

BY-LAWS OF
BOULDER COUNTY
COMMUNITY ACTION PROGRAMS BOARD

ARTICLE I. STRUCTURE, NAME, PRINCIPAL OFFICE AND GOALS

Section 1 Structure

The Board of County Commissioners of Boulder County (BOCC) has elected to serve as the Community Action Agency within the County of Boulder. The Commissioners, as the Governing officials of the agency shall, together with a Board, plan, coordinate, evaluate and administer a community-based action program to involve low-income and disenfranchised communities in creating opportunities for self-determination through community organizing and/or direct service. CAP programs integrate cultural diversity and address issues that affect youth, families and people of color.

Section 2 Name

The name of the Board shall be the Advisory Board of the Boulder County Community Action Programs.

Section 3 Principal Office

The principal office of the Boulder County Community Action Program shall be located at 3482 North Broadway, Boulder, Colorado, 80304, (303) 441-3975.

Section 4 Goals

The goal of the Board shall be to help focus available local, private and Federal resources upon the goal of involving low-income and disenfranchised communities in creating opportunities for self-determination through community organizing and/or direct service. The goals of the Board are to:

- A. Oversee the development and implementation of programs serving Boulder County's low-income residents.
- B. Ensure that the Boulder County low-income sector has an opportunity to participate fully in the planning and implementation of such programs.
- C. Secure broad community involvement in such programs.

**ARTICLE II RELATIONSHIP BETWEEN BOARD OF COUNTY
COMMISSIONERS AND BOARD OF THE COMMUNITY ACTION
PROGRAMS**

Section 1 Memorandum of Agreement

The Memorandum of Agreement between the Board of County Commissioners and the Advisory Board, as may be amended from time to time with approval of all parties to the Agreement, hereby becomes a part of these By-Laws attached as Appendix A.

Section 2 Conflicts

In the event of a conflict between the provisions of these by-laws and the Memorandum of Agreement, the Memorandum of Agreement shall take precedence.

**ARTICLE III COMPOSITION AND MEMBERSHIP OF ADMINISTRATIVE
BOARD**

Section 1 Number and Classification of Members

The Board shall consist of a maximum of fifteen (15) members, and shall be constituted in the following manner:

- A. One-third of the members are public officials or their representative(s).
- B. At least one-third of the members are chosen through a selection procedure adequate to assure that they are representative of the population as defined in Article I, Section 1. Structure; and,
- C. The remainder of the members are officials or members of business, industry, labor, religions, welfare, education or other major groups and interests in the community.
- D. The Board shall be comprised of members who reflect the ethnicity and geographic makeup of the participants the Community Action Programs' serve.

Section 2 Selection of Members of Board

- A. Public Officials
 - (1) One-third of the Board shall be elected public officials or their representatives or appointed public officials as provided by paragraph (2) next below.
 - (2) The County Commissioners shall select the elected public officials to serve on the CAP Board. In the event that there are not enough elected public officials reasonably

available and willing to serve, the Commissioners may select appointed officials to so serve. 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.

- (3) Each public official selected to serve on the Board may choose one permanent representative to serve on the Board, either full-time or in those instances when the public official is unable to attend a meeting. These representatives need not be public officials but shall have full authority to act for the public officials whom they represent at meetings of the Board.

B. Representatives of the Low-Income Sector

Selection Process: The process of seating low-income Board members shall be as follows: prospective candidates shall submit a completed application form to the Membership Committee (see Article VI Section 1) who will screen the prospective candidates to the Community Action Advisory Board and present the candidate to the Board for approval. The Board will present the slate of candidates to the Board of County Commissioners for consideration in making their appointment. The Board of County Commissioners reserves the right to appoint candidates whose names were not submitted but have applied for the position. This shall be the selection process for the Officers of CAP as well.

