit Community Action Agency (CAA), incorporated under the law of the commonwealth of Kentucky as the proper body to carry out the purpose and functions set out in these by-laws.
2. The area of the jurisdiction of the CAA shall be the counties of Bath, Menifee, Montgomery, Morgan and Rowan and the central administrative office of the CAA shall be located in West Liberty, Kentucky.

ARTICLE II PURPOSE

The purpose of Gateway Community Services Organization, Inc. is to stimulate a better focusing of all available Local, State, Private, and Federal resources upon the income individuals of all ages within the CAA's jurisdiction, to attain the skills, knowledge and motivations and secure the opportunities needed for them to become fully self-sufficient. The function of the CAA in carrying out this mission will be:

- (a) Strengthening community capabilities for planning and coordinating assistance from all sources related to eliminating poverty so the assistance can be more responsible to local needs and conditions.
- (b) Better organizing a range of services for the low-income so that these services may better help families and individuals overcome the whole complex of inter-related poverty problems.
- (c) Initiating a more widespread use of new types of services and approaches so that available resources can be used more effectively.
- (d) Developing and carrying out all programs and projects designed to serve the poor or low-income areas with the maximum feasible participation of residents of the areas and members of the groups served to stimulate and take full advantage of capabilities for self-advancement and assuring that the programs are meaningful and widely used by their intended beneficiaries.

- (e) Broadening the resource base of programs aimed at eliminating poverty to secure the services and assistance of public officials, private, religious, charitable and community organizations and individuals and to promote a more active role for business, labor and professional groups.

ARTICLE III BOARD OF DIRECTORS

A. Composition of Governing Body

1. The principal governing body of the Corporation shall be its Board of Directors, which shall be comprised in accordance with the provisions of Article IV.
2. The original membership of the Board of Directors shall number thirty representatives. The membership of the board shall not exceed fifty-one members and the total number shall always be divisible by three.

B. Terms of Office and Service Limitations

1. Representative of the low-income sector shall be elected to membership on the Board in accordance with the selection procedure set forth in Article IV and shall serve a two-year term of the office.
2. Representatives of the private sector shall be selected to membership on the Board in accordance with the selection procedures set forth in Article IV and shall serve a two year term of office.
3. Representatives of the public sector shall be selected to membership on the Board in accordance with the procedures set forth in Article IV. Public officials, or their representatives, shall serve for a period of time coterminous with the term of public office from which their Board membership derives.
4. There is no limit on the number of years a representative of the low-income or private sector may serve as long as they are duly selected and live within the jurisdiction from which they are selected.

C. Conflict of Interest

1. Funds provided by Federal and non-federal sources and administered by the Corporation shall not be obligated or expended for the purchase or rental of goods, space or services if any Board member, or a member of the immediate family of any Board member, has a substantial interest in the purchase or rental.
2. No employee of the CAA or of his/her immediate family member may serve on the Board of Directors.

D. Compensation

Reasonable allowances for the low-income and reimbursement to all members of the Board for expenses incurred as the result of attendance at official meetings of the Board or Committees or any other functions authorized by the Board shall be provided: All other compensation to Board members shall be prohibited.

ARTICLE IV-MEMBERSHIP OF THE BOARD

A. Representation of Public Officials

1. One-third of the total seats of the Board shall be allotted to public officials.
2. The designating officials of the CAA. i.e. the respective county fiscal courts, inclusive of the County Judge Executives, shall possess and exercise the power to select those elected public officials, who, by virtue of their offices, serve their respective constituencies and have governmental responsibilities which affect the low income to serve on the board.
3. In the event that there are not enough elected public officials willing or available to serve on the Board, the designating officials of the respective counties may select appointed public officials in order to fill the required public sector seats.
4. Public officials selected to serve on the Board may select representatives, who need not be public officials themselves, to serve in their capacity and to act on their behalf. However, such a representative shall not assume official duties on the Board in the absence of a public official who is an officer of the Board. If the representative is an elected officer to the Board, the public officials who selected that representative may not assume the officer duties of the representative.

5. The names of the public officials selected and their representatives, must be submitted to the Board before the public officials or their representative may be seated on the Board.

B. Representation of the Low Income

At least one-third of the total membership of the Board shall be comprised of democratically elected representatives of the low income, who need not be low-income themselves, but must be chosen in such manner as to insure that they truly represent the low-income. The number of seats allotted to low income sector representatives from each county shall be two.

