

COMMUNITY AND FAMILY SERVICES, INC.

# CONSTITUTION AND BY- LAWS

---

Final Approval

07/27/20

The guideline and regulations of the private, not-for-profit and for profit business known as Community and Family Services, Inc. The business serves clients in several counties of East-Central Indiana.

Community and Family Services, Inc.  
CONSTITUTION AND BY-LAWS

**Table of Contents**

**Article I**  
Name, Purpose, and function.....3

**Article II**  
Governing Body/The Executive Board  
Membership.....3  
Terms.....4  
Member Vacancy.....4  
Member Residence.....4  
Powers.....5  
Nepotism.....5  
Officers.....5  
Conflict of Interest.....5  
Elections.....6  
Officers Duties.....6  
Meetings.....6  
Inadequate Representation.....7

**Article III**  
Executive Board Committees  
Committee Guidelines.....7  
Executive Committee.....7  
Personnel Committee.....8  
Program Committee.....8  
Finance Committee.....8  
Ad Hoc Committee.....8

**Article IV**  
Personnel  
Executive Director.....8

**Article VI**  
Fiscal Year.....9

**Article VII**  
Rules and Procedure.....9

**Community and Family Services, Inc.**  
**CONSTITUTION AND BY-LAWS**

**Article VIII**  
Information to County Councils.....9

**Article IX**  
Compensation.....9

**Article X**  
Corporate Dissolution.....9

**Article XI**  
Amendments to the Constitution and By-Laws.....9

Community and Family Services, Inc.  
CONSTITUTION AND BY-LAWS

**ARTICLE I**

**NAME, PURPOSE, AND FUNCTION**

**Section 1.** The name of this organization shall be Community and Family Services, Inc. "CFS, Inc." shall be understood to designate the same.

**Section 2.** To help identify and eliminate the causes of poverty in midst of plenty primarily within the six basic county area of Adams, Blackford, Huntington, Jay, Randolph, and Wells Counties, Indiana by making available the opportunity for education and training as provided for the Public Law 88-452 as adopted by an act of Congress August 20th, 1964, and any subsequent legislation.

**Section 3.** To comply with and execute all legal requirements for non-profit corporation in the State of Indiana, the tax exempt requirements of the United States Revenue Code, and the federal Hatch Act. To qualify for eligibility for funds to maintain a program under the Economic Opportunity Act as provided by the above mentioned Law 88-452, and to function in compliance with Indiana Code Title 23, Article 17, Chapter's 1-30.

**Section 4.** To provide for planning and development of programs that intervene at critical points in the causes of poverty and that will enable families and individuals to become more self-sufficient.

**Section 5.** To provide for coordination of community efforts that work to resolve the problems of poverty.

**Section 6.** To provide continuing research related to the problems of poverty.

**ARTICLE II**

**GOVERNING BODY/THE EXECUTIVE BOARD**

**Section 1.** The Executive Board Membership

There shall be an Executive Board of Directors consisting of a minimum of fifteen (15) members, which shall manage the affairs of the organization. Membership on the Executive Board shall be drawn from residents of the service area of CFS, Inc. and shall consist of the following:

- (a) At least one third democratically-selected representative of the low-income community;
- (b) One-third local elected officials (or their representatives)
- (c) The remaining membership from major groups and interests in the community.

Community and Family Services, Inc.  
CONSTITUTION AND BY-LAWS

- (d) The recommendation of a new board member will be brought to a board meeting by a current board member. A majority vote of board members present will determine acceptance/non-acceptance of the new member.

**Section 2.**     The Executive Board Member Terms

- (a) The term of each member of the Executive Board of Directors shall be for three years with the low-income, public officials (or their representative), and public interest representatives being elected on subsequent years. The public official (or their representative) shall be appointed as designated above with these terms also being for three (3) years. Board members may serve two (2) consecutive three (3) year terms. After completion of these terms, a former board member may serve on the Executive Board again after a 90-day sabbatical. Officers of the Board may serve three (3) consecutive one (1) year terms.
- (b) Membership shall be active. Any member not attending three (3) consecutive meetings without good cause may be replaced with an Executive Board of Directors majority vote. Only the Personnel Committee may bring a member to the Board for a dismissal vote.

