



Board of Directors

Bylaws

Community Action Partnership of Orange County

**11870 Monarch Street
Garden Grove, CA 92841
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Last Revised February 2022

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Article I

Name

The name of this private, non-profit corporation is the Community Action Partnership of Orange County, Inc. hereinafter referred to as the “Corporation.”

Whenever it is desirable to abbreviate the name of this organization, the initials “CAP OC” shall be considered in every way the equivalent of the legal name of the organization.

This Corporation is organized pursuant to the General Non-Profit Corporation Laws of the State of California.

Principal Office of Corporation

The principal office of the Corporation shall be located at 11870 Monarch Street, Garden Grove, California, 92841. The Corporation may have other offices within the State of California as the Board of Directors of the Corporation may determine or as the affairs of the Corporation may require from time to time. The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

Article II

Purpose

CAP OC’s Mission is dedicated to enhancing the quality of life within Orange County by eliminating and preventing the causes and effects of poverty by mobilizing and directing resources to assist, educate, and promote self-sufficiency.

A. Goal of Self Sufficiency

To achieve these purposes, the Corporation shall stimulate an effective concentration of all available local, state, private, and federal resources toward the goal of helping people and changing lives by enabling low-income families and low-income individuals of all ages in rural and urban areas to attain the skills, knowledge, and motivations to secure the opportunities needed for them to become fully self-sufficient.

B. Methods to Achieve Goal

The methods for achieving this effective concentration of resources on the goal of family and individual self-sufficiency shall include but not be limited to the following:

1. The strengthening of community capabilities for planning and coordinating federal, state, county, private, and other assistance related to the elimination of poverty, so that this assistance, through the efforts of local officials, organizations, and

interested and affected citizens, can be made more responsive to local needs and conditions.

2. The coherent organization of a range of services related to the needs of the poor, so that these services may be made effective and efficient in helping families and individuals to overcome poverty-related problems in a way that takes into account and supports their progress in overcoming identified causes of poverty.
3. The implementation, subject to adequate evaluation, of new types of services and innovative approaches toward eliminating causes of poverty, so as to develop increasingly effective methods of employing available resources.
4. Maximum feasible participation of members of the groups and residents of the low-income areas to be served by programs and projects in the development and implementation of these programs and projects, in order to assure that all programs and projects are meaningful to, and widely utilized by, their intended beneficiaries.
5. The broadening of the resource base directed toward the elimination of poverty, so as to secure, in addition to the services and assistance of public officials, private, religious, charitable and neighborhood organizations, and individual citizens a more active role for business, labor, and professional groups able to influence the quantity and quality of services of concern to the poor.

Article III

Powers of the Board of Directors

The activities and the affairs of the Corporation shall be conducted and all corporate powers shall be exercised by and under the direction of the Board of Directors (“Board”). The Board shall delegate operational management of the Corporation to the President & Chief Executive Officer (“CEO”) of the Corporation.

Specific powers of the Board shall include, but not be limited to: selecting and removing of officers and agents of the Corporation, prescribing powers and duties for officers and agents of the Corporation consistent with these Bylaws and prevailing law, approving policy including fiscal and personnel policies and compensation, and approving the annual budget.

Article IV

Nonpartisan Activities

This Corporation has been formed under the California Nonprofit Corporation Law, for the purposes described above, and it shall be non-profit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or

intervene in any political campaign on behalf of any candidate for public office in accordance with Internal Revenue Code Section 501(c)(3).

The Corporation shall not, except as necessary and as permitted by law and these Bylaws, engage in any activity or exercise any powers that are not in furtherance of the purposes described above.

Article V

Dedication of Assets

The properties and assets of this non-profit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Board member or Director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

Article VI

Election of Directors

Section 1. Number of Directors

The Board shall have at least fifteen (15) Directors and not more than thirty (30) with the number determined by the Board. The Directorship of the Board shall be divisible by three (3).

