

**WASHINGTON COUNTY COMMUNITY ACTION ORGANIZATION
BY LAWS**

ARTICLE I: Name and Offices

Section A. Name

The name of this non-profit private organization shall be Washington County Community Action Organization, Inc., hereinafter referred to as WCCAO.

Section B. Offices

The Corporation may have such offices as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section C. Registered Office

The registered office of the corporation required by the Oregon Non-Profit Corporation Law to be maintained in the State of Oregon may be, but need not be, identical with the principal office in the State of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II: The purpose of WCCAO shall be as follows:

Section A.

Washington County Community Action Organization is a private non-profit, community based agency serving the economically disadvantaged in Washington County by providing for basic needs and promoting long term self-sufficiency.

Section B.

The responsibilities of WCCAO shall be as follows:

1. To serve as the local Community Action Agency to contract, receive, and dispense funds in connection with, but not limited to the 1981 Community Services Block Grant Act and any amendments thereto.
2. To exercise all of the powers granted to a non-profit corporation under the Oregon Non-Profit Corporation Act as limited by Section 501 (C) (3) of the Federal Internal Revenue Code.
3. To remove obstacles and solve problems which block the achievement of self-sufficiency for the economically disadvantaged.

4. To promote greater participation of the economically disadvantaged in decisions and activities affecting them.
5. To provide the leadership required to assure the active involvement of the public, private and non-profit sectors in addressing the problems of economically disadvantaged people.
6. To address both the causes and symptoms of poverty by providing a range of services that help people to:
 - a. Secure meaningful employment;
 - b. Attain needed education and training;
 - c. Obtain adequate housing;
 - d. Meet emergency basic needs;
 - e. Counteract conditions of starvation and malnutrition; and
 - f. Make more effective use of other related services and programs.

ARTICLE III: Board of Directors

Section A. Number

There shall be 18 members on the Board of Directors.

Section B. Qualifications

1. Board members shall live or work in Washington County, Oregon. However, no more than two Board members may reside outside of Washington County.
2. No person may sit on the Board who is an employee of WCCAO.
3. The Board will be constituted so that: (1) one-third of the members of the Board are elected public officials currently holding office or their representatives. If the number of elected officials reasonably available and willing to serve is less than one-third of the membership, membership of appointed public officials may be counted as meeting the one-third requirement; (2) at least one-third of the members are persons chosen through democratic selection procedures adequate to assure that they are representatives of the poor in the area served; and, (3) the remainder of the members are officials or members of business, industry, labor, religious, welfare, education, or other major groups and interests in the community.

Section C. Alternates and Proxy Votes

1. Each elected Board member may designate an alternate of his/her choice, who shall serve in the members absence and may participate otherwise in a non-voting capacity.
2. A Board member unable to attend a meeting may cast proxy votes on specific, pre-stated issues.
3. The Board of Directors shall have the power to create such additional non-voting, ex-officio Board positions as they deem desirable.

Section D. Term of Office

1. The term of office of directors shall be three years. 1/3 of the positions, and 1/3 of the members of each sector, shall be elected each year to the annual meeting.
2. Effective with the adoption of these amendments, no director shall serve more than two consecutive terms, provided that an individual elected to complete a vacant term shall not be considered to have served that term.

Section E. Compensation

The WCCAO Board members shall serve without salary.

Section F. Resignation

Any Board member may resign at any time by giving written notice thereof to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein and unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective. Resignations will be noted in the Board minutes.

Section G. Removal

1. In the event that any director has two consecutive absences from regular meetings and is not represented by a designated alternate, they will be notified by the Board secretary that a third consecutive absence will result in removal from the Board.
2. Any director may be removed from the Board upon a 2/3 majority vote of the Board members at any regular or special meeting. A two week notice of the time and place of the proposed removal of any member must be given to such member by the Chair of the Board.

3. In the event that any director position becomes vacant as a result of resignation, removal or death of such director, the Board may elect a successor by majority vote at the next regular meeting.
4. Following a declaration of removal by the Board of Directors, the member so removed shall be given written notice of the action taken.

Section H. Vacancies

When the seat of a public official is vacant, the Board shall ask the jurisdiction represented to select another public official to complete the term. When the seat of a low income organization is vacant, the Board shall ask that organization to name another representatives to complete the term. When a seat in the private sector is vacant, open recruitment will occur.

ARTICLE IV. Conduct of Meeting

Section A. General Powers

The business and affairs of the corporation shall be controlled by its Board of Directors acting as a body in formal session, including the power to determine personnel, fiscal, and program policies, to approve overall program plans and priorities, and to assure compliance with conditions of and approve proposals for financial assistance.

Section B. Annual Meeting of the Board

An annual meeting of the Board of Directors shall be held. The meeting is designated by the Board for the purpose of electing members and officers of the corporation and for the transaction of such other business as may come before the Board.

