

**BYLAWS
OF
LAKES & PRAIRIES COMMUNITY ACTION PARTNERSHIP, INC.**

**ARTICLE I
NAME, LOCATION, AND SERVICE AREA**

Section 1: NAME

A. The name of the Corporation shall be Lakes & Prairies Community Action Partnership, Inc. hereinafter CAPLP.

Section 2: LOCATION

- A. The principal office of the Corporation shall be located in the City of Moorhead, County of Clay, and State of Minnesota. The Governing Board of Directors, hereinafter CAPLP Board shall determine the specific location of said office.
- B. The Corporation may have offices at such other locations as the CAPLP Board may, from time to time, designate or the business of the Corporation may require.

Section 3: SERVICE AREA

A. The primary area served by this agency shall be all the counties of Clay and Wilkin, in the State of Minnesota, and other areas of the state and region as may be required by grantors or deemed necessary to meet the corporate purposes.

**ARTICLE II
PURPOSE**

Section 1: PURPOSE

- A. The purpose of this Corporation is to develop, administer, and coordinate initiatives and collaborations designed to assist the low-income residents of Clay and Wilkin Counties in their efforts to attain self-sufficiency.
- B. This Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
- C. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision(s) of any future United States internal revenue laws or regulations) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision(s) of any future United States internal revenue laws or regulations).

**ARTICLE III
MEMBERSHIP**

Section 1: MEMBERSHIP

A. There shall be no membership in this Corporation.

**ARTICLE IV
CAPLP BOARD**

Section 1: GENERAL POWERS

- A. The CAPLP Board shall have control and policy management of the affairs, business, property, and funds of the Corporation. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Corporation, as the Board may deem proper, not inconsistent with federal and/or state law or these bylaws or the Articles of Incorporation. The corporation's CAPLP Board shall supervise, control and direct the business and affairs of the corporation. All board members shall fully participate in the development, planning, implementation, and evaluation of the programs offered by the corporation in its service of low-income individuals and families.
- B. Without limiting the general power, the CALPLP Board shall have the following powers:
1. To appoint the Executive Director of the Community Action Agency.
 2. To determine major agency policies relating to personnel, organization, fiscal, program, funding, and audit.
 3. To determine overall program plans and priorities for the Community Action Agency, including provisions for evaluating progress and performance.
 4. To make final approval of all program proposals and budgets.
 5. To enforce compliance with all conditions of grants.
 6. To oversee the extent and the quality of the participation of the poor in the programs of the Community Action Agency.
 7. To determine rules and procedures for the Board.

8. To select the officers and the committees, if any, of the Board.

Section 2: ROLE OF THE BOARD

- A. The CAPLP Board are responsible for providing direction, leadership, and support to:
 1. The Executive Director, who oversees daily operations of the Agency. This position is accountable to the Board.
 2. The Board does not become involved in day-to-day administrative decision-making; these responsibilities are delegated to the Executive Director.
- B. Individual members do not have the authority to direct staff activities unless they are empowered by the Board as whole.
- C. The Board, as a body, is empowered to set the policy of the Agency; however, no individual Board Member possesses that authority and individual Board Members cannot provide staff or administrative direction.
- D. The Board and its members should not solicit, nor encourage, concerns raised by staff outside of the Board-approved process. The Board becomes involved with staff through the Board's Human Resources Committee and the Agency's Written Concerns Process.
- E. Each member of the Board agrees to adhere to the following duties:
 1. **Duty of Care:** The duty of care describes the level of competence that is expected of a board member and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when they makes a decision as a steward of the organization.
 2. **Duty of Loyalty:** The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain but must act in the best interests of the organization.
 3. **Duty of Obedience:** The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.

Section 3: NUMBER

- A. The number of board members shall be fifteen (15). The number of board members may be changed from time-to-time in accordance with these Bylaws; but shall not be less than fifteen (15).

Section 4: COMPOSITION

- A. A past employee of CAPLP may not serve on the CAPLP Board for 5 years post-employment.
- B. Board members shall reside in or be employed in Clay or Wilkin County at the time of election with a minimum of three (3) members representing Wilkin County.
- C. The composition of the CAPLP Board shall consist of three (3) sectors; specifically: Public Sector, Low- Income Sector, and Private Sector.
 1. **Public Official Sector:** Exactly one-third of the board members shall be elected public officials representing any elected seat, holding office on the date of nomination (Public Sector board members).
 2. **Low-Income Sector:** At least one-third of the board members shall be persons chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the neighborhood served (Low-Income Sector board members).
 3. **Private Sector:** The remainder of the board members shall be officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served (Private Sector board members).

