

BYLAWS
Ottawa County Community Action Agency Advisory Board

ARTICLE I - NAME

This organization shall be called the Ottawa County Community Action Agency (CAA) Advisory Board.

ARTICLE II - PURPOSE AND FUNCTION

The Ottawa County Community Action Agency was established to operate a comprehensive community action program as outlined in the Michigan Economic and Social Opportunity Act of 1981 (PA 230) and its subsequent revisions and to reduce the effects of poverty in Ottawa County by promoting self-sufficiency and economic independence.

The purpose of the Advisory Board is to advise the OCCAA and the Ottawa County Board of Commissioners (the Governing Board) in the setting of basic goals, policies and procedures for its programs under the Act.

Section I. Responsibilities of the Governing Board:

The Governing Board is the Ottawa County Board of Commissioners and has the responsibility and authority to:

1. Oversee all program operation and planning.
2. Approve all contracts, annual program budget requests and operational policies of the CAA.
3. Establish policies for the operation of the CAA.

Section II. Specific Responsibilities of the Advisory Board:

The Advisory Board shall have the responsibility and authority to:

1. Advise the chief elected officials of the units of local government within the service area of the nature and extent of poverty within Ottawa County and recommend needed changes in federal, state, and local policies and programs.
2. Convene public meetings as necessary to provide individuals eligible for services and other community people the opportunity to comment upon public policies and programs to reduce poverty.
3. Act as the Policy Action Committee (PAC) for local Weatherization Programs.
4. Provide recommendations regarding the selection of the Program Director of the CAA.
5. Determine rules and procedures for the Advisory Board, subject to Ottawa County department and MDHHS-BCAEO policies.

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6. Select the officers and the Program Committee members, if any, of the Advisory Board.
7. Provide policy recommendations regarding personnel, organization, fiscal, and program activities.
8. Set goals, do long range planning, and monitor progress.
9. Provide recommendations regarding approval of all program proposals and budgets, including evaluation.
10. Exercise other responsibilities which the Governing Board chooses to delegate to the Advisory Board.

Section III. Specific Responsibilities of the Program Director:

The Program Director shall have the responsibility and authority to:

1. Prepare budgets for consideration by the Advisory Board and the Governing Board.
2. Implement and manage all programs and budgets that are approved by the Governing Board and which are funded.
3. Implement all policies as recommended by the Advisory Board and established by the Governing Board and/or State.
4. Appoint, supervise, and remove all personnel employed by the Ottawa County CAA subject to the personnel policies of Ottawa County.
5. Keep the Governing Board advised on a regular basis of the financial conditions, as well as the contractual and other legal obligations of the Ottawa County CAA.
6. Submit reports as requested by the Advisory Board and the Governing Board.
7. Report any other information which he/she feels should come to the attention of the Advisory Board and the Governing Board.
8. Perform related work required by the Advisory Board and the Governing Board.
9. Attend meetings of the Advisory Board.
10. Provide a structured Board orientation for each new Board member within 6 months of being seated.
11. The administrative responsibilities and authority established in Section 1 of this Article shall at all times be assigned to one individual. During the vacancy, disability, or leave

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of absence of the Program Director, the Governing Board may, at its discretion, appoint an Acting Director/Manager in consultation with the Advisory Board.

12. Program Director is to be hired and supervised by the Deputy County Administrator.

ARTICLE III – MEMBERSHIP

Section I. Representation:

1. The Community Action Agency Advisory Board shall consist of minimum of nine (9) individuals who live or work in Ottawa County that shall be appointed or removed as set forth in this article.
2. One-third of the members of the Advisory Board shall be elected public officials currently holding office, or their appropriate designated representatives. If the number of elected officials reasonably available and willing to serve is less than one-third of the membership of the Board, appointed public officials may represent the public sector. Public sector representatives will be appointed by the County Board of Commissioners.
3. One-third of the Board members shall represent the private sector, including the areas of business, industry, agriculture, labor, education, and religious and civic organizations located within the County. The private sector representatives shall be appointed by the County Board of Commissioners.
4. One-third of the Board members shall be representative of low-income, elderly, or disabled consumers or other individuals eligible for services residing in the County and shall be selected through a democratic process.
5. Nomination for consumer sector:
 - a) Nominations/selections within the community.
 - b) Nomination/selection of eligible low-income representatives by existing organizations designated by a board, whose membership is predominately composed of individuals eligible for services.
 - c) Nomination/selection of eligible low-income persons at a meeting or conference whose date, time, and place have been adequately publicized.
6. Election for consumer sector:
 - a) Nominations will be received and a list including the individual's backgrounds will be presented to the standing membership of the CAA Advisory Board.

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- b) Each Advisory Board member shall place one vote for each consumer sector vacancy on the board. The Governing Board will be informed of the individual(s) who received the most votes and has the final say in confirming the appointment.

Section II. Term of Office:

- 1. Members on the Board shall serve for staggered three-year terms.
- 2. The maximum number of terms is (four)
- 3. If appropriate, a waiver will be requested to extend a member's length of service on the Advisory Board.

