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**MID-IOWA COMMUNITY
ACTION, INC.
BOARD OF DIRECTORS
BYLAWS**

ARTICLE 1- PURPOSE

The Mission of Mid-Iowa Community Action, Inc. is to provide opportunities to people in vulnerable situations. We equip them to achieve stability, security, and success. We collaborate with families and partners to create communities where fewer people find themselves in poverty, and those who do have a path out.

Our vision is communities without poverty. We help create collaborative communities that are responsive to change and address the causes and conditions of poverty. We help build safe and healthy communities that offer abundant opportunities for all people to thrive.

It is the belief of Mid-Iowa Community Action that families are the building blocks of communities and the nation. Our organization's commitment to families will be carried out through public policy development and the creation of new approaches to serving families, Mid-Iowa Community Action will bring together community organizations and individuals, marshal resources, and provide direct services in its attempt to bring well-being to families.

To further these purposes, Mid-Iowa Community Action (MICA) shall operate programs to alleviate poverty, enhance public health and welfare, develop decent and affordable housing, open opportunities for education, training and work, and create opportunity to live in decency and dignity.

ARTICLE II - SERVICE TERRITORY

The Corporation shall serve, primarily though not exclusively, the following five counties in the State of Iowa: Hardin, Marshall, Poweshiek, Story and Tama.

ARTICLE III - MEMBERSHIP

A. Composition of Directors

The business, property and affairs of the Corporation shall be managed by a Board of Directors composed of not less than twelve (12) persons and not to exceed fifteen (15). There will be a tripartite composition of the Board to reflect equal representation of Elected Public Officials, Low-Income, and Major Private Interests. In addition, the Board shall include in its membership, persons with certain qualifications required by funders or other rules and regulations associated with funding or operations. This shall include, to meet the DHHS requirements associated with Head Start and Early Head Start funding, at least one person with a background in financial management, at least one person with expertise in the area of early childhood, a licensed attorney, and current or past parents of Head Start and Early Head Start children. Each of the five counties shall have one seat with the remaining seats being at-large. Board seat apportionment will be reviewed at least annually by the nominating committee and adjusted at the Board's discretion.

B. Election of Directors

The Board of Directors shall consist of representatives of the five counties identified in Article 11, selected as follows: at least four (4) elected public officials, at least four (4) representatives of low-income families, and at least four (4) representatives of major private interests such as business, labor, religion, private social service, education, and/or significant minority groups. The Board of Directors will receive nomination for membership from the Nominating

Committee and shall elect the members to the Board.

Low-income members must be democratically selected by representatives of low-income individuals and families who reside in the geographic service area served by MICA.

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The name of the potential Board members, identified either because the individuals volunteered or because the individuals were nominated by others and the individual accepted the opportunity to run for representative, will be considered a nominee. Once nominees are set, ballots with final candidates shall be available at all MICA offices in the target area. The candidate receiving the largest number of votes shall be the new low-income Board member for that county as long as the individual is a resident of the county.

A low-income individual, community organization, or representative of low-income individuals that considers its organization or low-income individuals to be inadequately represented on the Board, may petition for representation to the Chairperson of the Board. In the case of unincorporated organizations or interests, the petition must be signed by 25 individuals residing in the MICA service area as identified in Article II. The Chairperson shall present any such petition to the Directors at the next Board meeting.

A written statement of the Board's action on the petition shall be provided to the petitioning individual or group and will also be provided to the Division of Community Action Agencies of the Iowa Department of Human Rights. Should the Board grant the petition for representation, it shall take any actions necessary to provide that representation, so long as it conforms to the stated requirements of the MICA Bylaws and does not involuntarily remove any current serving member of the Board of Directors.

C. Criteria for Selection

1. All Directors must reside in MICA's Service area as defined in Article II.
2. The Directors must demonstrate a strong interest in community betterment.
3. The Directors must have expressed interest in assisting disadvantaged residents.
4. The Directors must have a history of participation in community services.
5. Elected Public Officials must hold office on the date of approval by the Board and must continue in office in order to serve on the Board.
6. Low-Income Directors shall be selected by the democratic process identified above.
7. No Director can be related to anyone employed by MICA as either a regular or casual employee.
8. Former employees of MICA cannot serve on the Board of Directors until there has been a period of no less than five (5) years since their separation from the employment.

