JEFFERSON COUNTY community Action PARTNERSHIP

Helping People. Changing Lives.

ByLaws

Jefferson County CAC, Inc.

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Rich Gualtiere

Executive Officer

Approved by the Board of Trustees

on March 18, 2026

Scott Lockhart, Chairman
Board of Trustees

JEFFERSON COUNTY COMMUNITY ACTION COUNCIL, INC.

B Y L A W S

TABLE OF CONTENTS

BY LAWS

JEFFERSON COUNTY COMMUNITY ACTION COUNCIL, INC.

ARTICLE I NAME

The name of this non-profit organization is the Jefferson County Community Action Council, Inc., as provided for in its Articles ofIncorporation, hereinafter designated the COUNCIL.

ARTICLE II FISCAL YEAR

The Council's fiscal year shall begin on the first day of Januaryand end on the thirty first day of December, next succeeding.

ARTICLE III MISSION STATEMENT

The Council is continuing a commitment to restore and revitalize the quality of life in Jefferson County, and move the residents towardsself-sufficiency. We achieve this goal by adapting and providing programs that are accessible, affordable, and culturally-sensitive to meet the needs of the community.

The broad objectives of the Council are:

1. To do all things necessary or proper to aid in eliminating poverty in Jefferson County, Ohio, directly or through other organizations by developing, mobilizing and utilizing to the maximum extent feasible all available human and material resources on the local, state, and national levels for the purpose of identifying and eliminating the causes and conditions of poverty and reducing existing poverty among the citizens of Jefferson County, Ohio.

2. To plan and develop programs which are designed to enable low-income individuals and families to become self-sufficient through assistance in finding employment, job training, counseling, improvement of health and living conditions, and provision of public health and human services and benefits, and special remedial and other non-curricular educational assistance. To provide decent housing that is affordable to low and moderate income persons.

3. To develop, conduct, and administer such programs and activities with the direct participation of all residents of the community, be they low-income persons, members of private groups of interest, or public officials.

4. To solicit, receive, and utilize grants and donations of money, property, or services from any individual, group, corporation, foundation, or agency, whether public or private, in the manner following:

   a) Funds received by the COUNCIL with specific restrictions regarding their use shall be disbursed in strict accordance and compliance with those restrictions.

   b) All other funds shall be used as judiciously as possibleto supplement programs budgets and needs of the COUNCIL.

   c) Records of these expenditures shall be recorded in the COUNCIL's journals. Funds received will be receipted and disbursements will be invoiced and recorded.

5. To coordinate efforts of local governmental units, especially cities, villages and townships, the boards of education and private non-profit agencies, in programs devised under or which shall be devised under the Economic Opportunity Act of 1964, or any other program which may, from time to time, be authorized by law.

6. To study, plan, encourage, contract for and administer programs aimed at increasing opportunities for the victims of poverty; to receive, administer and disburse funds from whatever source received for those purposes; to employ and make available professional staff services for such purposes.

7. In carrying out its purpose and in exercising its powers, the Council shall be subject to limitations that (a) no part of its net earnings shall inure to the benefits of any private shareholder or individual; (b) that no part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation, or the advocacy or campaigning for objectives which can be obtained only by legislation, or the defeat of proposed legislation; c) it shall not participate in, or intervene in, campaigns on behalf of any candidate for public office and(d) the corporation shall not engage in any activities which would cause the corporation to fail to qualify under Section 501(c) of the United States Internal Revenue code or successor provisions thereto.

ARTICLE IV BOARD OF DIRECTORS

1. COMPOSITION - The Board of Directors shall consist of fifteen (15) members and in the event of a successful petition pursuant to Section 7 of these Bylaws increased accordingly. The number may be changed from time to time in accordance with these Bylaws, but shall not be less than 15 members.

Any change in the total number of allotment of seats shall be reported to the Office of Community Services/Ohio Department of Development.

2. REPRESENTATIVES OF PUBLIC OFFICIALS

a. One-third of the seats on the Board shall be reserved for elected public officialsor their representatives, or appointed public officials as provided for in Section b, unless the number of such officials reasonably available or willing to serve is less than one-third of the membership.

b. The Jefferson County Board of Commissioners shall selectthe elected public officials to serve on the Board. In the event that there are not enough public officials reasonably available and willing to serve on the Board, the County Commissioners may select appointed officials to serve on the Board. Both the elected and appointedpublic officials selected to serve on the Board shall have either general governmental responsibilities or responsibilities which require them to deal with poverty-related issues.

c. Each public official selected to serve on the Board maychoose one (1) permanent representative to serve on theBoard either full time in his/her place or in those instances when s/he is unable to attend a meeting. Thes representatives need not be public officials, but shall have authority to act for the public official who they represent at meetings of the Board. If the public officials, both elected and appointed, who are willing and able to serve do not comprise one-third of the Board, the remainder of the seats allocated to thepublic officials shall remain vacant. The County Commissioners may fill these seats at any time as soon as an official is willing to sit on the Board.