C. Representatives of the Private Sector

- (1) The remainder of the Board shall consist of representatives of the private sector.
- (2) 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, private educational institutions, constituencies of low-income sector concerned with specific problems e.g., the disabled low-income, and religious organizations and minority organizations.
- (3) The Board shall seek participation from the following types of organizations:
 - (a) professional associations (bar associations, medical);
 - (b) civic organizations (League of Women Voters, etc.);
 - (c) organizations concerned with groups generally served by the agency, e.g. civil rights groups, tenant groups, etc.;
 - (d) large employers or associations representing employers in the area, e.g. business, industry trade associations, Chamber of Commerce, etc.; and,
 - (e) organizations involved in community and housing development, e.g., housing developers, banks savings and loan associations.
- (4) There should not be more than two members from any one of the above listed categories (a) through (e);

(5) Selection Process. The process of seating Private Sector Board members shall be as follows: prospective candidates shall submit a completed application form to the Membership Committee, who will screen and recommend the prospective candidates to the Community Action Advisory Board for approval. The Advisory Board will vote on the candidates and will present the slate of candidates to the Board of County Commissioners for consideration in making their appointment. The Board of County Commissioners reserves the right to appoint candidates whose names were not submitted, but have applied for the position.

Section 3 Leave of Absence

A leave of absence of no more than six (6) months may be granted an individual Board member at the discretion of the Board. The Board member on leave shall not be considered for purposes of quorum.

Section 4 Years

All representatives shall have three (3) year terms. No representative may serve more than four (4) consecutive terms. All representatives shall serve at the pleasure of the County Commissioners.

Section 5 Removal

A member of the Board who misses three (3) consecutive or three (3) out of five meetings, excused or unexcused, may be removed from the Board. In the event of removal of any Board members the County Commissioners shall be notified via written request approved by the majority of CAP Board members. An appointed representative may be removed by letter from the BOCC.

Section 6 Vacancy or Resignation

There is a vacancy of the Board when: (1) a member has been notified of official removal by action of the Board; (2) when a member notifies the Board of resignation; (3) when the BOCC removes a board member; and, (4) when a public official leaves office. All new appointees shall hold their appointment for the unexpired portion of the term of the person leaving office and may seek reappointment at the appropriate time.

A. Public Sector Vacancy. When the seat of a public official is vacant, the Board shall ask the County Commissioners to fill the seat. This process shall be concluded within three (3) weeks of notification to the County Commissioners whenever possible.

B. Private Sector Vacancy. When the seat of a representative private organization is vacant, the Board shall follow the procedure as described in Article III. Section 2. C.

C. Low-income Sector Vacancy. When the seat of a low-income representative is vacant the Board shall follow the procedure as described in Article III. Section 2. B.

Section 7 Conflicts of Interest

- A. No person may sit on the Board who is an officer or employee of an organization contracting to perform a component of the Community Action Programs work funded by the Colorado Community Services Block Grant unless full disclosure is made and the BOCC votes to approve such person's tenure on the Board.

- B. Public officials sitting on the Board will not participate in decisions affecting funding from the Colorado Community Services Block Grant.

- C. No employee of Community Action Programs or of the State of Colorado Department of Local Affairs may serve on the Board, and no other State employee may serve on the Board in a capacity which will require him/her to act as an agent of or attorney for the Community Action Programs in its dealings with the State of Colorado Department of Local Affairs.

ARTICLE IV MEETINGS OF THE BOARD OF COMMUNITY ACTION PROGRAMS

Section 1 Annual Meeting

The annual meeting of the Board shall be held in February of each year. The order of business shall include the seating of new members, the election of officers and the transaction of other business as may come before the Board.

Section 2 Regular Monthly Meeting

At least ten (10) regular meetings of the Board shall be held annually at such times and places to be determined by the Board. Notice of meetings shall be mailed to the Board Members no less than (10) days prior to the meetings. An agenda shall be included in the notice. Notice and agenda will be posted at 1325 Pearl Street, Boulder, CO 80302.

Section 3 Special Meetings

Special meetings of the Board may be called by the Chairperson or by one-third of the Board membership. Written notice of the date and time of the special meetings and of the nature of business to be conducted at the meeting shall be provided not less than five (5) days in advance. Only business stated on the notice may be transacted during the special meeting. Notice and agenda will be posted at 1325 Pearl Street, Boulder, CO 80302.