Section 2. Restrictions

There shall be no restriction denying Directorship to anyone on account of race, color, national origin, creed, religion, age, sex, lifestyle, handicap, or socio-economic status.

Section 3. Composition of the Board

The Directorship of the Board shall be divided into the following three (3) separate and distinct categories:

A. Category I Public Officials

One-third of the members of the Board are elected public officials currently holding office, or their representatives, as set forth in Bylaws Article VI, Section 4, except that if the number of elected officials reasonably available and willing to serve is less than one-third

of the membership of the Board, membership on the Board of appointed public officials may be counted in meeting such one-third requirement.

B. Category II Representatives of The Poor

No fewer than one-third of the members are persons chosen in accordance with democratic selection procedures adequate to assure that they are representative of the poor in the area served, as set forth in Bylaws Article VI, Section 5.

C. Category III Representatives of Private Organizations

No more than one third and no less than three (3) of the members are officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community, elected as set forth in Bylaws Article VI, Section 6.

Section 4. Selection of Directors

Directors shall be identified and selected as follows:

A. Appointment and Terms of Category I Directors

Each member of the Orange County Board of Supervisors will be requested to appoint himself or herself to a Category I Directorship or to appoint a representative. This representative need not be an elected or appointed public official. Should a member of the Board of Supervisors not select self or a representative to serve as a director, the position may be filled by another elected official or his or her representative.

Other open Category I seats shall be filled by elected officials or their representatives as determined by a majority vote of the Board of Directors. This representative need not be an elected or appointed public official.

A Category I official shall serve while in office. A representative shall serve during the term of the appointing official or at the pleasure of the appointing official.

In the event that a member of the Board of Supervisors or any elected official does not appoint himself/herself to a Category I Directorship or appoint a representative to act on his/her behalf or is removed from or not elected to the Board, then the Board or its designated Membership Committee shall seek candidates for vacant Category I Directorships from among Orange County elected or appointed public officials, with preference given to un-represented supervisorial districts.

A Category I official or designee shall be subject to confirmation by a majority of Board members present at a duly constituted meeting.

Category I Directors are subject to all relevant Bylaws and regulations pertaining to Board membership, duties, and responsibilities.

B. Selection and Terms of Directors in Categories II and III

The Chairperson of the Board shall appoint a Membership Committee to nominate qualified candidates for election to the Board of Directors at least thirty (30) days before the date of any election of Directors.

The Membership Committee shall forward a report and ballot listing all qualified candidates nominated to each member of the Board at least five (5) days before the date of the election.

The Membership Committee shall be responsible to establish time frames, develop and distribute forms and literature, and take actions necessary to ensure fair and equitable solicitation of nominations.

The term of office for members of the Board of Directors shall be three (3) years and shall commence at the close of the meeting at which they are elected.

In the case of a Director elected to complete the unexpired term of a Directorship, declared vacant for any reason, the incoming director's term of office shall be the duration of the unexpired term of their predecessor.

Section 5. Criteria for Nomination of Category II Directors

There are a variety of selection processes, which may be used for Category II elections. Any democratic selection process ensuring the maximum feasible participation of the poor is potentially acceptable. Annually, the Board or its Membership Committee shall review the process related to the nomination and election of the Category II Directors. The criteria for nomination of Category II Directors shall be as detailed in the following paragraphs until or unless the Board adopts an alternative criteria and process.

A. Identification of Qualified Candidates

Category II Board members shall be individuals that are either poor persons, as defined by the Community Services Block Grant Act, or individuals affiliated with or members of organizations approved by the Board, whose memberships are comprised predominately of low-income persons.

Candidates may be self-nominated, CAP OC Board member nominated, or nominated by an appropriate representative organization.

The Board or Board Membership Committee shall review and update the list of Individuals and organizations to determine their qualification according to the following criteria.