3. <u>REPRESENTATIVES OF Low Income Individuals</u>

a. At least one-third of the seats on Board shall be reserved for Representatives of Low Income Individuals.

b. Low Income Individuals need not be poor themselves,but the selection process shall ensure that they represent the low income individuals.

c. The Credentials Committee of the Board shall be chargedwith monitoring and certifying the selection procedure of the Representatives of low income Individuals.

4. <u>REPRESENTATIVES OF THE PRIVATE SECTOR</u>

a. The remainder of the seats on the Board that are not reserved for Public Officials or Representatives of Low Income Individuals shall consist of Representatives of the Private Sector.

b. The Board shall establish and continuously maintain a list of private sector associations including, but not necessarily limited to businesses, labor groups, private social service agencies, private educational institutions, and constituencies of the low income individuals concerned with serving specific social causes such as serving the disabled, serving the low income individuals, religious associations, and minority associations. The Board shall categorize these private sector associations by the interest each association seeks to serve and the insight each association could potentially provide to the Board. The Board shall then select and seek participation from one, but no more than two, associations from each category.

c. In the event that both (i) there are more associations willing to serve than there are seats available on the Board and (ii) a category established in Article IV(4)(b) of these Bylaws is represented by more than one seat on the Board, the Board shall have good cause under Article IV(5)(d)of these Bylaws to remove one of these associations from overrepresented categories and replace that association with an association from a different category on the Board's list of private sector associations.

d. After an association is selected, it shall name an individual to be its representative on the Board and if it chooses, may name a second individual to serve as an alternate. The representative or alternate shall be empowered to speak and act on behalf of the association's connection with the Board's business.

5. TERM OF OFFICE

a. Public Officials, or their representatives, serve at the pleasure of the County Commissioners and as long as thePublic Official is currently holding office. Public Officials, or their representatives shall be removed from the Board in the event that (i) the Public Official ceases to hold office, (ii) the Public Official or his/her representative is removed from the Board by the County Commissioners

b. Representatives of low income individuals and Representatives of the Private Sector mayserve up to five (5) consecutive years, but not more than a total of ten (10) years.

c. A Representative of the Low Income Individuals or Representative of the Private Sector may be removed from the Board for good cause by a majority vote of the Board with a quorum present. Removal action can be taken only after (i) a majority vote of the Board with a quorum present deems a removal action appropriate and (ii) the member is given ten (10) days written notice of a Board meeting at which his/her removal shall be voted upon. At the removal meeting, the member will have the right to be heard and to be represented by the member's private counsel.

d. A Representative of Low Income Individuals or Representative of the Private Sector's unexcused absence from more than three (3) meetings during a fiscal year shall be sufficient cause to warrant removal under Article IV(5)(d).

6. CONFLICT OF INTEREST

a. No person may sit on the Board who is an officer or an employee of an organization contracting to perform a component of the CAA work program funded by the Office ofCommunity Services.

b. No employee of the Jefferson County Community Action Council, Inc. or of the Office of Community Services may serve on the Board, and no other Federal employee may serve on the Board in any capacity which will require him/her to act as an agent or attorney for the Council orin its dealings with the Office of Community Services orwith any other Federal agency.

7. PETITION FOR BOARD REPRESENTATION - REVISION OF MEMBERSHIP

Upon receipt of a petition bearing the signatures of at least fifty percent (50%) of the full Board who feel that a representative group is inadequately represented on the Board, a hearing shall be conducted by the Board. If after a hearing, the Board determines, by a majority vote of the Board with a quorum present, that said representative group shall have further representation on the Board, the representative of said group shall be added to the Board. If there is no current vacancy on the Board, the membership shall be increased only by an affirmative vote of two-thirds of the members present at any regularly scheduled meeting provided there is a quorum in accordance with the amendment procedure of these Bylaws.