Section 5: QUALIFICATIONS

- A. Each board member selected to represent a specific county within the area served, must reside in or provide services to the county he or she represents. Counties represented by Board members are Clay and Wilkin. Board member applicants with financial, early childhood and legal expertise will be given preference.
- B. **Head Start Board Composition Requirements.** At least one board member shall have a background and expertise in fiscal management or accounting. At least one board member shall have a background and expertise in early childhood education and development. At least one board member shall be a licensed attorney familiar with issues that come before the governing body. However, if a person described in any one of the three preceding sentences is not available to serve as a board member, the board shall use a consultant, or another individual with relevant expertise, with the required qualifications, who shall work directly with the board.
- C. Other board members shall: (1) reflect the community to be served and include parents of children who are currently, or were formerly, enrolled in Head Start programs; and (2) be selected for their expertise in education, business administration, or community affairs.

Section 6: TERM LIMITS

- A. Terms of Office. Each board member shall serve for a three-year term, or until they sooner dies, resigns, is removed, or becomes disqualified. A public official shall serve as a Public Sector board member only while they continue to hold public office. An individual designated by either a Low-Income Organization to serve as a Low- Income Sector board members or by a Private Sector Organization to serve as a Private Sector board member shall so serve only while they continue to be associated with the organization that designated them.
- B. No director shall serve for more than three consecutive terms without at least a one-year absence from the board.

Section 7: ELECTION / SELECTION PROCESS

- A. **Public Official Sector:** The selected public officials shall meet the requirements set forth in these Bylaws. The CAPLP Board shall select elected public officials to serve as Public Sector board members. If the number of elected officials reasonably available and willing to serve on the board is less than one-third of the board, the corporation may select appointed public officials to serve. Should a public official fail, within the period specified by the corporation's board, to accept the seat, the corporation's board shall select another public official to fill the seat subject to approval of the corporation's board, to fill the seat.
- B. **Low-Income Sector:** Board members shall reside in or be employed in Clay or Wilkin County at the time of election and shall be elected by a majority vote of the low-income voter as outlined below:
 1. Notices of vacancies on the CAPLP Board shall be posted at locations convenient to the low- income population in the designated vacancy area including social media.
 2. Applications for inclusion of a person's name on the ballot shall be made available to the low-income population by mail, on the website, or in person by contacting the CAPLP offices.
 3. Prior to the election, ballots shall be sent to low-income persons eligible to vote in Clay and Wilkin Counties. Eligible voters are those who have received assistance or service from CAPLP during the past year and are eighteen (18) years of age or older.
 4. Low-income residents who may not have applied for programs operated by CAPLP may vote by signing a low-income declaration.
 5. Voting Procedures:
 - a. All voting will be done by secret ballot.
 - b. Each voter shall provide a low-income declaration or statement of services received.
 - c. The agency shall maintain a record of the election.
- C. **Private Sector:** The board shall select individuals who are officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served to serve as Private Sector board members.

Section 8: VACANCIES

- A. Any vacancy occurring on the CAPLP Board shall be filled as soon as reasonably possible by the selection process set forth in these Bylaws for the selection of public official, private, and low-income sector members.
- B. Board members may represent any geographic area within Clay and Wilkin counties.

Section 9: REMOVAL

- A. Removal by members with voting rights. A director may be removed at any time, with or without cause, by those members eligible to elect the director.

Section 10: COMPENSATION

- A. **Compensation of Board Members.** Board members may not receive compensation for serving on the corporation's board or for providing services to the corporation. However, they may receive reimbursement (or advances, in the case of low-income sector board members) from the corporation for reasonable and documented expenses incurred in the course of performing services as directors or officers. To the extent the corporation makes any such reimbursements or advances, it shall do so only in accordance with financial policies established from time to time by the board.

Section 11: DIRECTOR CONFLICTS OF INTEREST

- A. Subject to the articles of incorporation, bylaws and any applicable law, the CAPLP Board shall adopt and implement a conflict of interest policy covering the corporation's board members, officers and such employees and other persons as may be specified in the policy.
- B. Board members of the corporation may not: have a financial conflict of interest with the corporation or its delegate agencies; be employees of the corporation; or be immediate family members of any employees of the corporation or its delegate agencies. For this purpose, the term "immediate family member" means: a spouse, parents and grandparents, children and grandchildren, brothers and sisters, mother-in-law and father-in-law, brothers-in-law and sisters-in-law, daughters-in-law and sons-in-law, and adopted and step family members. Board members who are federal employees are prohibited from serving in any capacity that would require them to act as an agent of or attorney for the corporation in its dealings with any federal government departments or agencies.