D. Term of Directors

The term of office for a member shall be three (3) years and begins at the Annual Meeting of the Corporation, unless they are filling the vacated seat of another member. Directors may, upon nomination and election, serve additional terms. No person selected to serve on the Board of Directors shall serve more than three (3) consecutive terms without at least a one-year absence from the Board.

E. Voting

1. Each Director of the Board shall have one (1) vote, except the Chairperson who votes only in the case of a tie.
2. If a secret ballot is taken, the Chairperson may vote,
3. No member of the Board may vote by proxy.

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4. Every act of decision made by a majority of the Directors present at a meeting at which a quorum was established shall be regarded as an act by the Board.

5. Voting can only occur at an in-person, teleconference or other meeting where simultaneous, two-way communication between all members is possible.

F. Compensation

Directors shall serve without pay, but Directors who have difficulty meeting expenses arising from their official duties and responsibilities may be reimbursed for travel and other reasonable expenses incurred in attending meetings and transacting the business of the Corporation.

G. Alternates

No alternates will be named to the Board of Directors.

H. Vacancies

There is a vacancy on the Board when a member has been notified of his/her official removal by action of the Board for cause, when a member notifies the Board of his/her resignation, when a public official leaves office, or when a Board member moves from the MICA service area. The Board shall fill all vacancies as soon as is reasonably possible. Unexcused absences from three (3) consecutive, regularly scheduled meetings of the Board shall constitute cause for removal.

I. Conflict of Interest

Each Director and Officer of MICA has a duty of loyalty to the Corporation. Directors of the Board are prohibited from having a direct interest in any transactions of Mid-Iowa Community Action. A Director of the Board shall not participate in any transaction in which the member has an indirect interest unless the material facts of the transaction and the Board member's indirect interest were disclosed or known to the Board of Directors and the transaction is authorized, approved, or ratified by a majority of the Directors on the Board who have no interest in the transaction.

For purposes of this section, a Director of the Corporation has an indirect interest in a transaction if either:

- 1.) Another entity in which the Director has a material financial interest or in which the Director is a general partner is a party to the transaction.
- 2.) Another entity of which the Director is a Director, Officer, or Trustee is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation. Should a Director have an indirect interest in a transaction, the Director must reveal said interest and abstain from all votes relating to the transaction.

J. Indemnification

MICA shall indemnify each person who is or was a Director or Officer of MICA, pursuant to Iowa Code § 804.582 of the revised Iowa Non-Profit Corporation Act, in the event any such person was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative relating to MICA in accordance with Iowa law.

Any individual may be indemnified only if all of the following apply. The individual:

- 1) Conducted himself or herself in good faith;
- 2) Reasonably believed;

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- (i) In the case of conduct in his or her official capacity with MICA, that his or her conduct was in its best interests, and
 - (ii) In all other cases, that his or her conduct was at least not opposed to MICA's best interests; and
- 3) In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The corporation shall indemnify a Director or Officer of MICA if said person is wholly successful on the merits or otherwise in the defense of any proceeding to which the Director or Officer was a party against the reasonable expenses actually incurred by said Officer or Director in connection with the proceeding.

Further, the determination of a proceeding by judgment, order, settlement or its equivalent, is not, of itself, determinative for the Director to have met the standard of conduct set forth above. The Board shall undertake a complete review of all facts in determining whether indemnification is permitted under the Iowa Non-Profit Corporation Act.

Any determination of indemnification under this article shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding or, if such a quorum is not possible, by a majority vote of a committee designated by the Board of Directors consisting solely of two or more Directors not parties to the proceedings or by special legal counsel selected by a majority of the members of the Board of Directors who are not parties to the proceedings.

