CODE OF REGULATIONS (BYLAWS)

OF

GREAT LAKES COMMUNITY ACTION PARTNERSHIP
(GLCAP)
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BYLAWS OF
GREAT LAKES COMMUNITY ACTION PARTNERSHIP (GLCAP)
REVISED
AN OHIO NONPROFIT CORPORATION

Article I
Name, Principal Office, Primary Service Area, Registered Agent of the Corporation, Fiscal Year, and Members

1.01 The name of the corporation is Great Lakes Community Action Partnership (GLCAP).

1.02 The principal office of the corporation shall be located in Fremont, Ohio 43420.

1.03 The primary service area shall be the State of Ohio.

1.04 The President/Chief Executive Officer of the corporation shall be the registered agent.

1.05 The fiscal year of the corporation shall begin on the first day of October of each year and end on the thirtieth day of September of the following year.

1.06 GLCAP is not a membership organization. Pursuant to Section 1702.14 of the Ohio Revised Code, the Board of Directors of GLCAP shall be deemed to be its members.

Article II
Purpose

2.01 Mission Statement of GLCAP.
We create partnerships and opportunities to help individuals, families and communities thrive.

Article III
Composition of the Board

3.01 The Board of Directors shall be composed of six members each from Wood, Sandusky, Ottawa and Seneca Counties. Each county shall have two directors from each of three classifications. The classifications are: 1) Low income persons or their elected representatives; 2) County Commissioners or their appointed representatives; and 3) Community Interest Groups. The Board of Directors shall consist of 24 members.

Pursuant to Head Start law, the Board shall include the following representation: 1) not less than one member shall have a background and expertise in fiscal management or accounting; 2) not less than one member shall have a background and expertise in early childhood education and development; 3) not less than one member shall be a licensed attorney familiar with issues that come before the Board. If such representation is not achieved through the procedures as outlined in sections 3.02, 3.03, and 3.04, the Board shall utilize a consultant or another individual with relevant expertise and the qualifications necessary to work directly with the Board.
3.02. Persons chosen to represent the low income comprise one-third or eight members of the Board of Directors. Public elections will be held in Wood, Sandusky, Ottawa and Seneca Counties. Representatives of the low income shall be elected in a democratic election process as outlined in this section. Terms of directors so elected shall be two years. Elections shall be held in the fall of every year for the purpose of filling one seat.

The Board membership shall reflect the community to be served and at least one member shall be a parent of a child who is currently or was formerly enrolled in the Head Start program. As vacancies are filled, the Board will ensure that at least one member from the low-income sector is currently or was formerly a parent of a child enrolled in the Head Start program.

Elections shall be duly publicized. Election shall be by secret ballot by eligible voters. Eligibility for voting in the election of the low-income representatives shall be afforded to any resident of the targeted area who signs his/her name to a roster declaring residence in the targeted area (for exclusions see 3.06). The individual receiving the most votes shall be elected. The President/Chief Executive Officer or his/her designee shall monitor these public meetings and elections and provide adequate minutes. A report shall be made to the Board at its next regular meeting as to the outcome of the election(s).

3.03. County Commissioners or their representatives comprise one-third or eight members, of the Board. The County Commissioners from each county (Wood, Sandusky, Ottawa and Seneca) shall name two persons to represent them. The total number shall be eight and they shall hold membership on the Board until the Board is notified of a change of representation by the County Commissioners.

3.04. Representatives of Community Interest Groups with concerns similar to those of GLCAP comprise the remaining eight seats on the Board. Wood, Sandusky, Ottawa and Seneca Counties shall each have two such representatives on the Board having expertise in education, business administration, or community affairs.

Selection of the representatives of Community Interest Groups to be represented on the Board shall be made by the Board of Directors. The Board will attempt to select a variety of groups who share a concern for goals of GLCAP. The groups selected shall designate a person to represent them.

Each October, in even numbered years, the Board will review the organizations currently represented on the Board. If the Board of Directors decides to retain the groups currently represented, those organizations will be notified and asked if they wish to retain their current representative or name a new representative to the Board. If a new organization is chosen, the group will be asked to join the Board and name a representative.