1. Whether the individual is low income in accordance with Community Service Block Grant ("CSBG") definitions.

2. Whether the affiliate organization's membership and/or clientele are predominately composed of poor persons.
3. Whether the affiliate organization has demonstrated a commitment to the needs and rights of low-income people residing in Orange County.
4. Whether the affiliate organization represents a significant sector of the low-income community.

B. Nominations of Category II Members

As soon as practical, the Membership Committee shall establish a priority among individuals and affiliate organizations based on maintaining a broad and diverse representation of the poor and their needs and the expectation of committed board membership. The list shall be presented to the Board upon request. Notice of a potential vacancy shall be communicated to individuals and affiliate organizations with an invitation to be nominated or to nominate.

C. Review of Priority Designation of Recommended Individuals

Once an individual has served six (6) or more consecutive years, the Membership Committee shall give a priority recommendation to another qualified individual.

D. Residency

All Category II Board Directors must be residents of the County of Orange. In the event that the Board chooses to have Category II Directors elected by a specific geographic area within the County, those Category II Directors must reside in the specific geographic area they have been elected to represent.

E. Petition for Determination of Inadequate Representation in Category II

Low-income persons, who believe they are inadequately represented on the Board, may petition for a determination as to whether there is adequate representation of low-income persons on the Board.

The procedures are as follows:

1. A petition bearing the verifiable names, addresses, and signatures of at least five (5) low-income residents of Orange County is submitted to the Board.
2. The Board submits the petition to a Membership Committee for the Committee's investigation, review, evaluation, and recommendation.
3. After reviewing and evaluating the petition, the Membership Committee shall report their findings and recommendations to the full Board.

4. The Board shall thereafter render a final determination as to the adequacy of representation of low-income persons on the Board.
5. All petitioners shall have the right to make a brief oral and/or written presentation to the Membership Committee and the Board prior to final Board action on the petition.
6. Each petitioner shall be notified of any meeting at which the petition is a subject for consideration at least five (5) days prior to that meeting.
7. The Board shall make a final determination as to the adequacy of low-income representation no later than the second regularly scheduled Board meeting after the matter was referred to the Membership Committee.
8. Each petitioner shall be notified in writing of the Board's determination regarding the petition within ten (10) days of the Board's final decision.
9. In the event that the Board should determine that there is an inadequate representation of low-income persons on the Board, it shall take affirmative action to remedy the situation.
10. In the event that the Board should determine that there is inadequate representation of low-income persons, no action taken by the Board in good faith, either before or subsequent to such determination, shall be affected or invalidated in any respect.

Section 6. Process and Criteria for Nomination of Category III Directors

The criteria for nomination of Category III Directors shall be as detailed in the following paragraphs until or unless the Board adopts an alternative criteria and process.

A. Nominations of Category III Members

The Membership Committee shall seek qualified candidates who are officials or members of business, industry, labor, religious, welfare, education or other major groups or interests in the community to ensure broad community involvement.

Prior to the December meeting, the Membership Committee shall review current Board membership to identify major groups not represented on the Board and establish a priority for nominating new members.

The Membership Committee shall identify qualified candidates representative of a major group and present a slate naming the nominee and his/her group or organization based on the following criteria:

1. Whether the individual's affiliation is representative of the business, industry, labor, religious, law enforcement, or education group or a constituency of the poor concerned with a specific problem.

2. Whether the individual has a commitment to the overall mission of the Corporation.
3. The capability of the individual to represent a significant sector of the community which is either un-represented or under-represented on the Board.
4. The length of time a group or significant category has already been represented.

An individual representative of an organization or major group that can contribute most significantly to the strategic plan and goals of the Corporation, should be given a priority recommendation to the Board by the Membership Committee.

The Board shall assure the broadest possible representation from within Orange County of all eligible major groups for Category III Membership.

B. Review of Priority Designation

Once a major group has been represented six (6) or more consecutive years by a director, the Membership Committee may give a priority recommendation to another major group or organization.