Maximum possible involvement of the low-income to be represented shall be achieved through democratic elections held no later than thirty days prior to the annual meeting in target areas served by the CAA. Measures shall be taken to insure that only the low-income actually vote and that each eligible person casts only one vote in such election.

Elected representatives of the low-income shall be officially seated at the annual meeting.

In the event a low-income sector seat is vacated the individual having received the next highest number of votes from that area in the original election process will be seated on the Board of Directors.

Representation of Private Interests

One-third of the seats of the total membership of the Board shall be allotted to Community Representatives. The Community Representative Directors shall be nominated and confirmed by the Board of Directors at the May board meeting on even number years. The Board of Directors shall extend invitations to individuals that represent civic, professional, business, industry, labor, law enforcement; religious, welfare, education or other groups within the counties served by the agency that the board feels would add value to the governing body.

D. Residence of Representative

Every member of the Board who is selected to represent a specific geographical area within the community must reside within the area which he represents.

E. Removal

1. Any representative of the low-income or of the private sector may be removed from the Board for cause. Grounds for removal shall include: absence of the representative from three consecutive meetings of the board without just cause; any change of personal status which would jeopardize the eligibility of the representative to serve on the board or which would place the representative in a conflict of interest position; or any act that would be verifiably inconsistent with the aims and goals of the CAA.
2. Public officials or their representatives can only be removed from the Board by the designating officials who selected the public officials. The Board shall only petition the responsible designating officials to remove the public officials or their representative when there is cause as described in this Article.
3. When cause for a removal of a representative of the private sector or of the low-income sector has been established by the Board, before actual removal, the representative shall be notified in writing by the Chairman of the Board of the specific grounds for removal citing dates, times, and places, as applicable.

F. Vacancies

1. Any vacancy which occurs as the result of the removal or resignation of a representative of the private sector or of the poor sector, the removal of a public official by the designating official, or when a public official leaves office or resigns from the Board, shall be filled as soon as is reasonably possible, by the same selection procedure which seated the member originally, in accordance with this Article.
2. Any vacancy which occurs on the Board of Directors for any reason for which no replacement has been properly selected shall be filled in the same manner and by the same body which originally sent a representative to that seat. Such representatives shall serve for the remainder of the unexpired term.
 - (a) In the event that the seat of a public official becomes vacant, the Board of Directors shall promptly ask the designating officials within that community or the mayor of the largest city in specified instances to select another public official or public sector representative to fill the seat.
 - (b) In the event of a private interest seat vacancy, the Board of Directors shall seek a new member by means of extending an invitation to join the board.

(c) In the event the seat of a low-income sector representative becomes vacant, the individual having received the next highest number of votes from the area in the original election process will be seated on the Board of Directors.

3. The board shall fill all vacancies as soon as reasonably possible.

ARTICLE V-PETITIONING PROCEDURE

DISSOLVED MAY 8, 2008

ARTICLE VI-MEETINGS OF THE BOARD

A. Annual Meeting

The annual meeting of the Board shall be held on the second Thursday of July of each year.

B. Regular Meeting

Regular meetings shall be held bimonthly on the second Thursday of July, September, November, January, March and May at 7:00 p.m. Changes in this schedule will be announced in advance.

C. Special Meetings

Special meetings may be called by the Chairman of the Board or upon the request of any ten members of the Board pursuant to the notice requirements of the Article.

D. Location

All Board meetings, regular and special, shall be held at Frenchburg, Kentucky or at a place convenient to Board members and the general public upon agreement of a majority of the Board.

E. Notice

Written notice stating the place, date, and time of each meeting shall be mailed to each Board Member at least ten days prior to such meetings and shall be published in each of the local newspapers serving the area at least five days prior to such meetings.

F. Open Meetings

All regular and special meeting of the Board shall be open to the general public, except those meeting which intend to address sensitive personnel actions or unevaluated data of a sensitive nature may be held in closed session upon a simple majority vote of a quorum of the Board.

G. Agenda

An agenda of each special meeting of the Board shall accompany the notice of that meeting and shall be sent to all Board members. No meeting, be it regular or special, may address the issues of removal of a member of the board for cause, election of officers of the Board, the amending or revision of the by-laws, or the hiring and firing of the Executive Director, Finance Officer or Head Start Director of the CAA unless such items appear on an agenda circulated pursuant to the requirements of this Article.

