

**BY-LAWS OF
NEW RIVER COMMUNITY ACTION, INC.
RADFORD, VIRGINIA**

***ARTICLE I*
NAME & INCORPORATION**

Section 1. The name of this corporation shall be New River Community Action, Inc.

Section 2. This corporation shall be a non-stock (non-profit) corporation.

Section 3. This Corporation shall be a non-membership corporation.

***ARTICLE II*
STATEMENT OF PURPOSE**

The purpose of New River Community Action shall be:

Section 1. To promote the development of the social, economic, educational and spiritual life of the City of Radford, and the Counties of Floyd, Giles, Montgomery, and Pulaski, Virginia.

Section 2. To provide stimulation and incentive for the City of Radford, and the Counties of Floyd, Giles, Montgomery, and Pulaski Virginia to mobilize their resources to combat poverty through community action programs.

Section 3. To raise the standards of community life through planned activity in the City of Radford, and the Counties of Floyd, Giles, Montgomery, and Pulaski, Virginia.

Section 4. To purchase, lease, own, hold, sell, mortgage or encumber both improved and unimproved real estate whosoever situated; also, to construct, erect and operate facilities to carry out the mission of New River Community Action.

Section 5. To purchase, or otherwise acquire, sell, dispose of, lease personal property of all kinds.

Section 6. To enter, make, perform and carry out contracts of every kind and for any lawful purposes with any firm, person or corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

Section 7. To receive and disburse grants and other financial assistance from all governmental agencies (local, state, or federal) or private sources to carry out these purposes and to implement and supplement the costs of any community action programs sponsored or planned by said corporation. The final approval and disapproval of all poverty programs, personnel policies and recruitment will rest with the full Board of Directors on the advice of Agency advisory committees and boards in compliance with existing applicable regulations.

Section 8. To have and exercise the powers enumerated for non-stock corporations in Section 13. 1-205 of the Code of Virginia of 1950, as amended.

***ARTICLE III*
BOARD OF DIRECTORS**

Section 1. The Board of Directors shall manage the affairs of the corporation. The membership of this organization shall be composed of the Board of Directors who shall manage the affairs of the corporation. The term of a Board member shall be two years to coincide with agency July 1 to June 30 fiscal year with seating in July. During the transition to new terms, a Board member's length of term may be adjusted.

Section 2. No member of the Board of Directors shall be entitled to receive from the corporation any dividends or profit of a pecuniary nature for serving on the Board of Directors, and no part of the net earnings of the corporation shall inure to the benefit of any member of the Board of Directors.

Section 3. In order to avoid potential conflict of interest in procurement of Agency goods and services, New River Community Action, Inc. is prohibited from doing Agency business with a firm where the following individuals have a substantial financial interest: a member of the Board; any employee of the Agency including the Chief Executive Officer; immediate family members of staff or Board members including any of the following: wife, husband, father, mother, brother, sister, son, daughter, grandfather/mother, in-laws and step-relatives (for those relatives noted previously above), or anyone living in the immediate household.

Section 4. The Board of Directors shall consist of fifteen persons with three members residing in each of the New River Community Action designated jurisdictions, including a representative from the Head Start Policy Council.

- A. At least 1/3 of the Board of Directors from each designated jurisdiction (the City of Radford, and the Counties of Floyd, Giles, Montgomery, and Pulaski, Virginia) shall be elected representatives from target areas that have been designated by the Board of Directors. A target representative is defined as a representative of low-income individuals and families in an organization, neighborhood or jurisdiction.
- B. One-third of the Board Members from each designated jurisdiction must be public officials currently holding office, or their representative. For the Counties of Floyd, Giles, Montgomery, and Pulaski, the Board of Supervisors shall either designate individual public officials or their representatives to serve on the Board of Directors. For the City of Radford, the City Council shall exercise this authority.
- C. The remaining Board Members from each designated jurisdiction shall be civic representatives who shall be from groups such as business, industry, labor, religious, minority, social services, education or other groups. A Board Membership Committee shall nominate individuals to serve on the Board. Election shall be by the Board of Directors.
- D. In accordance with Public Law 110-134, the Board of Directors shall endeavor to include in its membership persons with a background and expertise in (1) fiscal management or accounting, (2) early childhood education and development and (3) a licensed attorney. If such persons are not available to serve on the Board of Directors, the Board of Directors may use a consultant or other individual with relevant expertise or qualifications, who shall work directly with the Board of Directors.
- E. The Board, by majority vote of its members, may select individuals to serve on the Board as voting or non-voting ex-officio members. The term shall be for two years.
- F. The Board of Directors may choose not to seat an appointed or elected person whenever in its judgment the best interests of the corporation would be served thereby.