3.05. No alternates may be designated, assigned or selected for any representatives of the Board. No votes may be cast by proxy.

3.06. Employees of GLCAP or members of their immediate families may not be members of the Board or vote in public meetings to elect Board members.

Article IV
Removal of Board Members

4.01. Any Board member (except county commissioners or their representatives) absent from three consecutive regularly scheduled meetings of the Board shall be considered to have submitted his/her resignation as a Board member. This resignation shall not take effect until it has been accepted by the Board
by formal action and vote. The Board, at its discretion, may reject the resignation and the Board member shall retain his/her seat.

4.02. Representatives of the low income and of community interest groups may be removed by affirmative votes of two-thirds of the seated membership of the Board of Directors if the actions of such representatives are deemed detrimental to GLCAP or to its activities. This removal vote may be taken at any regularly scheduled meeting of the Board of Directors, provided that the individual to be removed has been given written notice of the intent to remove, together with the reasons for removal, at least ten (10) days before the meeting and provided further that the individual to be removed is allowed to speak on his/her behalf to the Board of Directors prior to any vote. The notice of intent to remove shall be signed by the Chairperson of the Board of Directors.

4.03. County commissioners, or their representatives, may be removed from the Board only by the designating officials. When the Board desires the removal of county commissioners or their representatives, they shall so indicate by petitioning the designating officials for their removal, stating the reasons therefore. The petition for removal shall be signed by the Chairperson of the Board of Directors.

Article V
Vacancies

5.01. 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 designating public officials remove a county commissioner or their representative, or when a county commissioner leaves office or otherwise resigns.

5.02. When the seat of a county commissioner is vacant, the Board shall ask the county commissioners to select another county commissioner/representative to fill the seat.

5.03. When the seat of a representative of a community interest group is vacant, the Board shall ask that organization to name another representative to fill out the term or the Board may name another community interest group to name a representative.

5.04. When the seat of a representative of the low income is vacant, election of a representative to complete the term shall be the same as outlined in 3.02.

5.05. The Board shall fill all vacancies within ninety (90) days.

Article VI
Meetings

6.01. A quorum shall be at least 50 percent of the non-vacant seats, and a quorum is needed to conduct Board business.

6.02. No vote may be cast by any Director duly registered with the Board of Directors, in any matter, unless that Director is physically present at the meeting.

6.03. Regular meetings of the Board of Directors shall be held on the second Tuesday of each month, except the months of July, August and December, at such time as agreed to by the Board of Directors in the GLCAP office in Fremont, Ohio.
6.04. Special meetings of the Board of Directors may be called by the Chairperson of the Board and such meetings shall be confined to the purpose or matter for which they were called.

6.05. For regular meetings, the Board shall provide in writing to all its members notice of the meeting and an agenda at least three (3) days in advance. For special meetings called by the Chairperson, the Board shall provide in writing to all its members, and to the President/Chief Executive Officer if needed, notice of the special meeting and the purpose or matter for which such special meeting is being held as soon as practicable prior to the meeting.

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

6.07. The President/Chief Executive Officer, unless excused by the Chairperson, shall attend all meetings of the Board of Directors.

6.08. Meetings of the full Board shall be open to the general public.

Article VII
Board of Directors’ Authority & Responsibilities

7.01. All the corporate powers, property and affairs of the corporation, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, shall be vested in the Board of Directors.

7.02. The Board of Directors shall appoint and may dismiss by a two-thirds vote of members present a President/Chief Executive Officer. This position shall act on behalf of the officers and the Board as they shall deem necessary.

7.03. As a group, or as assigned by the Board of Directors, members shall establish and oversee policies which insure the corporation’s effectiveness in conducting its mission.