ARTICLE IV - POWERS AND SPECIFIC RESPONSIBILITIES OF THE BOARD AND EXECUTIVE DIRECTOR

A. Board Authority and Responsibility

The Board of Directors shall have the authority and responsibility to give final approval to all applications, program plan and priorities, programs and budgets submitted by the agency for funding, and no program may become effective without affirmative action of the Board of Directors.

The Board of Directors shall appoint or elect whatever committees it considers necessary to carry out the business of the Corporation. All Corporation officers, boards and committees shall have no authority beyond that conferred on them by the Board of Directors, and whatever power may have been delegated to them may at any time be altered or revoked by the Board of Directors.

In particular, The Board of Directors shall be responsible for securing the maximum feasible participation of the residents in the area in programs will be carried out and members of the groups that the program serves at all stages in the development, conduct and evaluation of all programs.

B. Board/Executive Director Relationship

The Executive Director shall be the executive agent of the Board of Directors of the Corporation, and shall be an ex-officio member of the Board of Directors, the Executive Committee, and all standing and Ad Hoc Committees, except the Nominating Committee, without vote. The Board is generally to deliberate and establish-not to implement-policies of the organization. The Board delegates to the Executive Director authority to achieve ends defined by the Board, holding the Executive Director accountable for successful achievement. The authority is considered total except where selectively withheld by explicit "executive limitation" policies.

With regard to "ends" and constraint on "executive limitations" of the organization, the Board will establish those values which, at a minimum, must be observed in the development of further executive policy and in executive action. The Board may develop its policies further at any time to be more inclusive or less so.

The authority of the Executive Director to act begins where the explicitly stated policy of the Board leaves off. Neither the Board nor any member of the Board shall instruct the Executive Director or any staff within any area which at the

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time is within the purview of the Executive Director. This does not prevent the Board inspection of areas within that purview nor Board request of information and opinion from the staff.

With respect to any area of organizational activity where the Board has rendered no policy guidance, the Executive Director is free to create any policy which is legal, ethical, and in compliance with the spirit of other policy which has been stated.

Generally, the Executive Director is empowered to assign and utilize resources; to employ, promote, discipline and deploy staff; to translate Board policies in to action; to speak on behalf of the agency as agent of the Board; and to organize and delegate for results he/she deems appropriate.

The Executive Director, acting with this blanket authority granted by the Board, may not perform, allow, not cause to be performed any act that is unlawful, unacceptable under commonly accepted business and professional ethics, less prudent than the "common person" test, or in violation of explicit Board limitations on executive authority (see all policies under this classification).

Should a situation arise wherein the Executive Director deems it unwise to comply with an explicit policy of the Board, he/she shall inform an officer of the Board before taking (or refusing to take) action. Informing does not exempt the Executive Director from subsequent Board judgment of action, but only guarantees that no such violation may be intentionally kept from the Board. The Board may from time to time, further limit Executive Director Authority. Such limitation acts will be Board policy.

The Executive Director's authority, with respect to paying compensation and benefits of employees, consultants, contract workers, and volunteers is limited as follows:

1. Only the Board can set the compensation and benefits of the Executive Director.
2. Current compensation and benefits of all other employees:
 - Must be reasonably consistent with the geographic or professional market in which the agency operates.
 - Must be as objective and free from claims of favoritism and class-related bias as possible.
 - May only be promised contingent upon sufficient agency revenues in accordance with approved budgets. Otherwise, it requires Board approval.
3. Deferred employee benefits, if provided, may not:
 - Cause unfunded liabilities to occur.
 - Expose the Board to legal action due to failure to exercise due and prudent care.
 - Commit to benefits that incur unpredictable future costs.
 - Provide less than some basic level of benefits to all employees, though differential benefits which aim at encouraging longevity in key employees is not prohibited.
 - Treat the Executive Director differently from other comparable key employees.
 - With respect to invested funds, be less prudent in risk and return.
 - Be instituted prior to disclosure to and approval of the Board.
4. Compensation of the top leadership staff shall be provided for review by the Board of Directors at least annually at a regularly scheduled meeting.