Section 5. The Board of Directors shall as necessary designate target area that can have representation on the Board of Directors. The procedures and rules governing the election of target area representatives are as follows:

- A. At least sixty days prior to the end of a target representative's term, the Board shall designate a target area that shall fill the seat being vacated.
- B. All persons within the target area who are eighteen years of age or older shall be eligible to vote.
- C. A public notice indicating time, place of election, eligibility for voting and purpose will be published in the local newspaper that serves the target area and agency website at least two weeks prior to the election.

- D. New River Community Action will seek to contact all individuals in the target area as to the time, place, eligibility for voting, and purpose of election. Notices of the election will be posted at least two weeks prior to the election.
- E. The Board of Directors shall be responsible for appointing two individuals, of which one must be other than staff, to attend the election. They will be responsible for seeing that the election was carried out per democratic procedures. A written statement of the election, stating that the election was held per the procedures outlined above, must be signed and filed with the Secretary of the Board of Directors by the two individuals appointed by the Board of Directors to observe the election.
- F. In the event of a tie, Membership Committee will interview candidates and make a recommendation to the Board.

Section 6. Biannually, the Head Start Policy Council shall elect a target representative to the Board of Directors. Parents/guardians of children who are currently, or were formerly, enrolled in the Head Start program may be elected as the Policy Council member to the Board of Directors. Policy Council is encouraged to rotate this position among jurisdictions. Upon being seated, the Policy Council member shall be designated as the Board of Directors' representative to the New River Community Action Head Start Policy Council.

Section 7. If a designated or re-designated target area fails to elect a representative within sixty days after being notified, the Board of Directors shall have the authority to re-designate another target area.

Section 8. The Board shall notify local governments of their opportunity to appoint representatives (one each from the City of Radford, and the Counties of Floyd, Giles, Pulaski, and Montgomery, Virginia).

Section 9. If for some reason a local governing body fails to designate any public official or representative or its quota of public officials or representative within sixty days after having received written notice of its right to designate public officials or representative, the Board of Directors shall declare that seat vacant until such time as that local governing body designates a representative or withdraws from the service area of New River Community Action, Inc. by the procedure established in prevailing regulations and guidelines.

Section 10. The terms of Board members shall begin when they are seated on the Board. Board members may be elected or appointed to fill unexpired terms. Such elections or appointments shall be conducted per the provisions of these by-laws.

Section 11. Petition Procedure

If any group, including but not limited to a target area, feels itself inadequately represented on the Board of Directors of this corporation, such group may petition the Board for adequate representation by following the procedure hereinafter set out:

- A. Prepare a petition bearing the signature of no less than twenty-five (25) persons belonging to the group concerned, stating that they are not adequately represented on the Board of Directors and the reasons thereof.
- B. Upon receipt of the petition, the merits of the complaint shall be determined by the Executive Committee. The Executive Committee shall file a report with the Secretary of the Board, within fifteen (15) days, including recommendations.
- C. At the next meeting of the Board of Directors following the date of filing of the committee report, the recommendations of the Executive Committee will be considered by the entire Board and determination made about adequate representation for the group. Time will be given for a spokesperson of the petitioning group to present its case verbally or in writing.

- D. The Board shall vote to determine if representation or additional representation shall be given to the group. If the petition is denied, the spokesperson shall be given reasons to support the Board's decision. A copy of the petition, committee report and recommendation, and a copy of the Board's action on the petition shall be sent to the State Community Service Block Grant office. If it is determined that additional representation is needed, the Board shall insure equal representation for other categories on the Board and shall take steps as necessary to implement such action, including amendment of the by-laws of the corporation.