H. Rules of Order

The parliamentary procedures of all meeting of the Board shall be conducted in accordance with Robert's Rule of Order, Revised.

I. Voting

Each member of the Board shall be entitled to one vote. Proxy voting is prohibited.

J. Secret Ballot

Secret ballot will be used in voting on all motions to: remove a representative of the private sector or of the low income sector for cause, petition responsible designating officials for the removal of a public official or his/her representative; elect any officer of the Board; and hiring or firing of the Executive Director.

K. Quorum

A quorum for all regular and special meetings of the Board of Directors, with the exception as noted below will consist of those voting members present at the meeting with a minimum of one-third of all voting members being present.

A majority of all voting members shall be required at any meeting for the purposes of conducting the following business:

- (a) amending, altering or repealing the by-laws;
- (b) amending the articles of incorporation;

- (c) adopting a plan of merger or consolidation with another corporation;
- (d) authorizing the sale, lease, exchange or mortgage of all, or substantially all of the property and assets of the Corporation;
- (e) authorizing the voluntary dissolution of the corporation or revoking proceedings thereof;
- (f) adopting a plan for the distribution of the assets of the corporation;
- (g) electing, appointing or removing any member of the board;
- (h) terminating the Executive Director, Head Start Director or Finance Officer;
- (i) hiring an Executive Director, Finance Officer or Head Start Director.

Voting by proxy or by absentee ballot is prohibited

L. Act of the Board

The act of the majority of the Directors at any meeting at which a quorum of the Board is present shall be an act of the Board.

M. Minutes

Minutes of all meeting of the Board shall be kept which fairly and accurately reflect the business of the meeting and the basic sides of any disputed questions of issues which arise. The minutes shall also include a record of votes on all motions acted upon by the Board.

N. Distribution

Previous meeting minutes shall be mailed to all Board members at least ten days prior to regularly scheduled meetings of the Board and shall be made available for public inspection at a time and place convenient to the general public.

ARTICLE VII-Officers of the Board

1. The officers of the Corporation shall be the Chair, Vice-Chair, and Secretary/Treasurer and shall be dully selected members of the Board.
2. The Chair and Secretary/Treasurer of the Corporation shall be bonded.
3. All officers of the Corporation shall be elected at the annual meeting of the Board on even number years. Each officer shall serve for a period of two years and may succeed himself/herself in office upon a proper act of the Board.
4. Any vacancy is any office shall be filled by Board for the unexpired portion of the term.

Chairman of the Board

The Chairman shall be the principal representative of the Corporation, and subject to the control of the Board, shall, in general supervise all the business affairs of the Corporation.

When present, he shall preside at all meetings of the Board. He may sign, any designated individual thereto authorized by the Board, any contract, agreement, grant award, proposal, or other instrument which the Board has authorized.

He shall, in general, perform all duties incidental to the office of Chairman and such other duties as may be prescribed by the Board from time to time.

Vice-Chairman

The Vice-Chairman shall perform all duties of the Chairman in the absence of that officer and any other duties as may be assigned him by the board.

Secretary-Treasurer

The Secretary/Treasurer shall authorize the official minutes of the Board meetings; assure that all notices are duly given in accordance with provisions of these By-Laws as required by law; maintain a register of the names and postal addresses of each member of the Board; having reporting responsibility for all funds received by the Corporation, with the assistance of the Fiscal Officer of the CAA; and in general, perform all duties incidental to the Office of Secretary/Treasurer.

ARTICLE VIII-COMMITTEES OF THE BOARD

A. Standing Committees

The Chairman of the Board shall appoint members to standing committees as the Board deems necessary. An effort will made to rotate persons on different committees each year to the extent possible. Such standing committees will include the following:

1. Planning Committee

The Planning Committee shall be representative of the entire Board and shall consist of no less than six members. The Chairman of the Board will serve as the Chairman of the Planning Committee, and, in his absence, the Vice-Chairman of the Board will preside. The Planning Committee shall function throughout the year as

an active committee working closely with the Executive Director, Planner, and other staff of the CAA. The committee shall be responsible for assessing the problems and needs of the low-income within the area, planning projects to address those needs, evaluating the performance of functioning CAA projects, and submitting recommendations to the Board for such planning may be necessary.