Section 12: PETITIONS FOR BOARD REPRESENTATION

- A. A low-income individual, community organization, or religious organization, or representative of low-income individuals that considers its organization, or low-income individuals, to be inadequately represented on the board may submit a petition for representation to the board. The petition must be signed by at least 10 individuals, unless the chair determines that it is appropriate to waive this requirement in a particular case. A written statement of the board's action on the petition shall be provided to the petitioning individual or group (and, if required by law, regulation or government funding source policy, a copy of the statement shall be sent to the appropriate government funding source(s)). Should it decide to provide representation to the petitioning organization or interest, the board shall take any actions necessary to provide that representation while ensuring that the board's composition meets the requirements of the federal Community Services Block Grant Act, the federal Head Start Act, and any other applicable laws or regulations.

**ARTICLE V
VOTING RIGHTS**

Section 1: ELECTION OF OFFICERS

- A. Each member of the CAPLP Board shall have voting rights with respect to the election of officers of the Corporation.

Section 2: VOTING AND ACTION BY THE BOARD

- A. Voting and Action by the Board. Unless a greater number is required by the corporation's articles of incorporation, these bylaws or by law, the act of a majority of the board members at any meeting at which a quorum is present shall be an act of the board. Each board member with voting rights shall have one vote (provided that they are not prohibited from voting on a particular matter due to a conflict of interest).

Section 3: PROXY VOTING

- A. Proxy voting shall not be permitted at any meeting.

**ARTICLE VI
MEETINGS OF THE CAPLP BOARD**

Section 1. LOCATION

- A. The location of meetings shall be determined by the Board.

Section 2. REGULAR MEETINGS

- A. Regular meetings of the board shall be held at least 11 times per year on such dates and at such times and places as the board may determine.
- B. A schedule of regular meetings will be kept on the agency's website or on file in the primary office.

Section 3. ANNUAL CAPLP BOARD MEETING

- A. Annual Meeting. The annual meeting of the board shall be held during the month of April each year, subject to postponement by the board. The purposes of the annual meeting are to seat officers and to transact such other business as may become before the meeting. If the annual meeting is postponed, a special meeting may be held in its place, and any business transacted shall have the same force and effect as if transacted at the annual meeting.

Section 4. SPECIAL MEETINGS

- A. Special meetings, or a meeting held at a time or place different from regular meetings of the board, may be called by the Chair.
- B. All notices regarding special meetings shall state the purpose for which the special meeting is called.

- C. Notice of the special meeting must be posted at least three (3) days prior to the meeting.
- D. In accordance with MN Open meeting Laws, a meeting may be closed based on limited attorney-client privilege, and for the purposes of labor negotiations, employee evaluations, and discussion of security issues and property transactions.

Section 5. COMMITTEE MEETINGS

- A. Committee shall be held as deemed necessary by the Chairperson of each committee.

Section 6. CALLING MEETINGS; NOTICE

- A. Unless the articles or bylaws provide otherwise, a board member may call a board meeting by giving five days' notice to all board members of the date, time, and place of the meeting. Notice may be provided via mail, facsimile, telephone, or any other form of electronic communication by which the board member has consented to receive notice.

Section 7: QUORUM

- A. At all meetings of the CAPLP Board a quorum shall equal a majority of the seated board members in office.
- B. Unless a greater number is required by the corporation's articles of incorporation, these bylaws or by law, the act of a majority of the board members at any meeting at which a quorum is present shall be an act of the board. Each board member with voting rights shall have one vote (provided that they are not prohibited from voting on a particular matter due to a conflict of interest). Votes by proxy are prohibited.

Section 8: RULES OF ORDER

- A. The order of business for any meeting of the Corporation shall be determined by an agenda to be prepared by the chairperson of the meeting in question. The order of business may be altered or suspended at any meeting by a majority vote of the members present. The parliamentary rules as laid down in the "*Robert's Rules of Order*" shall govern all debates, when not in conflict with these Bylaws or federal or state law.

Section 9: PRESUMPTION OF ASSENT

- A. Any board member, who is present at a meeting of the CAPLP Board at which action on any corporate matter is taken, shall be presumed to have assented to such action unless they shall state their dissent with the Secretary of the meeting before the adjournment thereof.