ARTICLE IV

Meetings

Section 1. The Board of Directors shall hold regular meetings, at least 10 per year, at such hour, date, and place as determined by the Board of Directors. Special meetings of the Board of Directors may be held at any time, either at the call of the Chairperson or any four Board Members, provided that at least seven days notice of such special meetings and the hour and place thereof, be given in writing, via US Postal Service and electronic mail to each Board member. There shall be at least one meeting per program year in each local governmental subdivision (the City of Radford, and the Counties of Floyd, Giles, Montgomery, and Pulaski, Virginia). The annual meeting will be the last regularly scheduled meeting of the program year.

Section 2. Quorum

A majority of the voting members of the Board of Directors shall constitute a quorum for the purpose of transacting business at a meeting of the Board.

Section 3. Attendance

Board members are expected to attend all meetings. If a Board member is unable to attend a Board meeting, he/she shall notify the main office no later than 12:00 noon on the day of the Board meeting. An ex-officio member is exempt from attendance requirements.

If a member of the Board of Directors does not attend four out of the last twelve meetings, the Board of Directors may choose to remove the person from the Board of Directors.

- A. If the person is a target area representative, the target area residents will be notified of their right to elect another person to represent their area. If they fail to do so within sixty days after being notified, the Board of Directors shall have the authority to redesignate another special interest group within the same designated jurisdiction.
- B. If the person is a civic representative, the Membership Committee may recommend another representative to the Board of Directors.
- C. If the person is a public official or representative of a governing body, the governing body of the designated jurisdiction will be notified of its right to designate another representative. If it fails to do so, the designating officials shall make final determination for removal.

Section 4. Voting by proxy or secret ballot shall not be permitted.

Section 5. Notice of the annual meeting and each regular meeting, stating the place, hour and day shall be sent to each member of the Board at least five (5) days prior to the meeting.

Section 6. Method of voting shall be voice vote or show of hands.

Section 7: A motion carries when a majority of the members present, assuming a quorum, votes in favor of a motion.

Section 8. Recording of the minutes shall be written to fairly and accurately reflect the business of the meeting, including a record of votes on all motions. Members may ask to have their individual votes recorded on particular motions. Minutes of the previous meeting shall be distributed to all members of the Board before the next meeting and copies made available to the public on request.

Section 9. The Board of Directors and all Board committee meetings comply with the Virginia Freedom of Information Act,

- A. Notice of all Board and Committee meetings will be posted in a prominent public location and contain the date, time, and location prior to the meeting per law.
- B. A "meeting" is defined as "meetings including work sessions, when sitting physically, or through telephonic or video equipment pursuant to § 2.2-3708 or 2.2-3708.1, as a body or entity, or as an informal assemblage of (i) **as many as three members** or (ii) a quorum, if less than three, of the constituent membership, wherever held, with or without minutes being taken, whether or not votes are cast, of any public body" **where the business of the public body is being discussed or transacted.**
- C. The Board of Directors (or Committee) are not permitted to conduct a meeting through telephonic, video, electronic or other communication means where the members are not physically assembled to discuss or transact public business.
- D. The Board of Directors may choose to close a meeting to Executive Session as allowed by FOIA or other law and requires a motion stating the purpose, the subject and Code § 2.2-3711.

Certification of Closed Meeting – The Board must certify after the Board comes back in to public session that to the best of each member's knowledge (i) only public business matters lawfully exempted from open meeting requirements by Virginia law and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered by the NRCA Board.

- E. It is the policy of NRCA, that individual Board of Directors' members may participate in meetings of Board of Directors by electronic means as permitted by Virginia Code § 2.2-3708.1. This policy shall apply to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting. Whenever an individual member wishes to participate from a remote location, the law requires a quorum of the Board of Directors to be physically assembled at the primary or central meeting location, and there must be arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location. When such individual participation is due to an emergency or personal matter, such participation is limited by law to two meetings or 25 percent of the meetings of the public body per member each calendar year, whichever is fewer.

ARTICLE V

Powers of the Board of Directors

The powers of the Board of Directors shall include:

Section 1. The appointment of the Chief Executive Officer. The CEO is authorized to sign contracts, deeds and loan documents to bind the Corporation and to transact business on its behalf.

Section 2. The annual evaluation of the Chief Executive Officer and approval of compensation.

Section 3. The determination and final approval, subject to the State Community Services Block Grant (CSBG) or other funding source(s) regulations and policies, of major personnel, fiscal, and program policies and priorities.

Section 4. The authority by resolution to authorize the letting of contracts, acceptance of grants, execution of loans and the selection of a depository for corporate assets.