8. ALTERNATES

a. Each Public Official on the Board may select a representative to serve in his/her place or in his/her absence. These representatives, however, may not selectalternates to substitute for them.

b. Alternates for Representatives of Low Income Individuals shall be selected in the same manner and at the same time as the Representatives of the Poor themselves.

c. Alternates for Representatives of the Private Sector shall be selected by each Representative of the Private Sector and the alternates' names shall be provided to the Board in writing at the same time as theRepresentative of the Private Sector.

d. Each board member as set forth in subsection "b" and "c"above may have only one alternate.

e. Each alternate shall have the authority to speak, act, and vote on behalf of their corresponding Board member when serving in the Board member's place or in the Board member's absence.

f. Each alternate may substitute for only one Board member.

g. No alternate may serve as an officer of the Board.

h. In the event a Representatives of Low Income Individuals or Representative of the Private Sector vacates his/her seat, the alternate shall fill the seat for the duration of the term.

9. VACANCIES

a. There is a vacancy on the Board when a member has been notified of his/her removal by action of the Board for cause, when a member notifies the Board of his/her resignation, when the

County Commissioners remove a public official or when a public official leaves office.

b. When the seat of a public official is vacant, the Board shall request the County Commissioners to select another public official to fill the seat. If the seat remains for 60 days after such notification, then the Credentials Committee shall recommend an elected official who is able and willing to serve.

c. When the seat of a Representative of the Private Sector or a Representative of low income individuals becomes vacant, the alternate shall fill the seat.

d. When the seat of a Representative of the Private Sector is vacant and no alternate has been named, the Board shall ask that organization to name another representative to fill out the term.

e. If that organization is unwilling to furnish another representative the Board shall choose another similar organization from the list established under Section 4b of these laws.

f. When the seat of a Representative of Low Income Individuals is vacant and no alternate has been selected, the organization shall repeat the selection procedure within sixty (60) days.

g. The Board shall fill all vacancies as soon as reasonably possible, but no later than ninety (90) days from the date theseat becomes vacant.

10. QUORUM

The quorum for a meeting of the Board or any standing committee of the Board shall be the presence of at least fifty percent (50%) of the members of the Board. A Board member is present at a meeting of the Board if the Board member physically attends the meeting of the Board.

11. SCHEDULE AND NOTICE OF MEETINGS

a. Schedule - The Board shall meet on a regular basis, at least every ten (10) weeks. The meetings shall be scheduled for the convenience of its members and of the general public.

b. Notice - The Board shall provide written notice to all its members of, and the time, place and agenda for, any meeting at leastfive (5) working days in advance. Notice shall be given to the news media at the same time.

c. The Annual Meeting of the Board of Directors shall be held in

May of each year.

12. MINUTES

a. The Board shall keep for each meeting written minutes which include a record of votes on all motions.

b. Minutes of the previous meeting shall be mailed to all Board members with the notice of any meeting as definedin subsection "11 a" above and minutes shall be made available to the public upon request.

c. The order of business at all regular meetings of theBoard shall include at least the following:
Roll Call & Establishment of a QuorumMoment of
Silence
Minutes of the Previous Meeting
Correspondence
Report of CEO Reports of
CommitteeUnfinished
Business New Business
Other
Adjournment

ARTICLE V POWERS

1. GENERAL POWERS

The corporate powers, property, funds and affairs of the Council except as may be otherwise provided by law, the Articles of Incorporation or the Bylaws, shall be vested in, exercised and controlled by the Board of Directors. The determination of the governing of the conduct of the Council's programs shall be the responsibility of the Board.

In addition to the General Powers, the Council shall have thefollowing Specific Powers:

a. To appoint the Chief Executive Officer of the Council.

b. To determine overall program plans and priorities, including provisions for evaluating progress against performance.

c. To determine major personnel, organizational, fiscal andprogram policies.

d. To make final approval of all program proposals and budgets.

e. To enforce compliance with conditions of all grants received from all sources.

f. To oversee the extent and the quality of participation ofthe poor in programs of the Council.

g. To determine, subject to Office of Community Services policies, rules and procedures for the governing board.

h. To select the officers and the Executive Committee of the governing Board.

i. To convene public meetings to provide members the opportunity to comment on public policies and programs toreduce poverty.

j. Annually evaluate the policies and programs of the Council according to criteria determined by the Department of Development rule.

k. To adopt a Code of Ethics for the Board of Trustees andthe employees of the Council.

l. Adopt written policies describing:

1) the method the Council shall use to expend and distribute the Community Services Block Grant Funds that it receives from the Office of Community Services under Sections 122.68 and 122.69 of the Revised Code;

2) the operating procedures to be used by the Board to conduct its meetings, to vote on all official business it considers, and to provide notice of its meetings.

m. Provide for the posting of notices in a conspicuous place indicating that the Code of Ethics and the policies described in Article V, Section (1) above are available for public inspection at the Council's corporate offices during normal business hours.