7.04. Other specific powers and duties of the Board of Directors shall include, but not be limited to, the following:

(a) Determine rules and procedures for the governing Board.
(b) Select the officers and the executive committee of the governing Board.
(c) Establish policies effecting good personnel management and the prudent fiscal management of the corporation.
(d) Determine overall program plans and priorities for GLCAP, including provisions for evaluating progress against performance.
(e) Approve contracts for the funding of programs and program proposals, including the budgets thereof.
(f) Insure, through the President/Chief Executive Officer, compliance with all conditions of funding grants.
(g) Approve the purchase of all real estate and long-term leases.
(h) Seek the support, cooperation and participation of local, state and federal governments to mobilize private and public resources in support of GLCAP programs and activities.
(i) Create, cooperate, consult with and encourage advisory committees.
(j) Serve as an advocate of the low income, elderly and communities on matters of public policy and programs which affect their status, promote institutional improvement and desirable changes in social policies and programs, and encourage administrative reform and protect individuals or groups against arbitrary action.
7.05. It is the policy of GLCAP that no member of the Board of Directors shall cast a vote on the provision of service by that member, or the provision of service by any organization which that member represents. It is further the policy that no member shall vote on any matter which would provide direct financial benefit to that member. This policy is adopted to prevent a conflict of interest for the Board members and the corporation.

Any member affected by the above shall declare the potential conflict of interest to the Board or committee of the Board by public statement to said Board or committee prior to deliberations on the matter in which there may be a conflict of interest. Under the direction of the Board or committee chairperson, or in their absence the acting chairperson, the recording secretary shall note the declaration of the potential conflict of interest in the minutes of said Board or committee meeting.

Article VIII
Elected Officers of the Board

8.01. The officers of the corporation shall be a Chairperson, Vice Chairperson and the Secretary/Treasurer.

8.02. The term of office shall be one year.

8.03. Any vacancy in office shall be filled by the Board of Directors for the unexpired term of office as expeditiously as possible.

8.04. Election of the Chairperson, Vice Chairperson and Secretary/Treasurer shall take place at the first regular meeting of the Board of Directors in January of each year and shall be the first order of business.

Article IX
Duties of Elected Officers

Chairperson

9.01. The Chairperson shall be the principal officer of the Board and shall in general supervise, control and conduct all the business and affairs of the Board.

9.02. The Chairperson shall preside at all meetings of the Board of Directors.

9.03. The Chairperson shall appoint all committees, with the exception of the Executive Committee which is elected.

9.04. The Chairperson will perform such other duties as appropriate to a Chairperson.

Vice Chairperson

9.05. The Vice Chairperson, in the absence of the Chairperson, shall perform the duties of the Chairperson and such other duties as may be assigned by the Chairperson.
Secretary/Treasurer

9.06. The Secretary/Treasurer, through the President/Chief Executive Officer and his/her agents, will see that independent audits are performed on a timely basis and reported to the Board.

9.07. The Secretary/Treasurer through the President/Chief Executive Officer, will insure the presence of a recording secretary for all formal meetings of the Board and its Committees.

9.08. The names of all persons authorized to sign checks on behalf of the Board of Directors shall also be entered in the minutes.

Article X
Executive Committee

10.01. The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary/Treasurer plus four (4) at-large members of the Board of Directors who shall be elected at the first regular meeting of the Board of Directors in January of each year.

10.02. The members of the Executive Committee shall be as nearly as possible composed of one-third elected officials, one-third representatives of the low income, and one-third representatives of community interest groups.

10.03. The Chairperson of the Board of Directors, or in his/her absence the Vice Chairperson of the Board of Directors, shall preside at all meetings of the Executive Committee. In the absence of both the Chairperson and Vice Chairperson, the Secretary/Treasurer shall chair the meeting.

10.04. A quorum of the Executive Committee shall consist of fifty percent of the non-vacant seats.

10.05. The President/Chief Executive Officer, unless excused by the Chairperson, shall attend all meetings of the Executive Committee.

10.06. The Executive Committee shall transact routine and ordinary business of the corporation between the regular meetings of the Board of Directors, at regular meetings where there is not a quorum and at other times deemed appropriate by the President/Chief Executive Officer.