C. Residency

Category III Directors need not live within the County of Orange but shall represent a major group which has substantial County involvement which may include, but is not limited to business dealings, social interactions, organizational affiliations and/or activities which require attendance in Orange County and provide exposure to community needs and community services.

Section 7. Directors Election Procedures

Election procedures outlined in this section apply to all nominees only to the extent that such procedures shall be used to confirm the appointment of an elected official or representative and an organization's nominee.

Elections to the Board shall occur at the July meeting and shall require a majority of votes of those Directors present at a duly constituted Board meeting. Balloting shall be conducted by the Board Secretary. The Board Secretary shall count and announce the votes of each Board member to the Board.

During the election, the Chairperson of the Board shall cast his or her vote at the same time and in the same manner as all other Board members and such vote shall be cast prior to the polls being closed.

In the event that a tie occurs for the election of a nominee to the Board, a special meeting shall be held to break the tie. The special board meeting shall be held no later than ten (10) calendar days after the date of the July meeting and shall be called in accordance with Article X Section 2 of these Bylaws.

Section 8. Vacancies

There shall be a vacancy on the Board when a vacancy is declared; or when the authorized number of Directors is increased; or when a Director has been lawfully removed; or on the effective date given by a Director in a written notification to the Board of his/her resignation; or when a Category I Director seated on the Board leaves public office; or when a Director dies.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board as provided below, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with these Bylaws, or (3) a sole remaining director.

Each category vacancy is filled as follows:

A. Category I Nominations

When a Category I seat filled by a representative of an elected or non-elected official is vacant, the Board shall promptly contact the official and request the selection of a replacement.

When an elected official leaves office, the procedures of Article VI, Section 4A shall be followed.

B. Category II and Category III Nominations

When a Category II seat is vacant, the procedures in Article VI, Section 4(B) shall be followed. To fill Category III vacancies, the selection process as given in Article VI, Section 6 shall be employed.

C. Election

A Category I vacancy shall be filled by confirmation of appointment, and Categories II and III vacancies shall be filled as described in Article VI, Section 8. A majority vote at a duly constituted meeting of the Board is required.

Should the number of Directors then in office be less than a quorum, vacancies shall be filled by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

Section 9. Attendance

All Board members are expected to attend regularly scheduled Board meetings, regularly scheduled meetings of committees of which they are members, and other meetings, activities, and events conducted by or under the auspices of the Board. A Director will receive an excused absence from a meeting due to work, illness, religious or military obligations. Board members should contact the Board Secretary to report absences for regular Board meetings and the Committee Chair to report absences for committee meetings, within at least one (1) hour prior to the meeting. Should the Board Secretary or Committee Chair not be available, Board members should contact the Executive Assistant.

Section 10. Removal

All Directors may be removed from the Board by a majority vote of the Board at a duly constituted meeting of the Board for the following reasons:

A. Absence

The failure of a Director to attend three (3) regular board meetings without being excused during any one (1) year period is cause for removal.

B. Removal for Cause

Cause for removal includes, but is not limited to, a Director committing an act, which in the Board's determination has made it impossible or impractical to effectively continue to act as a Board member, is incapacitated due to illness, injury, or other circumstances, violation/non-compliance with the provisions of Conflict of Interest, malfeasance or misfeasance while acting in an official capacity as a director.

Prior to any removal action, a Director subject to such action shall be notified in writing as to the reason for the proposed action by the Board at least ten (10) working days prior to the Board meeting at which the action is to be considered. The Director shall be offered the opportunity to reply, both orally and in writing, to any and all charges brought against him/her at the meeting at which the proposed action is to be considered.

Section 11. Compensation

Reimbursement for out-of-pocket expenses will be made upon written request, for official and actual expenses, subject to board policies. Directors shall not receive any compensation from the Corporation for their services.

Article VII

Officers of the Board and Adjunct Services to the Board

Section 1. Positions

The officers of the Board of Directors shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The officers of the Board shall be elected from the duly constituted Board of Directors of the Corporation.