ARTICLE VI OFFICERS

1. The Council shall have a Chairperson, Vice-Chairperson, a Secretary and a Treasurer. All officers shall be elected at the meeting following the Annual Meeting of the Board and shall, unless otherwise provided by the Board, hold office for a term of one (1) year.

2. Chairperson - The Chairperson shall preside at all meetings ofthe Board at which he is present. S/he shall sign all official documents of the Council as authorized by the Board, shall make reports to the Board and shall perform such duties as are incident to his/her office and are

properly expected of him/her by the Board. The Chairperson shall serve as the Chairperson of the Executive committee.

3. Vice-Chairperson - In the absence of the Chairperson or in the event of his/her death, in disability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of the Chairperson. The Vice-Chairperson shall perform such duties as from time to time maybe assigned to him/her by the Chairperson of the Board.

4. Secretary The Secretary shall keep the minutes of the Executive and Board meetings, shall be responsible for distribution of minutes to Board members and shall assure that minutes of the organization are being preserved in a proper and adequate manner. The Secretary shall perform such other duties as are incident to his/her office and as are properly expected of him/her by the Board. All corporate minutes shall be signed by the secretary.

5. Treasurer - The Treasurer shall have custody of all monies and securities of the Council in such bank or banks as the Board shall direct. S/he shall assure the disbursement of funds of the Councilon payment of just demands, or as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render tothe Board from time to time as may be required, at least annually, a statement of the financial status of the Council, S/he shall assure that the accounts of the Council are audited at least annually.

ARTICLE VII COMMITTEES

1. Formation and Composition- Ad hoc committees, and advisory committees as are needed to carry out the functions of the Board, shall be appointed by the Chairperson every year from the membership of the Board subject to final approval by the Board. Standing committees shall be appointed by the Chairperson and approved by a majority vote of the Board with a quorum present no later than the meeting following the meeting at which officers are elected. Ad hoc committees may be appointed and approved at any Board meeting during the year. Advisory committees may be appointed and approved at any Board meeting during the year by a majority vote of the Board with a quorum present. Committee Chairperson shall be selected bythe committee.

2. A Nominating Committee composed of at least three (3) persons shall be elected by the Board at the March meeting. This committee shall be responsible for nominating a slate of officers to be voted on at the Annual Meeting of the Board.

3. One-third of the membership of all committees of the Board shall consist of democratically elected representatives. The remaining membership of all committees shall be constituted in such a manneras to reflect the pattern of representation on the Board itself.

4. A quorum for action at any meeting shall be no less than one- hale of

current nonvacant seats of the membership of the committee.

5. When in the interest of the Council, an Executive session of a committee may be held when called by the Chairperson or when approved by the committee.

6. Standing Committee - All standing committees shall beby appointed the Chairperson and approved by the Board. All committee standing members shall be elected for a one year term.

a. Executive Committee The Board shall appoint an Executive Committee composed of officers of the Council and other members of the Board to transact routine and ordinary business of the Council between meetings of the full board. The Executive Committee shall report on the actions it takes between meetings at the next meeting of full Board.

1. The Executive Committee may:

   (a). Approve expenditures or contractual obligations if the action is consistent with the approved annual budget or the Board has otherwise approved a specific spending threshold or category;

   (b). Monitor organizational operations and performance;

   (c). Prepare materials and recommendations for the Board;

   (d). Ensure emergent issues are brought promptly to the full attention of the Board; and

   (e). Take emergency, temporary actions subject to ratification at the next meeting of the Board.

2. The Executive Committee may not:

   (a). Amend the Articles of Incorporation or Bylaws;

   (b). Hire or terminate the Executive Director (unless expressly authorized by the Board for an interim action);

   (c). Approve or amend the annual budget;

   (d). Authorize the sale, lease, mortgage, or transfer of assets with a value in excess of $25,000;

   (e). Approve mergers, acquisitions, or dissolution;

   (f). Elect, remove, or fill vacancies on the Board;

   (g). Take any action reserved under Ohio Revised Code Chapter 1702 solely for the full Board.

b. Personnel Committee General Powers: The Personnel Committee shall be responsible for recruiting and recommending to the Board for approval a person for the position of the Chief Executive Officer of the Council, including but not limited to, an offer of employment, compensation and related employment benefits.