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In conducting the business of the Corporation, with regard to financial planning, the Executive Director shall not:

- Operate without a plan of receipts and expenditures in sufficient detail to allow prudent management of funds.
- Expend in any fiscal year more funds than received either by incurring debt or by reduction of capital reserves (unbudgeted discretionary funds).
- Violate generally accepted accounting procedures or fail to completely justify revenue projections for an ensuing period through conservative, burden-of-proof forecasting.
- Fail to assure that the budget is in keeping with the Board's long-range service priorities (see strategic plan).
- Expend funds for purposes other than which they are legally allowed.

The Executive Director can be removed from employment only by a determination of the Board of Directors. A 50% majority vote of all seated members shall be required to remove the Executive Director. Any removal shall be without prejudice to the general employment contract (if any) of the individual removed.

C. Contracts

The Board of Directors may authorize any office/officers, agent/agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

D. Check, Drafts or Orders

All checks, drafts, or orders for the payment of money, 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 and in accordance with the fiscal policy adopted by the Corporation. MICA shall not borrow any funds unless said borrowing is approved by a resolution adopted by the Board of Directors.

E. Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

F. Bonding

All Directors and employees of the Corporation handling cash receipts and/or disbursements shall be commercially bonded against any wrongdoing of misdealing which might result in financial loss to the Corporation.

G. Auditing

The Corporation shall be audited annually by a Certified Public Accountant employed by the Board of Directors. Results of such audits shall be made available to the Board of Directors. The Board of Directors shall solicit bids for audit services at least once every five (5) years.

H. Other Powers

The Board shall have other powers as are implicit in these bylaws.

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I. Meetings

1. Annual Meeting

The annual meeting of the Corporation shall be held during the month of November unless otherwise determined by a vote of the Board of Directors for good cause.

2. Regular Meetings

Regular meetings of the Board of Directors shall be held not less frequently than once every two (2) months as such time and place as the Board of Directors shall determine, but more frequently if the Board determines a need for more meetings.

3. Special Meetings

Special meetings may be called by the Chairperson as needed. A special meeting must be called by the Chairperson, if it is requested by at least three (3) Directors. Notice of special meetings must be given by telephone, email, or letter at least three (3) days before the time of the meeting, and must include the time, place and purpose thereof. Notice of all such meetings shall be posted in the lobby of the administrative offices. Action shall be limited to the specific cause or causes for which the meeting was called.

4. Meetings of the Executive Committee

The Executive Committee shall meet at the call of the Chairperson or upon the written request of two (2) members of the Executive Committee delivered to the Secretary. Notice of the Executive Committee meetings shall be given at least 24 hours in advance of the meeting, with the exception of emergency situations where such notice may not be possible. All Board members shall receive notice prior to such meetings and can observe any such meetings.

J. Notices of Meetings

Notices of meetings of the Board of Directors shall be in writing and mailed or sent by electronic transmission at least five (5) days prior to the meeting. Notice of meetings of the Board of Directors at which bylaws are to be discussed and acted upon shall be in writing and mailed or sent by electronic transmission at least ten (10) days prior to said meeting. Notice of the Annual Meeting shall be made in writing and mailed or sent by electronic transmission at least thirty (30) days prior to said meeting.

Notices of all such meetings shall be posted in the lobby of the administrative office. The Executive Committee may conduct the business of the Board in the case that a quorum of the full Board is not present at a regularly scheduled meeting of the Board.

"Electronic transmission" means any process of communication not directly involved with the physical transfer of paper that is suitable for the retention, retrieval and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and consents may be given by electronic transmission.

K. Minutes of Meetings

The Board shall keep, for each meeting, written minutes which include a record of votes on all motions. Minutes of the previous meeting shall be distributed to all members before the next meeting and shall be made available to the public upon request. The Board, in its discretion, may record an open meeting but shall not record a closed session, unless required to do so by statute, rule or regulation.

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L. Quorum

At any meeting of the Board of Directors, the presence of a majority (50%) of the Directors in office shall constitute a quorum, and at any meeting of the Executive Committee, the presence of a majority (50%) of said Executive Committee shall constitute a quorum. Whenever a meeting has been properly announced and quorum of the Board or Executive Committee is in attendance, it shall be considered a properly convened meeting, and shall be considered the act or acts of the full group.