10.07. The Executive Committee shall report on the actions it takes between regular meetings of the Board of Directors at the next regular meeting of the Board, and said report must be acted on by the Board at its next regular meeting. Exceptions could be made by the full Board to allow the Executive Committee to take a specific action(s) on the Board’s behalf. This action(s) must still be reported to the Board at its next regular meeting.

10.08. The Executive Committee shall be responsible for recruiting and recommending for approval to the Board a person for the position of the President/Chief Executive Officer.

10.09. The Executive Committee shall be responsible for the evaluation of the President/Chief Executive Officer’s performance. The results of the evaluation shall be reported to the Board at its next regular meeting.

10.10. All Executive Committee members will be provided with written notice of and agenda for any regular meeting of the Executive Committee at least three (3) days in advance. An exception to this would be in the case of an emergency. In such a case, serious efforts will be made to contact all the members. The
Chairperson or President/Chief Executive Officer will determine if an emergency exists. Telephone conference calls may be necessary where time is of the essence.

**Article XI**

**President/Chief Executive Officer**

11.01. The Board of Directors shall employ a President/Chief Executive Officer who shall be the principal paid officer of GLCAP.

11.02. The term of office and salary for the President/Chief Executive Officer shall be set by the Board of Directors.

11.03. The President/Chief Executive Officer shall conduct and manage the affairs of the corporation per the policies and directives established by the Board of Directors.

11.04. The President/Chief Executive Officer shall establish and eliminate such staff positions as are necessary to conduct the business of the corporation.

11.05. The President/Chief Executive Officer shall sign or cause to be signed any deeds, mortgages, bonds, contracts or other instruments which the Board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, these Bylaws or statute, to some other officer or agent of the corporation.

11.06. The President/Chief Executive Officer and his/her agents, under the general supervision of the Secretary/Treasurer, shall have charge and custody of and be responsible for all funds, securities and properties of the corporation, receive and give receipts for moneys due and payable to and from the corporation, from any source whatsoever, deposit all such moneys in such banks, depositories or trust companies as shall be directed by the Board of Directors, and shall give bond in such amount or sum as the Board of Directors shall determine.

11.07. The President/Chief Executive Officer will report to the Board of Directors at each Board meeting.

**Article XII**

**Recording Secretary**

12.01. The Recording Secretary shall be appointed by the Board Chairperson at the January Board meeting. The Recording Secretary shall see that all notices are duly given in accordance with these Bylaws or as required by law.

12.02. The Recording Secretary shall keep minutes of all meetings of the Board of Directors, the Executive Committee, and other committee meetings where deemed necessary by the committee chairperson.

12.03. The time of the start of each meeting and the adjournment of each meeting, the day and date, and the place of each meeting shall appear on all meeting minutes. The names of those Board members present and those absent shall be recorded.

12.04. The Recording Secretary shall sign the minutes of all meetings and shall keep them in separate and appropriate files.
Article XIII
Committees

13.01. The Chairperson may establish any Board committee he/she considers necessary for carrying on its business.

13.02. The Chairperson shall be an ex-officio member of all committees and enjoy all the privileges thereof, except the Nominating Committee.

13.03. The President/Chief Executive Officer shall be an ex-officio member of all committees and enjoy all the privileges thereof, except he/she may not vote.

13.04. Quorum of all committees, except the Executive Committee, shall consist of forty percent of the non-vacant seats. A quorum of the Executive Committee shall consist of fifty percent of the non-vacant seats.

Article XIV
Nominating Committee

14.01. The Chairperson shall appoint a five (5) member Nominating Committee in November of each year. This committee shall fairly reflect the composition of the Board.

14.02. A quorum of the Nominating Committee shall consist of forty percent of the non-vacant seats.

14.03. The Chairperson of the Nominating Committee shall make the report of the Committee at the regular meeting in January.