Section III. Vacancies:

- 1. Vacancies on the Advisory Board shall occur when:
 - a) a member has been notified of his/her official removal by action of the Advisory Board or Governing Board.
 - b) a member notifies the Advisory Board of his/her resignation.
 - c) a member no longer meets the qualifications for membership (i.e., an elected official who leaves elective office).
- 2. Vacancies shall be filled, through the appropriate selection procedure, within 90 days after the Advisory Board or Governing Board has been notified of the vacancy.
- 3. Notice of public sector and private sector vacancy(ies) will immediately be forwarded to the Governing Board/County Administration office who will act according to established Ottawa County guidelines to fill the vacancy(ies).
- 4. Notice of consumer sector vacancy(ies) will be made to those service groups in Ottawa County which interact with the low-income and other representative populations. Referrals from these groups will be nominated for election to the Advisory Board.

Section IV. Neglect of Duties:

- 1. Public and private sector representatives may be removed from the Advisory Board only by the Governing Board based upon recommendation of the Advisory Board or nominating body.
- 2. Consumer sector representatives can be removed by democratic process of the Advisory Board.
- 3. Reasons for removal include the following:

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1. Absenteeism from three (3) consecutive meetings whereby such Advisory Board member shall be notified that unless cause for the absence is shown at the following meeting, he/she will be recommended for removal from Advisory Board membership. In the event that such member shows cause, a committee of the Board will then determine whether the member is still interested in and will be able to fulfill the responsibilities of Board membership.
2. Action or actions by such Advisory Board member which are outside the scope of his/her authority as defined by federal and local guidelines and which substantially interfere with the operations of the Ottawa County Community Action Agency.
 - c) Conduct or behavior by such Advisory Board member which is contrary to adopted Board policies and which substantially interferes with the operations of the Ottawa County Community Action Agency.
 - d) Substantial interference with program goals and objectives adopted and implemented by the Ottawa County Community Action Agency.
 - e) Divulgence of confidential information to non-Advisory Board members prior to action thereon by the Advisory Board.
4. Recommendation for removal of any member from the Advisory Board requires an affirmative vote of two-thirds (2/3) of the seated membership of the appropriate Board at any regular or special meeting.

Section V. Powers and Duties:

The Advisory Board shall have such powers and duties as shall from time to time be provided by law or be assigned by the Governing Board.

ARTICLE IV - OFFICERS

Section I. Advisory Board:

1. The officers of the Advisory Board shall consist of Chairperson and Vice-Chairperson or others as deemed necessary. Officers for these positions shall be elected by the Board members every two years in the fall of the year.
2. Chairperson. The Chairperson shall be elected by and from the membership of the Advisory Board. He/she shall appoint all sub-committees, subject to the approval of the Advisory Board unless otherwise provided by the Bylaws and should insure that activities of the Advisory Board are reported to the Governing Board.

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3. Vice-Chairperson. The Vice-Chairperson shall be elected by and from the membership of the Advisory Board. He/she shall perform such other duties as may from time to time be assigned.
4. Any elected officer may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the whole Advisory Board, at any regular or special meeting. Cause for removal of any officer(s) shall be noted in the meeting Minutes.
5. Any vacancy in any office because of death, resignation, or otherwise, may be filled by the Advisory Board for the unexpired portion of the term. The notice of such meeting must state the intent to elect any officer or officers at said meeting.
6. Task committees will be formed as needed to conduct the Advisory Board's business.

ARTICLE V - MEETINGS

Section I. Regular Meetings:

1. The Board shall meet on a bi-monthly basis (generally the even months of the year). The Advisory Board shall be provided in writing notice of and the agenda for any meeting at least five (5) days in advance.
2. Each member of the Advisory Board shall, at every meeting of the Board, be entitled to one vote upon each subject properly submitted to vote. All proxy votes must be in writing to the Program Director. An email vote by Advisory Board members is allowable in extenuating circumstances on non-controversial matters when a quorum is not met at a regularly scheduled meeting.
3. A majority of those voting on any proposal at any Board meeting at which a quorum is present shall carry the vote, unless otherwise stated in these Bylaws.
4. A special meeting may be called by the Chairperson or any two (2) members thereof upon adequate written notice served to each member. Members may waive notice of any special meeting either before or after the holding thereof.
5. Written Minutes which include a record of votes on all motions shall be distributed to all Advisory Board members prior to the next meeting.
6. Any meeting of the Advisory Board may be adjourned from time to time as the Board may deem necessary.
7. Not less than 51% of non-vacant positions, of the minimum nine (9) seated Board members present, shall constitute a quorum for the transaction of the ordinary business of this Advisory Board.
8. Any citizen may comment upon Agenda items prior to the taking of a vote thereon.

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Citizens, after being recognized, shall identify themselves by name and address and shall ordinarily limit their presentation to four (4) minutes, unless the time is otherwise extended by the Chairperson or by note of the Advisory Board.

9. No employee of the Ottawa County Community Action Agency may serve on the Advisory Board, and no state employee may serve on the Advisory Board in a capacity which will require him/her to act as an agent for Ottawa County Community Action Agency in its dealings with any state department. Any member who has a direct financial interest in any matter being discussed or is an employee or Board member of an organization shall disclose such interest and refrain from voting on such matters.

ARTICLE VI - AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the membership present and voting at any duly scheduled meeting of the Advisory Board, or via email, and subsequently approved by the Governing Board.

ARTICLE VII - COMPENSATION

Reimbursement of actual expenses (mileage, etc.) to all members of the Advisory Board is permitted at the rates established by the Governing Board for the performance of duties and responsibilities in connection with Ottawa County Community Action Agency funded programs. An Advisory Board member may, at his/her option, waive such payments.