Section 4 Quorum

Fifty percent (50%) of the non-vacant seats of the Board shall constitute a quorum for transaction of business at all Board meetings.

Section 5 Decision-making

Each Board member present at the meeting has a voice in the deliberative process. The chair will attempt to achieve unity in decisions. If the Board does not have unity, the Board may resort to vote. In this case, each Board member present at the meeting shall have one (1) vote.

Section 6 Public Meeting

All meetings of the Board shall be open to the public. Members of the community and other interested persons may attend any Board meeting; however, non-Board members must request Board consent to address the Board during its meetings. The Board may exclude non-Board members during discussions of personnel or other sensitive matters; however, all Board actions must be taken in public session.

Section 7 Electronic Meetings

Regular and Special Meetings of the Advisory Board of the Boulder County Community Action Programs may be held by electronic means (such as e-mail, telephone conferences, video conferences, video conferences, facsimile etc.) subject to the following:

- (a) The technology used for the electronic meeting shall allow Board members full access to and full participation throughout the specified time of the meeting. Once a quorum is established all members shall be assumed present until the meeting is adjourned.
- (b) The Board will adopt procedures for conducting electronic meetings. The procedures for conducting electronic meetings, including notice and public involvement shall conform to these bylaws to the fullest extent possible.

ARTICLE V OFFICERS

Section 1 Officers

The elective officers of the Board shall be a Chairperson, a Vice-Chairperson and a Secretary.

Section 2 Duties

- A. The Chairperson shall preside at all meetings of the Board, shall appoint members of committees, shall sign documents and instruments as authorized by the Board and the

BOCC; shall establish the agenda for the meetings; and shall perform other appropriate duties incident to the office. In addition, the Chairperson may serve on committees as an ex-officio member only.

B. The Vice Chairperson shall assist the Chairperson and shall perform the duties in the absence of the Chairperson.

C. The Secretary shall take minutes in the absence of the CAP Office Manager and be responsible for special Board correspondence.

Section 3 Election and Term

The officers shall be elected by the Board from its membership at the annual meeting. Each officer shall have a one (1)-year term.

Section 4 Removal From Office

Any officer may be removed from office by the Board. Refer to Article III Sections 5 and 6.

Section 5 Vacancy

The Board may elect a member to fill out a vacancy for the unexpired portion of the Officer's term.

ARTICLE VI COMMITTEE

Section 1 Standing Committees

The Standing Committees of the Board shall be the Executive Committee, Program Planning Committee and Membership Committee. Each member of the Board is expected to sit on at least one of these committees. The committees shall be appointed by the Chairperson, subject to Board approval and shall fairly reflect the composition of the Board. Each committee will meet quarterly with specific dates set at the Annual Meeting. Each committee will elect a Chairperson who will report to the Board.

A. Executive Committee

- (1) The Executive Committee shall consist of the officers.
- (2) The Executive Committee shall transact routine and ordinary business between meetings of the full Board, if needed.
- (3) In addition, the Executive Committee may act on behalf of the Board if action is required on matters, which arise between Board meetings and such action cannot be delayed until a regular or special meeting of the Board. All such action must be reported at the next regular meeting of the Board for ratification by the Board.

B. Program Planning Committee

The Program Planning Committee, in conjunction with the Executive Director, shall discuss and make recommendations to the Board on matters related to identification of community needs and problems, formation of goals and objectives, and development of programs, plans and proposals for funding.

C. Membership Committee

The Membership Committee is responsible for the selection process required by these By-Laws. The Membership Committee shall be responsible for recommending applicants for populations as defined in Article I. Section 1.

Section 2 Other Committees

The Board may establish an ad hoc committee for a specific purpose or function. The Chairperson appoints the ad hoc committee.

ARTICLE VII AMENDMENTS

These by-laws may be amended, altered, changed, or repealed by the Board present at any regular or special meeting provided that notice of the proposed amendment, together with language and explanation thereof, was given in writing at least ten (10) days prior to the meeting at which action is to be taken.

Amended and Approved April 26, 2012