**Section 3.**     The Executive Boards Member Vacancy

- (a) The seats of the board shall be considered filled after the democratic election of the representative of the low-income, private interest, and public official or his/her duly appointed representative as needed. Vacancies shall occur when:

- \* A member has been notified of his/her official removal by majority vote of the board for cause.
- \* A member notifies the board of his/her resignation.
- \* A public official, thus representative of such, leaves office.

If filling vacancies the following procedures will be adhered to:

- (b) When the seat of a public official is vacant, the board shall recruit potential candidates throughout the service area.
- (c) When the seat of a representative of a private organization is vacant, the board members will work with organizations to fill the vacancy.
- (d) When the seat of a representative of low-income is vacant the following steps shall be implemented:
- (1) Each executive board committee shall recruit and recommend a potential low-income candidate.
  - (2) Ballot boxes shall be positioned in all Energy Assistance Program offices to promote low-income representation.
  - (3) Voting will conclude prior to the next scheduled executive board meeting.
- (e) When a representative for public, private, or low-income is recommended as a new board member, the Executive Board will vote whether to accept that representative as a board member.
- (f) All vacancies shall be filled within ninety (90) days of the vacancy.

**Community and Family Services, Inc.**  
**CONSTITUTION AND BY-LAWS**

- (g) If a former employee is being recommended to be appointed as a new board member, it must be brought to the Executive Board for approval.
- (h) A Head Start policy council member will serve as a low-income representative which assists fulfilling a board position.

**Section 5.**     The Executive Board Member Residence

Each member of the Executive Board must reside in the service area of the agency. Each person applying for board membership and not meeting their county residency requirement must be approved by the current board membership. Such circumstances will be considered on an individual basis.

**Section 6.**     The Executive Board Powers

- (a) The powers of the Executive Board will include, but is not limited to the following:
  - 1) Appointment of the Executive Director of CFS, Inc.
  - 2) Governing board conducts a performance appraisal, with the assistance of Human Resources Director, of the CEO/Executive Director within each calendar year and establishes annual written goals and/or expectations. Goals and expectations may be communicated by committee or full board.
  - 3) Governing board will demonstrate the Executive Director is supervised directly by said board.
  - 4) Will serve as Human Resources for the Executive Director.
  - 5) Determination, subject to the governing or appropriate funding source. Regulations, and policies, of major personnel, fiscal, program policies, and organization.
  - 6) Determination of overall program plans and priorities of CFS, Inc., including provisions for evaluating progress against performance.
  - 7) Final approval of all program proposals and budgets.
  - 8) Enforcement of compliance with all conditions of each funding source.
  - 9) Determination, subject to the governing or appropriate funding source regulations and policies, of rules of procedure of the governing board or governing officials.
  - 10) Selection of the officers and executive committee (if any) of the governing board or governing officials.
  - 11) To oversee the extent and the quality of the participation of the ~~poor~~ low-income in the programs of CFS, Inc.

**Section 7.**     The Executive Board Nepotism

No staff member or their relative as defined in the Nepotism Statement of the governing or appropriate funding source shall serve as a member of the Executive Board.

**Section 8.**     The Executive Board Officers

Officers of the Executive Board shall be the President, Vice-President, Secretary, and Treasurer. The officials shall be filled from the membership of the Executive Board.

**Community and Family Services, Inc.**  
**CONSTITUTION AND BY-LAWS**

**Section 9.**    The Executive Board Conflict of Interest

- (a) Any individual who serves with the CFS, Inc. Board of Directors, either in a membership or an advisory capacity who is also an officer or an employee of an organization contracting to provide competitively acquired goods or services to CFS, Inc. or to perform a delegated work program funded by CFS, Inc., shall be required to publicly announce that a conflict of interest exists and refrain from engaging in any discussions, deliberations, or decisions regarding or affecting the outcome of that issue. No person who in the previous twelve (12) months has served in any capacity on the CFS, Inc. Board may apply for or serve in any staff capacity for CFS, Inc. It is the responsibility of all board members and candidates for board positions to avoid conflicts of interest and to make known any situations which may give rise to the appearance of conflict of interest.
- (b) A conflict of interest policy must be signed by board members on an annual basis. Every active member must have a current conflict of interest form on file with the agency. Therefore, new board members should complete a conflict of interest form when appointed or by their first meeting.