Section C. Regular Meeting

Regular meetings of the Board of Directors shall be held at least quarterly on a day and hour designated by the Board. If such meeting day falls on a legal holiday in the State of Oregon or is otherwise inconvenient or unsatisfactory in the opinion of the Board of Directors, the Chairperson with a majority of the Directors concurring, may fix another date in lieu of the regularly scheduled meeting date.

Section D. Special Meeting

Special meetings of the Board of Directors may be called by or at the request of the Chairperson, Executive Director or any four (4) Board members.

Section E. Place of Meeting

All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place within Washington County as may be determined by the Board of Directors.

Section F. Notice of Meeting

Notice of regular meetings shall be provided either by mail or telephone to members of the Board and must be posted at the WCCAO office at least seven (7) days prior thereto. Notice of special meetings must be posted and Board members notified at least twenty-four (24) hours prior thereto. Notice shall include time, place, and agenda.

Section G. Quorum

A majority of the number of Board Members or if absent, designated alternates, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section H. Vote

Each member of the Board of Directors shall be entitled to one vote. Alternates may vote only in the absence of the primary member.

Section I. Manner of Acting

The act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of greater number is required by the Articles of Incorporation or by the Oregon Non-Profit Corporation Law.

Section J. Presumption of Assent

A voting member of the Board of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he shall file his dissent to such an action with the person acting as the secretary of the meeting before the adjournment thereof.

ARTICLE V: Committees

Section A. Appointment

The Board may create such committees as it may deem appropriate. Each such committee shall be appointed by the Chairperson of the Board of Directors, shall consist of three (3) or more members of the Board, and may include non-members subject to concurrence of the Board.

Section B. Manner of Acting

The act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of greater number is required by the Articles of Incorporation or by the Oregon Non-Profit Corporation Law.

Section C. Executive Committee

The Board shall appoint an Executive Committee which shall consist of all Board Officers and other Board members or active alternates elected by the Board and shall reflect the Board composition. Executive Committee meetings shall be held as needed to be determined by the Chairperson, and shall be called by the Chairperson, Vice-Chairperson or by any Board Officer and one other Board member. The Executive Committee shall keep a written record of its official acts and shall submit such records to the Board.

The Executive Director and any staff or consultant may be appointed to serve as ex-officio committee members or consultant. A simple majority of Executive Committee members constitutes a quorum, and a quorum will be necessary in order to take official action.

The Executive Committee shall be charged with the responsibility of conducting interim business for the Board and shall report its activities to the next regular Board meeting for confirmation. The Executive Committee shall follow Board policy in all matters and will discharge such matters as assigned to it by the Board. All Executive Committee action shall be subject to review and modification by the Board.

ARTICLE VI: Officers

Section A. Number

The Officers of the corporation shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer, each of whom shall be elected by the Board of Directors for its membership, and at least one which shall hold a low-income position on the Board. Such other officers and assistant officers as may be deemed necessary may be elected from time to time by the Board members.



Section B. Election and Term of Office

The officers of the corporation to be elected by the Board members shall be elected at the organization meeting of the initial Board of Directors and annually thereafter by the Board members at the Annual Meeting thereof. If the election of officers shall not be held at such meeting such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office, until his successor shall have been duly elected and accepted office, or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. A Board member and his/her alternate may not serve as an officer or Executive Committee member at the same time.

Section C. Removal

Any officer elected by the Board members may be removed by a vote of 2/3's majority of the Board whenever in its judgement the best interest of the corporation would be served thereby.

Section D. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the board for the unexpired portion of the term, by nomination from the floor at the first regular meeting following notification of the vacancy.

Section E. Chairperson

The Chairperson of the corporation shall preside at all meetings of the Board and may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or agent to the corporation or shall be required by law to be otherwise signed or executed. The Chairperson shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section F. Vice-Chairperson

In the absence of the Chairperson or in the event of his death, 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 perform such other duties as may be prescribed by the Board of Directors from time to time.

Section G. Secretary

The Secretary shall keep the minutes of the Board of Director's meetings in one or more books provided for that purpose; so that all notices are duly given in accordance with the provisions of these By-Laws or as required by law: be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation its seal is duly authorized: sign with the Chairperson, Vice-Chairperson or other officer or agent which the Board has authorized to be executed on its behalf; and in general perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board of Directors from time to time. The Board may expressly delegate to some other officer, agent or employee of the corporation any of the duties enumerated above.

Section H. Treasurer

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such form and with such surety or sureties as the Board shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of ARTICLE IX of these By-Laws; and in general perform all the duties incident to the office of the Treasurer and such other duties prescribed by the Board of Directors from time to time. The Board may expressly delegate to some other officer, agent or employee of the corporation any of the duties enumerated above.

ARTICLE VII: Employees

Section A. Executive Director

The Board of Directors shall appoint an Executive Director to serve at the pleasure of the Board. Such Executive Director shall be a full-time employee of the corporation and, subject to the direction and control of the Board, shall direct and supervise the business and affairs of the corporation. He/she shall perform such duties as may be prescribed by the Board of Directors from time to time. The salary of the Executive Director shall be fixed from time to time by the Board of Directors.