Section 2. Term

Officers of the Board shall be elected to two-year terms, with a maximum of two consecutive terms. Officers shall be elected by ballot at regular Board meetings in July of each year or after a vacancy occurs, and in which case he or she shall serve for the remainder of the two (2) year term or until a successor is elected. Their terms of office shall begin at the close of the meeting at which the officer is elected.

Section 3. Tenure

An officer of the Board may serve no more than two (2) consecutive two-year terms in the same office. Two years shall count as one (1) term. A previously elected officer may run for a different position after his/her term has ended.

Section 4. Election Procedures for Officers

At the May meeting, the Executive Committee shall appoint two (2) designated Board members to conduct the elections in the July meeting and to receive nominations from the floor of the Board for candidates for all offices. Candidates may announce their candidacy at the Board meeting prior to the regularly scheduled July Board meeting.

At the July meeting, the Chairperson shall entertain nominations from the floor of the Board separately for each office prior to the election.

Elections shall then be held. A ballot shall be taken for each office separately. Election to any office must be by a majority of Directors voting.

A. Election Procedures Where a Meeting is Held by Electronic Media

Where a meeting in which elections are held by electronic media pursuant to Article X Section 5 of these Bylaws, the election procedure shall be as follows:

1. The Board Secretary shall post the ballot via an online survey tool and the Chairperson shall alert all Board members that the polls are open. The Chairperson shall also provide the Board members with any additional information needed to cast their votes online.

2. Where an election is conducted by Electronic Media, the Board Secretary shall confirm the results of the ballot election by a subsequent roll call vote.
3. The polls shall then be closed after the Chairperson declares the polls are closed. The polls shall be closed by either: (1) having two thirds of all voting Board members vote to close the polls or (2) by having the Chairperson declare the polls closed.

Section 5. Duties

The duties of the officers of the Board of Directors shall be as follows:

A. Chairperson

The Chairperson shall perform all duties customary to that office in accordance with the purposes of the Corporation as outlined in The Articles of Incorporation and in these Bylaws, and the Policies, Procedures, and Directives of the Board. The Chairperson shall preside at all meetings of the Board and the Executive Committee and be an ex-officio member of all committees. The Chairperson shall designate committee chairs and members who are not directly elected by the Board or Executive Committee as described in Article VII, Sec. 4 and Article XII, Sec. 1(A). The Chairperson shall not be considered the General Manager or Executive Officer of the Corporation; however, the Chairperson shall be the final arbiter of the Board (and any Executive Committee) policy between Board and Executive Committee meetings, for the purpose of providing direction as to Board decisions to any interested person.

B. Vice-Chairperson

The Vice-Chairperson shall assist the Chairperson of the Board in the discharge of his/her duties whenever requested and assume the Chairperson's duties in the event of the Chairperson's absence or inability to perform his/her duties, and perform other duties as designated by the Chair or the Board of Directors and also serve as Chair of the Governance Committee.

C. Secretary

The Secretary shall keep or cause to be kept an accurate written record of the proceedings of all Board meetings, a roster of all Directors and their Committees, and attendance records for all Board and Committee meetings.

The Secretary shall ensure that a report in writing of all actions taken by the Executive Committee is presented to the full Board at its next meeting.

The Secretary shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board of Directors or these Bylaws.

D. Treasurer

The Treasurer shall serve as the Chairperson of the Finance Committee, perform all customary duties of a Treasurer, review and present all audit information and annual audits to the Board, as well as serve as Chair of the Administrative Committee.

Section 6. Resignation of Officers of the Board

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 7. Adjunction Services to the Board

The Chair or the Board may appoint persons with special skills or knowledge to assist the Board in the performance of its mandates.

A. Parliamentarian

The Chairperson may appoint, upon approval of the Board, an unpaid Parliamentarian to serve as an advisor to the Board and the Executive Committee regarding the proper conduct of all meetings. In the absence of a volunteer, a paid Parliamentarian shall be made available as may be necessary from time to time, upon approval of the Board.