**Section 10.**    The Executive Board Elections

- (a) Those individuals who have been selected or designated to be on the Executive Board shall come together in October and from among their members, a nominating committee shall be appointed.
- (b) Those individuals who have been selected or designated to be on the Executive Board shall come together in November/December and from among their members the officers of the Executive Board shall be elected.
- (c) The term of office shall be January 1 to December 31.

**Section 11.**    The Executive Board Officers Duties

- (a) It shall be the duty of the President to convene the Executive Board for stated and called meetings. He/she shall preside over the meetings, appoint committees, and direct and execute the affairs of the Corporation with the consent of the Executive Board of Directors.
- (b) It shall be the duty of the Vice-President to assist the President in the performance of his/her duties and to preside in his/her absence.
- (c) It shall be the duty of the Secretary to oversee the keeping of a record of all proceedings of the Corporation and Executive Board, in official minutes of each meeting. Such minutes shall include a record of the voting on all motions. The secretary shall be responsible for distribution of minutes of the previous meeting to all members before the next meeting and shall have such available to the public on request.
- (d) It shall be the duty of the Treasurer to review to ensure an accurate record/receipt of all funds received and distributed by the Corporation. Financial reports/updates will be given quarterly to the board.

Community and Family Services, Inc.  
CONSTITUTION AND BY-LAWS

**Section 12.**    The Executive Board Meetings

- (a) Meeting of the Executive Board of Directors shall be held monthly (except May, November/December, or conditions prohibit), at the call of the President, and at such other times as may be necessary at the call of the President or any three members of the Executive Board.
- (b) The November/December meeting will be the annual meeting.
- (c) A quorum of the Executive Board shall consist of 51% the non-vacant seats after due notification set forth in subsection (e) below. A majority vote of those present shall rule.
- (e) Membership of the Executive Board shall be notified of any regular or called meeting not later than five (5) days before the time designated for the meeting to convene.
- (f) The board shall be provided the agenda of the forthcoming meeting no later than two (2) days in advance of the time designated for the meeting to convene.
- (g) The President of the Executive Board of Directors may call a meeting of the Board of Directors as needed in what is deemed an emergency situation.

**Section 13.**    The Executive Board Inadequate Representation

Any group which feels itself inadequately represented on the Executive Board may formally petition for the representation of a particular area by presenting a petition for membership with at least 50 signatures of residents of the area to be represented to the Executive Board. The Executive Board shall conduct a fair hearing within thirty (30) days concerning the representation on the Executive Board. The governing or appropriate funding source office shall be informed of the petition within ten (10) days of receipt of the petition. If the Executive Board finds in favor of the petition, then the area affected shall be instructed to realign its representation reflective of the Executive Board decision.

**ARTICLE III**  
**EXECUTIVE BOARD COMMITTEES**

**Section 1.**    **Committee Guidelines**

The following provisions shall apply uniformly to all Board Committees:

- (a) Committee Chairman shall be members of the Board. Any sub-committee created by the Board Committees may include other interested residents of the community.
- (b) Each committee shall consist of no less than three (3) or more than six (6) members and shall reflect the structure of the Board.
- (c) Committees and committee membership shall be established through the organization meeting of the Board. However, the Board President shall maintain committee membership as necessary between organization meetings.