Section 10: MEETINGS BY TELEPHONE OR OTHER ELECTRONIC MEANS

- A. Meetings solely by means of remote communication. Any meeting among board members may be conducted solely by one or more means of remote communication through which all of the board members may participate in the meeting, if the same notice is given of the meeting required by subdivision 4, and if the number of board members participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.
- B. Participation in meetings by means of remote communication. A board member may participate in a CAPLP board meeting by means of conference telephone or, if authorized by the CAPLP board, by such other means of remote communication, in each case through which that board member, other board members so participating, and all board members physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

Section 11: Attendance

- A. Regular attendance at board meetings is crucial to the successful function of the CAPLP Board. Three consecutive unexcused (without correspondence) absences and/or 50% of missed meetings could be subject to removal from the board. Absence is noted and will be reviewed by the chairperson; in absence of the chairperson, the Executive Director will review. While in-person participation is preferred, electronic attendance is available when an member is unable to join in person; full participation is expected when joining a meeting virtually.

**ARTICLE VII
OFFICERS**

Section 1: NUMBER

- A. The officers of the Corporation shall be Chairperson, Vice Chairperson, Secretary, and Treasurer, and such other officers as may be elected in accordance with the provisions of these Bylaws. All officers must be board members. No board members shall hold more than one office at the same time.

Section 2: TERM OF OFFICE

- A. The term of office for the Chairperson, Vice Chairperson, Secretary and Treasurer shall be for two (2) years. The term of the Vice-Chairperson shall be two (2) years and upon completion of the term, the Vice-Chairperson shall assume the position of Chairperson following confirmation by the Board at the January board meeting. Each Primary Officer shall hold office until the next annual meeting and until his or her successor is elected and qualified or until they sooner dies, resigns, is removed or becomes disqualified. Each other officer shall hold office until the next annual meeting unless a shorter period shall have been specified by the terms of their election or appointment, or until they sooner dies, resigns, is removed or becomes disqualified

Section 3: ELECTIONS

- A. The officers of the Corporation shall be elected bi-annually by the CAPLP Board at the January meeting of the CAPLP Board. In the event that any or all of the Primary Officers are not elected at the January meeting, they may be elected at a subsequent board meeting. Other officers may be elected from time to time by the board.

Section 4: DUTIES :

- A. **Chair Person :** The Chairperson shall be the chief volunteer officer of the corporation, subject to the direction and control of the board; preside at meetings of the CAPLP Board; and perform such other duties and have such other powers as CAPLP Board may determine from time to time.
- B. **Vice Chairperson:** In the absence of the chairperson or in the event of the chairperson's inability or refusal to act, the vice chairperson shall perform the duties of the chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the chair. The vice chairperson shall also perform such other duties and have such other powers as the board of directors may determine from time to time.
- C. **Secretary:** The secretary shall record (or see to the recording of) and maintain records of all proceedings of the CAPLP Board, including the attendance of board members at meetings, in a book or books kept for that purpose, which shall be kept at the principal office of the corporation, and which shall be open at all reasonable times to the inspection of any board member. Such book or books shall also contain the corporation's articles of incorporation and bylaws (as well as any amendments thereto) and the names of all board members and the address of each. The secretary shall perform such other duties and have such other powers as board members. Board members shall determine from time to time. If the secretary is absent from any meeting of the CAPLP Board, a temporary secretary chosen at the meeting, shall exercise the duties of the secretary at the meeting.
- D. **Treasurer:** The treasurer shall oversee the corporation's financial management practices, subject to the direction and control of the board; and ensure that the board members understand the financial situation of the corporation (including ensuring that financial statements for each month are available for each meeting of the CAPLP Board and are kept on file at the corporation's principal office); The treasurer shall also perform such other duties and have such other powers as the board members may determine from time to time.

Section 5: REMOVAL

- A. Removal. Any officer elected or appointed by the CAPLP Board may be removed by a majority vote of the board members whenever in its judgment the best interest of the corporation would be served thereby.

Section 6: RESIGNATION

- A. An officer may resign by delivering their written resignation to the chairperson, to a meeting of the CAPLP Board or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 7: VACANCIES

- A. The board shall fill promptly vacancies in the Primary Officer positions, and may fill vacancies in other officer positions, either at a regular meeting or at a special meeting called for that purpose. Each successor shall hold office for the unexpired term of his/her predecessor or until the successor dies, resigns, is removed or becomes disqualified.