14.04. Nominations may be made from the floor.

14.05. Elections of officers and the at-large members shall then proceed.

14.06. The officers and at-large members so elected shall take office immediately.

14.07. Officers and at-large members shall hold office until their successors have been elected and qualified.

Article XV
Finance Committee

15.01. The Finance Committee shall be composed so as to fairly represent the composition of the Board. The committee shall consist of the Secretary/Treasurer as Chairperson and four (4) other members of the Board.

15.02. The Finance Committee shall meet at least three (3) times per year.

15.03. A quorum of the Finance Committee shall consist of forty percent of the non-vacant seats.

15.04. The Finance Committee shall review and make recommendations to the Board regarding the annual agency-wide audit.
15.05. The Finance Committee shall review and make recommendations to the Board regarding revisions to the corporation’s fiscal policies, the agency-wide budget and other financial-related reports.

15.06. The President/Chief Executive Officer and the Chief Financial Officer shall be ex-officio members of this committee.

**Article XVI**

*Personnel Committee*

16.01. The Personnel Committee shall be composed so as to fairly represent the composition of the Board. The committee shall consist of seven (7) members of the Board, with one being the chairperson.

16.02. A quorum of the Personnel Committee shall consist of forty percent of the non-vacant seats.

16.03. The Personnel Committee shall review and make recommendations to the Board regarding revisions to the corporation’s Personnel Policies, the annual review of wage and salary ranges, any annual raise granted to staff and benefit plan changes.

**Article XVII**

*Planning and Evaluation Committee*

17.01. The Planning and Evaluation Committee shall be composed so as to fairly represent the composition of the Board. The committee shall consist of at least seven (7) members of the Board, with one being the Chairperson.

17.02. A quorum of the Planning and Evaluation Committee shall consist of forty percent of the non-vacant seats.

17.03. The Planning and Evaluation Committee shall review and make recommendations to the Board regarding the corporation’s Strategic Plan and other related reports.

**Article XVIII**

*Development Committee*

18.01. The Development Committee shall be composed so as to fairly represent the composition of the Board. The Development Committee shall consist of at least five (5) board members, with one being the chairperson.

18.02. A quorum of the Development Committee shall consist of forty percent of the non-vacant seats.

18.03. The Development Committee shall review and make recommendations to the Board regarding the annual campaign solicitation materials and/or plan.

18.04. The Development Committee shall review and make recommendations to the Board regarding the allocation of the annual campaign proceeds.
Article XIX
Compensation of Board Members

19.01. Board members shall receive no compensation for their service. Board members can receive reimbursement for mileage, child care, and expenses related to attendance at conferences/trainings.

Article XX
Parliamentary Authority

20.01. The rules contained in the current edition of "Robert's Rule of Order Newly Revised" shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or any special rules of order the Board of Directors may adopt.

Article XXI
Order of Business

21.01. The order of Business shall include:

(a) Call to Order and Roll
(b) Open Forum for Visitors
(c) Approval of Minutes
(d) Financial Report
(e) President/CEO Report
(f) Correspondence
(g) Old Business
(h) New Business
(i) Adjournment

Article XXII
Amendment of Bylaws

22.01. These Bylaws may be amended by a two-thirds vote of the non-vacant seats of the Board of Directors where a quorum is present at any regular meeting, provided notice of intent was given at least five days prior to such meeting.
Article XXIII
Dissolution

23.01. Upon dissolution of the corporation for any reason whatsoever, no assets thereof shall go the benefit of any person, including corporations, trusts, societies, fund or foundation, unless it is so created, organized and operated that a gift or contribution to it shall constitute a charitable contribution under the provisions of the Internal Revenue Code as the name may be effective at the date of dissolution.

Article XXIV
Adoption of Revision of Bylaws

24.01. The undersigned Chairperson and Secretary/Treasurer of the corporation identified in the foregoing Bylaws do hereby certify that the foregoing Bylaws were duly adopted by the members of the corporation on the 10th day of September, 2019 at a duly called and constituted meeting of the Board of Directors and that they do now constitute the Bylaws of said corporation.

[Signature]
Cory Stines, Chairperson