M. Involvement of the General Public

All regular and special meetings of the Board of Directors shall be open to the public, except that the Board of Directors shall reserve the right to retire into closed session by a vote of the majority of the group present. While the general public shall not be entitled to cast a vote, the Chairperson shall always allow a specific time on the agenda and reasonable time for all individuals present to participate in an orderly discussion and to make their opinions known.

N. Members' Right to Information

A member of the Corporation is entitled to inspect and copy, during regular business hours at the Corporation's principle office, any of the following records of the corporation: Articles or Restated Articles of Incorporation and all amendments thereto; Bylaws or Restated Bylaws and all amendments thereto; and Minutes of all member meetings and records of all actions taken by members without a meeting for the past three (3) years; all written communications to members for the past three (3) years, including financial statements; a list of names and business addresses of the Corporation's current Directors and Officers; and the Corporation's most recent Biannual Report filed with the Iowa Secretary of State. A member is also entitled to annual financial statements of the Corporation, including a balance sheet and income statement, and any audited financial statements for the prior three (3) years. A member shall provide the Corporation at least five (5) business days written notice of the member's demand to inspect and copy said materials.

ARTICLE V - COMMITTEES

A. Appointment and Term of Committees

The Chairperson of the Board of Directors shall appoint all committees. The Chairpersons of the committees must be Directors of the Corporation and all committees must reflect the general composition of the Board of the Directors. All committees shall meet at the call of the respective Chairperson. Members of the committees shall be appointed for terms determined by the Chairperson of the Board, but not to exceed three (3) years in length. The Chairperson may ask committee members to serve more than one term, but not more than six (6) years without a break of at least one year.

B. Committee Composition and Duties

1. The Executive Committee

The Executive Committee shall consist of the Chairperson, Vice-Chairperson (Chairperson of the Planning and Programming Committee), Secretary, Treasurer (Chairperson of the Audit and Operations Committee), and Chairperson of the Nominating Committee. The Executive Director shall be an ex-officio member, without a vote. The Executive Committee shall carry out the decisions of the Board of Directors and shall have full power to perform all work of the Board of Directors between its meetings. However, final authority shall remain vested with the Board of Directors and Executive Committee actions must be reported to the full Board of Directors at their next regular

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meeting. The Executive Committee shall perform an annual evaluation of the Executive Director and recommend salary and fringe benefit levels for that position to the Board of Directors.

2. The Audit and Operations Committee

The Audit and Operations Committee shall be composed of not less than three (3) members of the Board of Directors. The Treasurer shall be the Chairperson of the committee. The Audit and Operations Committee shall: search for and recommend an agency auditor; oversee the audit process; assure the auditor's management letter concerns, if any, are addressed; approve non-audit services provided by the auditor; oversee internal controls; engage in financial and human resources planning; review financial monitoring reports from funders and review conflict of interest and whistleblower policies on a regular basis. The Audit and Operations Committee will provide the Board with timely reports, assessment of operational effectiveness, periodic reviews of Board policies and recommendations for Board action. The committee will meet at least quarterly, but may meet more frequently, as needed.

3. Planning and Programming Committee

The Planning and Programming Committee shall be composed of not less than three (3) members of the Board of Directors. The Vice-Chairperson of the Board shall be the Chairperson of the committee. The Planning and Programming committee shall: review and monitor the agency strategic plan; recommend changes to the strategic plan as warranted; review applications for funding and proposals for services; review information related to performance that may require board oversight and review monitoring reports and other such information related to performance provided by funders. The Planning and Programming Committee will provide the Board policies and recommendations for Board action. The committee will meet at least quarterly, but may meet more frequently as needed.