ARTICLE VIII COMMITTEES

Section 1: NUMBER AND TENURE

- A. The CAPLP Board, by resolution adopted by a majority of the board members in office may designate one (1) or more committees, each of which shall consist of three (3) or more board members, fairly reflecting the composition of the full Board, which committees to the extent provided in such resolution shall have and exercise the authority of the CAPLP Board in the management of the Corporation in regards to routine and ordinary business which may arise between regular Board meetings.
- B. Committee members shall be appointed by the board chairperson and approved by the board and shall serve at the pleasure of the board.

- C. Each committee shall keep a record of its actions and proceedings and, when required by the board, shall make a report of those actions and proceedings to the board. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these bylaws for the conduct of the affairs of the CAPLP Board, with such changes in the context of such provisions as are necessary to substitute the committee and its members for the CAPLP Board and its members; provided, however, that the time of regular meetings of the committees may be determined either by resolution of the CAPLP Board or by resolution of the committee, and that special meetings of a committee may also be called by resolution of the CAPLP Board. The CAPLP board may adopt rules for the governance of any committee not inconsistent with the provisions of these bylaws.

Section 2: STANDING COMMITTEES

1. **Executive Committee:** The executive committee shall be composed of the primary officers of the board. This committee shall have all the powers and authority of the CAPLP Board in the intervals between meetings of the board and is subject to the direction and control of the full board. The executive committee shall make a report of its actions and proceedings to the board at the next meeting of the board held after such actions or proceedings.
 2. **Finance Committee:** The finance committee shall consist of three or more board members including the Board Treasurer, fairly reflecting the composition of the full Board. The finance committee shall: (1) oversee the preparation of the annual budget and financial statements; (2) oversee the administration, collection, and disbursement of the financial resources of the organization; (3) advise the board with respect to significant financial decisions; (4) Monitor the overall systems of internal control and risk mitigation; the integrity of the financial statements of the corporation; compliance by the corporation with legal and regulatory requirements and ethical standards; and the independence and performance of the corporation's independent auditors and (5) have such other powers and perform such other duties as the board may specify from time to time.
 3. **Audit Committee:** The Audit Committee shall consist of three or more board members, fairly reflecting the composition of the board. The audit committee shall: (1) participate in the RFP process to select the audit firm; (2) be available after the audit is complete to review results; (3) be available for on-site reviews.
 4. **Human Resources Committee:** The human resources committee shall: (1) periodically review the corporation's personnel policies and procedures and implementation thereof, and report findings and recommendations for policy and procedures changes to the full board; (2) periodically review the corporation's compensation schedule and implementation thereof, recommend any changes to the board; (3) review and make recommendations to the board regarding the corporation's employee benefits package; (4) serve as an appeal panel for employee grievances, as described in the corporation's employee grievance procedure; and (5) receive information from the corporation's staff and attorneys on legal proceedings involving the corporation's employees and make recommendations and reports to the board on those matters. In addition, the human resources committee shall have such other powers and perform such other duties as the board may specify from time to time.
 5. **Governance Committee:** The governance committee shall: (1) review board rights and responsibilities; (2) review bylaws, mission, vision and values; (3) recommend new board members; (4) lead board orientation; (5) review conflict of interest and disclosure and ensure forms are signed; (6) review whistle blower policy; (7) review confidentiality policy; (8) lead board evaluation; (9) board survey to identify training needs, including cultural competency; (10) identify skills needed in new board members/ensure tripartite system; (11) ensure democratic process for low income representatives.
 6. **Other Committees:** The board may establish one or more committees (standing and/or ad hoc) and may delegate to any such committee or committees any or all of its powers. Except as otherwise provided in such resolution, the Chairperson of the Corporation shall appoint the membership to the committees. Any member, thereof, may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Corporation shall be served by such removal.
5. **Committee Quorum**
- a. A majority of the non-vacant seats of any Committee of the Corporation shall constitute a quorum for the transaction of business.