**Community and Family Services, Inc.**  
**CONSTITUTION AND BY-LAWS**

- (d) The final authority for all matters by the committees shall be the Executive Board of Directors. Said committees shall report periodically to the Board concerning activities, conclusions and recommendations.
- (e) Quorum and notice provisions for each committee shall conform to those of the Board of Directors. Said notice provisions, however, may be waived by the Executive Committee for an emergency meeting of the Executive Committee.
- (f) Each member of a committee shall continue as such until his/her successor is appointed unless the committee shall be sooner terminated or unless such member is removed from such by a majority of the Board unless such member shall cease to qualify as a member thereof.

**Section 2.**    **Executive Committee:** There shall be an Executive Committee consisting of at least the Board officers and it shall have authority to transact the Board business between meetings of the full Board. All actions of the Executive Committee shall be subject to ratification by the Executive Board. Said committee shall meet at such times during which agency business needs to be transacted and the full board cannot meet.

**Section 3.**    **Personnel Committee:** There shall be a Personnel Committee which shall meet at least on a semi-annual basis and at any other time when business needs to be transacted. Said committee shall have at least the following duties:

- (a) Perform periodic review of the Personnel Policies and Procedures and make appropriate recommendations to the Board.
- (b) Serve as Personnel Appeals Board to hear and to consider employee grievances.
- (c) Act as an Appeals Board for any complaints of discrimination within the agency against either employees or participants.
- (d) With recommendation from staff, approve the appointment of the Equal Opportunity Officer by the Executive Director.

**Section 4.**    **Program Committee:** There shall be a Program Committee which shall meet up to four (4) times a year and at any other time during which business needs to be transacted. Said Committee shall have at least the following duties:

- (a) To determine from the low-income their needs and problems.
- (b) Assume involvement of the poor in all phases of CFS, Inc.
- (c) Give preliminary study and consideration to all proposed programs and projects falling within the scope and purpose or prior to consideration by the Board.
- (d) Receive program updates and present to full board.

**Section 5.**    **Finance Committee:** There shall be a Finance Committee which will consider details of the budget, review the annual audit, monitor financial conditions and provide reports to the full Executive Board.

**Section 6.**    **Ad Hoc Committees:** Additional special purpose committees, to be known as Ad Hoc Committees, may from time to time, as the need arises, be established on a temporary basis. The President shall appoint these Ad Hoc Committees and charge them with specific duties.

Community and Family Services, Inc.  
CONSTITUTION AND BY-LAWS

**ARTICLE IV**

**PERSONNEL-Executive Director**

**Section 1.** The Executive Director shall be hired by the Executive Board and shall be responsible to the President whose direction shall be by and with the consent of the Executive Board. A majority vote of the Executive Board shall be necessary to elect an Executive Director.

**Section 2.** The Executive Director and any officer or member of the corporation can be removed from office for good reason and in compliance with agency policies and procedures as determined by the Executive Board. A two-thirds vote of the Executive Board shall be necessary for such removal from office.

**Section 3.** The Executive Director shall be responsible for hiring personnel to administer all programs and they shall be responsible to the Executive Director for the performance of their duties.

**Section 4.** The selection of an Executive Director shall not create any contract rights, and the Executive Board may terminate the Executive Director's employment with or without cause.

**ARTICLE V**

**Fiscal Year**

**Section 1.** The Fiscal Year shall be defined as the calendar year.

**ARTICLE VI**

**RULES AND PROCEDURES**

**Section 1.** Roberts Rules of Order Revised shall govern all parliamentary matters for the Executive Board and its committees.

**ARTICLE VII**

**COMPENSATION**

**Section 1.** Executive Board members may be reimbursed through a fund set aside for agency business related expenses; however, regular compensation to members for their service on the board shall not be permitted.

**ARTICLE VIII**

**CORPORATE DISSOLUTION**

**Section 1.** The Executive Board shall follow Indiana law when dissolving the Corporation and disposing of assets.

Community and Family Services, Inc.  
CONSTITUTION AND BY-LAWS

**ARTICLE IX**

**AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

**Section 1.** Amendments to the Constitution and By-Laws may be proposed at any regular or called meeting of the Executive Board and shall be acted upon at the next regular or called meeting.

**Section 2.** A majority of those present supporting the amendment shall constitute passage.