4. Nominating Committee

The Nominating Committee shall be composed of at least three (3) members of the Board of Directors. The chairperson of the committee will be appointed by the Chairperson of the Board at the regular September meeting of each year. This committee shall prepare a slate of officers to be presented at the Annual Meeting of the Board of Directors. Consideration should be given to balanced sector and gender representation on the Nominating Committee. The Nominating Committee shall inform each nominee, previous to his/her acceptance of his/her duties and shall obtain his/her consent to serve. The committee shall also review current and projected Board vacancies and recommend potential members. The committee shall meet at least annually, but may meet more often as needed.

C. Restrictions of Committees

No committee shall have authority to:

- a) Authorize distribution of money, assets or dividends (for these purposes, distributions mean the payment of any money assets, dividends, or any part of the income or revenue of the Corporation to its Directors or Officers or to any person with connection to MICA;
- b) Elect, appoint or remove Directors or fill vacancies on the Board or its committees;
- c) Adopt, amend, or repeal the Articles of Incorporation or the Bylaws of the Corporation.

ARTICLE VI - OFFICERS

The officers of this Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, and a Nominating Committee Chairperson. The Board of Directors may designate other officers as it deems necessary from time to time. All officers shall be elected by the Board of Directors, from its membership, at the Annual Meeting of the Board of Directors, for a term of one (1) year, and shall hold office until successors may be duly elected by the Board, or until he/she shall have been removed in a manner hereinafter provided. No individual shall serve in the same office for more than three (3) years. When prior notice as an agenda item is given for a regular or special meeting of the Board of Directors at which a quorum is present, an officer elected by the Board of Directors may be removed from the office by a majority votes of the Board of Directors. Such action should only be taken when judged to be in the best interests of the Corporation and its well-being. In the event of a vacancy in an office, a successor shall be elected by the Board of Directors. He/she shall assume his/her duties immediately and shall serve for the remainder of his/her predecessor's term of office.

A. Duties of Officers

1. Chairperson

The chairperson shall preside over all meeting of the Board of Directors and the Executive Committee. He/she shall appoint all committee members and be an ex-officio member of all committees (except the Nominating Committee).

2. Vice-Chairperson

In the absence of the Chairperson or in the event of his/her death, or inability or refusal to act, the Vice-Chairperson shall perform all the duties of the Chairperson and, when so action, shall have all the powers of and be subject to, all restrictions upon the Chairperson. The Vice-Chairperson shall perform other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors. He/she shall serve on the Executive Committee. He/she shall serve as the Chairperson of the Planning and Programming Committee.

3. Treasurer

The Treasurer shall preside over meeting of the Audit and Operations Committee. The Treasurer shall be bonded in the amount determined by the Board of Directors. All checks must bear two (2) signatures: one signature shall be the signature of the Treasurer or mechanical reproduction of that signature; the other signature shall be the signature or mechanical reproduction of the signature of the Executive Director or his/her designee. The Treasurer, in general, shall perform all duties incidental to the office of Treasurer and other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors. He/she shall serve on the Executive Committee.

4. Secretary

The Secretary shall review all minutes of the Board of Directors and the Executive Committee meetings. He/she shall see that all notices are duly given in accordance with these bylaws and as required by law. He/she shall keep a record of the post office and email addresses and phone numbers of each Director and Committee member and, in general, shall perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors. He/she shall serve on the Executive Committee.

5. Nominating Committee Chairperson

The Nominating Committee Chairperson shall preside over Nominating Committee meetings, shall serve on the Executive Committee and shall perform other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors.

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ARTICLE VII - RULES OF ORDER

Robert's Rule of Order, revised, shall be used at the discretion of the Chairperson to govern the proceedings at meetings of the Board of Directors and must be used by the Chairperson if requested by any of the Directors.

ARTICLE VII - AMENDMENTS

These Bylaws shall be reviewed by the Board of Directors no less than once every two (2) years. These Bylaws may be amended, altered, changed or repealed by an affirmative vote of the majority of the members of the Board of Directors at any regular meeting or at any special meeting if notice in writing of the proposed amendment is contained in the meetings notice ten (10) days prior to the meeting date.

Date of revision approval: March 30th, 2020 (Election of directors)

Approved: Ross Haenfler (Signature of Chairperson of the Board)