Section 5. The final approval of all programs, proposals, budgets and appropriations of funds.

Section 6. The enforcement of compliance with all conditions of CSBG and other grants.

Section 7. The determination of rules and procedures for the Board subject, however, to:

- A. CSBG instructions and policies and, where applicable, the regulations of other sources of funding to the corporation.
- B. Roberts Rules of Order Latest Edition, where they do not conflict with CSBG instructions and policies, these by-laws, or the authority of other sources of funding to the corporation.

Section 8. The election of officers.

Section 9. Selection of the Executive Committee.

ARTICLE VI **Committees**

Section 1. Each Board member shall hold at least one (1) committee appointment to be made by the Board Chairperson and ratified by the Board.

- A. Members of all standing and other policy making committees shall fairly reflect the composition of the Board. Committee chairpersons shall be appointed by the Board Chairperson. A committee, by unanimous consent of its members, may select individuals who are not members of the Board to serve as non-paid, non-voting consultants. The Board Chairperson shall serve as an ex-officio member of all standing committees, with voice and vote.
- B. **Quorum** - A quorum of a committee shall be at least fifty percent of the non-vacant seats on the committee.
- C. **Voting** -Any measure shall be carried by a majority of a quorum. All actions taken by a committee shall be subject to ratification by the Board of Directors.
- D. **Vacancies** - A vacancy on a committee shall be filled by the Board Chairperson.

Section 2. Nominating Committee - The Nominating Committee shall be selected by the Board Chairperson and named at the Board meeting prior to the last Board meeting of the program year. Its duties shall be to present a slate of officers for the annual election.

Section 3. Standing Committees

A. Executive Committee

- (1) The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary/Treasurer and two other Board members selected by the Board of Directors from its membership. The Committee shall fairly reflect the full composition of the Board.
- (2) The Executive Committee shall have the power to act on behalf of the Board of Directors of the corporation at such times as the Board is not in session, such actions being subject to ratification by the Board at its next regular meeting.
- (3) The Executive Committee shall conduct the annual Chief Executive Officer's performance evaluation and compensation review, provide oversight to the Strategic Planning Process, conduct Board self-

evaluation, review Board development and develop the Board's annual workplan, review by-laws and recommend amendments, and oversee legal compliance.

- (4) The Executive Committee shall keep minutes of its meetings, accurately reflecting all actions taken by it, and a copy of such minutes, attested by the principal officer and Secretary of the Committee, shall be filed with the Board of Directors at its next meeting.
- (5) The Executive Committee shall exercise such other powers as may be assigned to it by the Board of Directors.

B. Finance Committee

- (1) This committee shall be chaired by the Secretary/Treasurer and shall monitor the Agency's financial condition and have the responsibility of supervising the proper administration and expenditure of all funds.
- (2) This committee shall arrange for an annual audit of the books of this corporation, approve the NRCA Financial Policies and Procedures, oversee Agency investments and insurance programs, and review and recommend all annual budgets.

C. Personnel Committee

- (1) This committee shall establish and review personnel policies, job descriptions and salary scale for the Agency.
- (2) This committee shall work cooperatively with the Finance Committee to oversee the agency's fringe benefits/insurances and retirement plan.
- (3) The committee shall monitor staff development and training outcomes, volunteer recruitment and development, and participate in the appeal of staff grievances per policy.

D. Program Planning and Evaluation Committee

- (1) This committee shall define and recommend specific objectives and time tables for actions by this Agency.
- (2) After individual programs are approved by the Board, and are operating, the committee shall analyze and evaluate program effectiveness, identify results and outcome measures and recommend changes or improvement, as necessary. This shall be an ongoing activity.
- (3) This committee will review the Agency's Community Needs Assessments and Agency programs' annual workplans and objectives.
- (4) This committee shall identify social or public issues that affect the Agency and its clientele and develop and review public policy positions and activities.

E. Public/Community Relations & Resource Development Committee

- (1) This committee shall develop and implement an Agency Public/Community Relations Plan to promote public awareness of the Agency.
- (2) This committee shall develop and implement an Agency Resource Development Plan.

F. Board Membership Committee

- (1) The Board Membership Committee shall meet as necessary to recruit and recommend persons to serve as civic members of the Board of Directors.
- (2) In the event of a Target Election tie, the Membership Committee will interview candidates and make a recommendation to the Board.