Section B. Finance Manager

The Board shall establish and maintain a position of Finance Manager. The manager shall be hired, supervised and discharged by the Executive Director in accordance with the established Personnel Policies of the corporation. The manager shall prepare a monthly and annual financial report for the Board and shall be responsible for conducting financial affairs of the corporation within applicable laws, regulations and generally accepted accounting principles.

Section C. Other Employees

The Board may establish such other positions of employment as it deems desirable from time to time and shall fix salaries for such positions. The Executive Director shall hire and discharge employees of the corporation in accordance with the established Personnel Policies of the corporation.

ARTICLE VIII: Fiscal and Financial Regulations

Section A. Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section B. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section C. Deposits

All funds of the corporation not otherwise employed shall be expediently deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section D. Investments

All investments and reinvestments of funds of the corporation shall be restricted to the classes of investment permitted by statute.

Section E. Fiscal Year

The Fiscal Year of the corporation shall end on June 30, of each year.

Section F. Audit

An independent audit of the corporation books shall be made at the end of each fiscal year.

The Chairperson of the Board shall make available to the members of the Board the aforesaid audit, and shall submit a detailed financial statement based upon such audit at the first meeting of the Board following receipt of said audit, but no later than 150 days following the close of the fiscal year.

ARTICLE IX: Amendments and Statements of Policy

Section A. Amendments

These By-Laws may be altered or amended at the regular meeting or a special meeting of the Board by a majority vote of the quorum present. Written notice and the proposed change shall be mailed to members of the Board at least thirteen (13) days prior to the date of the meeting.

Section B. Dissolution of the Board

Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be distributed in accordance with a plan of distribution adopted by the Board; provided, however, all liabilities and obligations of the corporation shall be first paid, satisfied and discharged, or adequate provisions shall be made therefore, and assets held by the corporation upon condition requiring return, transfer, or conveyance, which conditions occurs by reason of the dissolution or final liquidation shall be returned, transferred or conveyed in accordance with such requirements.

Any remaining assets not held by this corporation upon condition of return, transfer, or conveyance, which condition occurs by reason of the dissolution or final liquidation, shall be returned or conveyed to one or more domestic corporation funds of foundations organized, created, or operated exclusively for charitable scientific, or educational purposes as defined in Section 501 of the Internal Revenue Code, or if a public purpose, to the United States conveyance to be pursuant to a plan of distribution which shall be adopted in a meeting of the Board of Directors of the corporation.

Section C. Conflict of Interest

A potential conflict of interest exists if a Board member takes any action the effect of which would be to their private financial gain or loss, or to that of their family. A potential conflict does not exist if the financial gain or loss arises because the action affects to the same degree all people in the county or a large class of people with which the member is associated.

If a potential conflict of interest arises, the affected member must give notice before taking action and shall not vote. Such disclosure of a potential conflict of interest will be made part of the minutes of the meeting. Where there is question, the Board Chair shall decide.

Any Board member that may benefit from an action by the Board more so than any other member of the community must be identified during the audit and the auditors will look closely at the transaction involving them.

Section D: Indemnification

The corporation may indemnify to the fullest extent permitted by law, any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, trustee, officer, employee, or agent of the corporation or any of its subsidiaries, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation or any of its subsidiaries, or serves at the request of the corporation as a director, trustee, officer, employee or agent or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. Any indemnification provided pursuant to this Article IX, Section D shall not be exclusive of any rights to which the person indemnified may otherwise be entitled under any provision of these By-Laws, the Articles of Incorporation, agreement, statute, policy of insurance or otherwise.

Section E: Personal Liability

To the fullest extent permitted by law, no trustee, director or officer of the corporation shall be personally liable to the corporation or its members, if any, for monetary damages for conduct as a trustee, director or officer. Without limiting the generality of the foregoing, if the provisions of the Act are amended after this Article IX, Section E becomes effective to authorize corporate action further eliminating or limiting the personal liability of trustees, directors or officers of the corporation, then the liability of trustees, directors and officers of the corporation shall be eliminated or limited to the fullest extent permitted by the Oregon Revised Statutes, as so amended. No amendment or repeal of this Article IX, Section E, nor the adoption of any provision of these By-Laws inconsistent with this Article IX, Section E, nor a change in the law, shall adversely affect any right or protection that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law shall reduce or eliminate the rights and protection set forth in this Article IX, Section E unless the change in law specifically requires such reduction or elimination.

***THESE BY-LAWS WERE AMENDED AND APPROVED ON JUNE 12, 1985
SECOND BY-LAWS AMENDMENTS WERE APPROVED ON JANUARY 17, 1990
AT THE RESPECTIVE WCCAO BOARD MEETINGS.
REISSUED AND APPROVED BY THE BOARD AUGUST 21, 1991**