ARTICLE IX STAFF

Section 1: Executive Director

- A. **Executive Director.** The CAPLP Board shall appoint and employ an executive director who, subject to the board's direction and control, shall: manage the day-to-day affairs of the corporation; implement goals and policies established by the board; and report on and advise the board and its committees concerning the affairs and activities of the corporation. The executive director shall be empowered to hire, supervise, and terminate the corporation's other employees in accordance with personnel policies established by the board. In addition, the executive director shall perform such other duties and have such other powers as the board may determine from time to time. The board shall evaluate the executive director and set their compensation on an annual basis. The executive

director may (and where required by the board or one of its committees, shall) attend meetings of the board and its committees unless excluded by a majority vote of the board or committee at a meeting at which a quorum is present or by a policy established by the board. The board may remove the executive director at any time with or without cause. Removal without cause shall be without prejudice to the executive director's contract rights, if any, and the appointment of the executive director shall not itself create contract rights.

Section 2: OTHER STAFF

- A. The Executive Director or designee shall hire all staff, as needed. The specific policies and procedures regarding the personnel management of the Corporation shall be set forth in the Corporation's Personnel Policies.

ARTICLE X FINANCIAL

Section 1: BOOKS AND RECORDS

- A. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, CAPLP Board, and any committees exercising any of the authority of the CAPLP Board and shall keep at the Principal Office a record giving the names and addresses of the members.
- B. All officers and agents of the Corporation who shall handle funds or securities of the Corporation shall be bonded by a blanket bond at the expense of the Corporation in an amount required by funding agencies and by the CAPLP Board.

Section 2: FISCAL ACCOUNTING PERIOD

- A. The fiscal year of the Corporation shall begin on the first (1st) day of March in each year and end at midnight on the last day of February, the succeeding year. The fiscal year of the corporation shall be fixed by resolution of the CAPLP Board and may be changed by the CAPLP Board.

Section 3: AUDIT

- A. The Corporation shall have an audit of its program accounts at least annually by a Certified Public Accountant.

Section 4: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- A. **Contracts:** The CAPLP Board may authorize any officer or officers, agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver and instrument in the name of on behalf of the Corporation, and such authority may be general or confined to specific guidelines.
- B. **Checks, Drafts, or Orders:** All checks, drafts, or orders for the payment of money, noted or other evidence of indebtedness shall be issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, as shall, from time-to-time, be determined by resolution of the CAPLP Board. In the absence of such determination by the CAPLP Board, such instrument shall be signed by any two (2) of the following: Treasurer, Chairperson, or Vice Chairperson of the Corporation and the Executive Director.
- C. **Electronic Check Signing:** The use of electronic signature through the financial system is authorized.
- D. **Deposits:** All funds of the Corporation shall be deposited to the credit of the Corporation at such banks, trust companies, or other depositories as CAPLP Board.

Section 5: EXAMINATION

- A. Every Director of the Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place where usually kept, all books and records of the Corporation and to make extracts there from.

ARTICLE XII AMENDMENTS

Section 1: ARTICLES OF INCORPORATION

- A. The Articles of Incorporation may be altered or amended by an affirmative vote of two-thirds (2/3) of the board members present at any meeting of the CAPLP Board of the Corporation called for that purpose.
- B. Written notice of the proposed amendment or amendments shall have been given or mailed to each board member at least thirty (30) days in advance of the meeting.
- C. All proposed amendments shall be reviewed by Legal Counsel prior to the vote.

Section 2: BYLAWS

- A. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the at any meeting of the board members present at any meeting of the board members of the Corporation called for that purpose.

- B. Written notice of the proposed amendment or amendments shall have been given or mailed to each board member at least thirty (30) days in advance of the meeting.
- C. All proposed amendments shall be reviewed by Legal Counsel prior to the vote.

**ARTICLE XIII
MISCELLANEOUS**

Section 1: CORPORATE SEAL

- A. The CAPLP Board shall provide a Corporation Seal, which sets forth the name of the Corporation.

Section 2: ELECTRONIC COMMUNICATIONS

- A. A board member or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among board members or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the CAPLP Board or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 3: AUTHORITY TO BORROW / ENCUMBER ASSETS

- A. No Board member, officer, agent, or employee of this Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time-to-time by the CAPLP Board. Authority may be given by the CAPLP Board for any of the above purposes and may be general or limited to specific instances.

Section 4: DELEGATE AGENCIES

- A. No agency shall be designated a delegate agency unless a contract is developed, and conditions complied with as required by law or regulation.
- B. All contracts developed with delegate agencies shall require the approval of the CAPLP Board.

Amendments to Bylaws

These Bylaws of Lakes and Prairies Community Action Partnership, Inc. have been reviewed by an attorney and approved by the CAPLP Board. Effective January 18th, 2024

Tiffany Ross, Board Chair

Lori Schwartz, Executive Director