ARTICLE VII
Officers

Section 1. The officers of the corporation shall be a Chairperson, a Vice-Chairperson, and a Secretary-Treasurer elected by the Board of Directors in the manner prescribed herein. No officer shall hold more than one (1) position. Officers of the corporation must fairly reflect the composition of the full Board. Where the Secretary-Treasurer is absent, or temporarily unable to serve, the Board shall appoint one of those members present to serve in that capacity and on that occasion.

- A. **Election** - The officers of the corporation shall be elected at the annual meeting by the Board of Directors.
- B. **Term of Office** - Each officer shall hold office until a successor has been duly elected and qualified, or until death, resignation, or removal in the manner herein provided.

Section 2. Chairperson - The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson may also be authorized to sign, with the Secretary-Treasurer, any deeds, mortgages, bonds, contracts, or any other instruments that the Board of Directors has authorized to be executed, except where required by law to otherwise be signed or executed, or may assign the authority to the Chief Executive Officer. The Chairperson, in general, shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

In the absence of all officers (the Chairperson, Vice-Chairperson, and the Secretary/Treasurer), if a quorum is present, any member present shall call the meeting to order and take nominations for a chairperson pro tem for that meeting only and members present shall vote to elect a chairperson pro tem to preside at the meeting.

Section 3. Vice-Chairperson - In the absence of the Chairperson, or in the event of inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson; the duties of the Vice-Chairperson shall devolve upon the Secretary-Treasurer.

Section 4. Secretary/Treasurer - The Secretary/Treasurer shall:

- A. Keep the minutes of the Board of Directors meetings.
- B. See that all notices are duly given in accordance with the provisions of these by-laws or as required by law.
- C. Be custodian of the corporate records of the corporation and see that all certificates and all documents on behalf of the corporation are duly authorized.
- D. Keep a register of the mailing addresses of all Board members.
- E. Exercise such care and custody of all funds, and management and control as the Board of Directors may direct. The Secretary/ Treasurer shall be the Chairperson of the Finance Committee and make monthly financial reports to the Board of Directors upon the preceding month; and shall also present an annual statement of the results of the financial position of the corporation as of the end of each fiscal year.
- F. In general, perform all other duties incident to the office of Secretary/Treasurer and such other duties as may be assigned by the Chairperson or Board of Directors.

Section 5. Mid-Term Vacancy - If the office of the Chairperson becomes vacant, the Vice-Chairperson will automatically advance to the office of the Chairperson for the remainder of that term.

If the Vice-Chairperson refuses to assume role of Chairperson, a Nominating Committee will be appointed by the Vice-Chairperson to select a slate for the Chairperson election.

Mid-term vacancy of other positions shall be immediately filled by appointment by the Chairperson, subject to the approval of the majority of the board.

Section 6. Removal - Any officer, Board member, or member of any committee appointed or elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

ARTICLE VIII

Fiscal Year

The fiscal year shall correspond to the program year for New River Community Action, Incorporated.

ARTICLE IX

Basic Policy

Section 1. This corporation shall be non-sectarian, and the name of the organization, or the names of any members in their official capacities shall not be used for any other purposes than for the regular work of the corporation.

Section 2. This corporation shall cooperate with other groups having purposes like those of this corporation, and will not duplicate any existing program of these groups or agencies. The corporation shall not be bound by any commitments unless they are approved by the directors of this corporation.

ARTICLE X

Dissolution of Corporation

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the corporation is then located, exclusively for such purposes or for such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

Amendments

These by-laws may be adopted, amended, or repealed at any regular meeting of the Board of Directors by a vote of fifty-one percent of the membership, provided the proposed additions or changes in the by-laws have been submitted in writing to all members of the Board of Directors not less than seven days before the meeting at which formal action on such by-laws is sought, and if the additions or changes are not inconsistent with the Articles of Incorporation.

Revised July 20, 1989, October 19, 1991, December 19, 1991, July 15, 1993, June 16, 1994, March 20, 1997, May 21, 1998, June 17, 1999, March 21, 2002, June 17, 2004, February 17, 2005, January 25, 2007, November 20, 2008, August 19, 2010, February 17, 2011, March 15, 2012, December 20, 2012, December 19, 2013, May 21, 2015, October 20, 2015, September 21, 2017