The Personnel Committee shall perform an annual review of the Council's Personnel Policies and Practices Manual and make a recommendation for changes to the Board.

c. Finance Committee - The Treasurer shall be Chairperson and shall oversee the functions of the Finance Committee, including the location of sources of local cash and in-kind contributions.

7. Notice of Committee meetings must be provided in writing atleast five (5) business days in advance.

8. Executive Committee meetings may be called with less than five (5) business days written notice in situations where the need arises.

ARTICLE VIII FINANCES

1. All monies of the Council shall be deposited in the name of the Council in a bank or banks designated by the Board.

2. All bills shall be paid by check bearing the signatures of either two of the following: Chairperson of the Board or Treasurer of the Board and Chief Executive Officer.

3. The Council shall have an audit of its accounts at least annually by a certified public accountant.

4. Every officer and employee of the Council who shall handle funds or securities of the Council shall be bonded at the expense of the Council in an amount required by funding agencies and by the Board.

ARTICLE IX ADMINISTRATION

1. The Board shall employ a Chief Executive Officer who shall be a non-voting, ex-official Trustee. The Chief Executive Officer shall serve at the pleasure of the Board.

2. The duties of the Chief Executive Officer shall include, but not limited to:

a. Execute all policies and programs established bythe Board.

b. Hire, discipline, and terminate Council staff, as appropriate.

c. Sign all contracts, leases, notes, and other instruments to implement Board decisions.

d. Direct the Council staff in accordance with the Personnel Policies established by the Board.

e. Negotiate agreements and contracts with the Federal Government or other funding sources.

f. Prepare preliminary budget and other funding documents for Board consideration. Amend such budgets that do not require prior approval from the funding source.

g. Maintain custody of all funds and property of the corporation and require financial and inventory records. Make accurate financial statements of income and expenses, assets and liabilities to the Board.

h. Furnish staff support to the Board as directed. In cooperation with the Chairperson prepare the agenda and issue notices of all Board meetings. Furnish staff support to Board Committees as directed by the Board.

i. Execute contracts necessary to carry out Council's programs and Board decisions.

j. Establish administrative policies and procedures, as appropriate, to implement policies, procedures and programs adopted by the Board.

k. Issue statements to the pubic regarding Council programs, policies, activities, positions or general agency business.

l. Monitor operation of Council project and programs.

m. Evaluate staff performance.

n. Plan and implement how Council's programs will be operated.

o. Obtain equipment and supplies in accordance with approved budgets and policies established by the Board.

3. Except for the purpose of inquiry, authorized by the Board, neither the Board of Trustees nor the individual member there of shall issue any order or instruction to a member of the staff who is responsible to the Chief Executive Officer.

ARTICLE X PROXY

There shall be no voting by proxy for any purpose by the Board,committee or other body of the Council.

ARTICLE XI COMPENSATION

Although allowances for the poor and reimbursements to all members of the Board for expenses are permitted, regular compensation to members for their services on the Board is not permitted.

ARTICLE XII AMENDMENTS

These Bylaws may be amended by an affirmative vote of two-thirds of the members present at any regularly scheduled meeting provided there is a quorum, and provided that prior to the voting on any proposed amendment, those amendments shall have been submitted in writing to each Board member at least ten (10) days prior to the meeting of the Board when a vote is to be taken on the amendments.

ARTICLE XIII MISCELLANEOUS

1. Ownership and Transfer of Property - The corporate powers, property, funds and affairs of the Council, except as may be otherwise provided by law, the Articles of Incorporation or Bylaws shall be vested in, exercised and controlled by the Board.

2. Dissolution - Upon dissolution of this organization for any cause, the properties then in possession of the Council shall be turned over to such successor organization as the Board shall determine. In no event shall any property of the Council inure to the benefit of any individual member or to the benefit of any organization which does not qualify as an exempt organization under the pertinent provisions of the Internal Revenue Code as provided by the Charter of the Council.

ARTICLE XIV RULES OF MEETINGS

All meetings of the membership of the Board or of the ExecutiveCommittee shall be in accordance with Robert's Rules of Orders.

ARTICLE XV MISCELLANEOUS

These Bylaws shall be construed in accordance with the laws of the State of Ohio. In the case that the provisions of these Bylaws shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.

ARTICLE XVI EFFECTIVE DATE

These Bylaws shall be effective immediately upon their passageby a majority vote of the members of the Board at a meeting called to consider their adoption.

APPROVED BY THE BOARD OF TRUSTEES THIS 18th DAY OF MARCH, 2026.

ATTESTED:

SECRETARY OF THE BOARD