2. **Personnel Committee**

The Personnel Committee shall consist of no less than six persons who are representatives of the entire Board. It shall be the chief responsibility of the Personnel Committee to preview those applicants for such positions that the Personnel Committee chooses for interviewing, and make recommendations concerning its determinations for hiring the Executive Director, or any other staff at the recommendation of the Board, to the entire Board. The committee shall also receive and review employee grievances which can not be resolved at the supervisory level. The Executive Director and the Equal Opportunity Officer shall each serve in a technical advisory capacity to the committee and the chairman shall be the Chairman of the Board. The Personnel Committee shall preview and recommend to the Board of Directors proposed changes and/or amendments to the Personnel Policies and Procedures.

3. **Human Rights Committee**

The Human Rights Committee shall consist of no less than six members and shall reflect the composition of the full Board, one-third from each sector, with at least one committee member representing minority group interests on the Board. The Chairman shall appoint the members and shall name the particular member who will preside as Chairman of the Committee.

4. **Executive Committee**

The Executive Committee shall have and exercise the authority of Board of Directors in the management of the Corporation during the period between regular meeting of the Board. The Executive Committee shall report on the action it takes between meetings at the next meeting of the full Board.

The Executive Committee shall consist of the officers of the Board and shall include at least one board member from each county.

However, the Executive shall not have the authority of the Board in reference to:

- (j) amending, altering or repealing the by-laws
- (k) amending the articles of incorporation
- (l) adopting a plan of merger or consolidation with another corporation

- (m) authorizing the sale, lease, exchange or mortgage of all, or substantially all of the property and assets of the Corporation
- (n) authorizing the voluntary dissolution of the corporation or revoking proceedings thereof
- (o) adopting a plan for the distribution of the assets of the corporation
- (p) amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by this committee
- (q) electing, appointing or removing any member of any committee or any Director or officer of the corporation
- (r) fining the compensation of any member of such committee
- (s) Hiring or termination of the Executive Director, Finance Officer or Head Start Director

B. Ad Hoc Committee

As the Board deems necessary the Chairman shall appoint members to ad hoc committees which shall function on a special, generally temporary basis.

C. Membership

All standing ad hoc committees of the Board shall fairly reflect the composition of the full board and at least one-third of the membership of each committee shall be representative of the poor.

D. Ratification

Any and all acts of any and all committees of the Board must be ratified by an act of the board at the next regular meeting of the Board.

E. Voting

Each member of any committee shall be entitled to one vote.

F. Quorum and Act

A simple majority of any committee shall constitute a quorum of that committee. Any act of the majority of a committee at which a quorum of the committee is present shall constitute an act of the committee.

G. Notice

Each member of any committee must be notified in writing of the time, date and location of such meeting at least five days before the committee shall meet. The requirement for notice may be waived, however, upon written agreement of all members of the committee which is meeting.

ARTICLE IX-POWERS OF THE BOARD

The Board shall have the power to receive and administer funds pursuant to Title II of the Economic Opportunity Act of 1964, as amended; to receive and administer funds and contribution from private or local public sources; and, to receive and administer funds under any Federal or State assistance program pursuant to the requirements of those programs.

The Board shall have the power to transfer funds so received and to delegate powers to other agencies subject to its overall program responsibilities and governing regulations.

The Board shall have the power to contract and to do any and all acts necessary to carry out its purpose in accordance with Title II of the Economic Opportunity Act of 1964, as amended.

These By-Laws may be amended, altered, or revised at any time by an act of the Board. Such amendments, alternations, or revisions of the By-Laws shall be subject to the notice and agenda requirements of Article VI and shall be promptly transmitted to the appropriate funding sources.

ARTICLE X-DISSOLUTION OF THE CORPORATION

Dissolution of the Corporation shall be in compliance with the laws of the Commonwealth of Kentucky and with applicable closeout requirements and regulations for both the Community Services Block Grant funds and for those funds granted through other Federal, State, and local sources.

The disposition of all property and assets of this corporation shall be executed in accordance with applicable portions of the Federal Administration of Grants, Title 45CFR Part 74, and any amendments thereto, as well as with other CSBG Provisions.