B. Advisors to the Board

The Board may appoint non-voting unpaid advisors to serve the Board.

Article VIII

Other Officers of the Corporation

Section 1. Positions

Other officers of the Corporation shall include a President & CEO and a Chief Financial Officer who do not serve as Directors of the Corporation.

Section 2. President & CEO

The President & CEO shall be the Chief Executive Officer of the Corporation and, except as otherwise provided in these Bylaws, or as contained in his/her contract, shall have: 1) general supervision, direction, and control of the business and offices of the Corporation; 2) the general powers and duties of management usually vested in the office of President & CEO of a Corporation; and 3) such other powers and duties as may be prescribed by the Board or by these Bylaws.

A. Corporate Instruments

The President & CEO shall have the power to sign all instruments of the Corporation, except as otherwise directed by the Board.

B. Hire and Fire of Employees

The President & CEO shall appoint and remove, employ, and discharge, and prescribe the duties and fix the compensation of all agents and employees of the Corporation, in compliance with the Corporation's Personnel Policy and Procedures and the approved budget and work plan.

C. Contracting and Financial Authority

The President & CEO shall take all actions necessary to ensure the ongoing-efficient operations of the Corporation. Specifically, the President & CEO is authorized to obligate funds and enter into contractual agreements, on behalf of the Board, in amounts not to exceed an amount determined by the Board in a resolution for this purpose without prior Board authorization.

Section 3. Compensation of Other Officers

The President & CEO may hold a professional contract.

Contracts shall specify the duration, terms, and conditions of employment. Contracts with the President & CEO shall be approved by the Board of Directors.

Salaries of the President & CEO shall be fixed by the resolution of the Board. The salaries shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation.

Article IX

Transactions between the Corporation and Directors or Officers

Section 1. Conflict of Interest

Every Director and officer has a duty of loyalty to the Corporation. Upon acceptance of election as a Director, any Director who has a financial interest that might affect the Director's votes on the Corporation's business, shall identify the nature of the interest. Any Director having a conflict of interest with respect to any item of business to be voted upon shall state the nature of the possible conflict and refrain from voting. Any Director who is uncertain whether a conflict of interest may exist in any matter may request the Board to resolve the question by majority vote. The vote of any Director failing to declare a conflict may be challenged immediately after the vote is taken and the

existence or non-existence of the conflict shall be resolved by a vote of a majority of the Directors present other than the challenged and challenging Directors.

Declaration of Conflict or Potential Conflict

It shall be incumbent on any Director of the Board who believes that he/she may have a conflict of interest with respect to any matter before the Board, to announce the conflict and to abstain from voting on the matter. Directors will be asked to sign a conflict-of-interest statement at least annually.

Section 2. Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer.

Section 3. Clarification of “Material Financial Interest”

A Director or officer of this Corporation shall not be deemed to have a “material financial interest” in a contract or transaction that implements a charitable program of this Corporation solely because such a contract or transaction results in a benefit to a Director or officer or their families by virtue of their membership in the class of persons intended to be benefited by the charitable program of this Corporation.

Article X

Board of Directors Meetings

Section 1. Regular Meetings

The Board shall hold one (1) regularly scheduled meeting beginning in January to take place on every other month in March, May, July, September, and December, unless otherwise ordered by the Board or by the Executive Committee. The meeting shall be held at a time and location within the County of Orange convenient to both its Directors and the general public.

Notice of regularly scheduled meetings of the Board, stating date, time, and place with previous minutes and meeting agent shall be sent in accordance with the Brown Act.

Section 2. Special Meetings

Special meetings of the Board may be called on forty-eight (48) hours’ notice by the Chairperson, Vice-Chair, or by written request of five (5) Directors. Such a meeting shall, whenever possible, receive the same publicity as a regular meeting. At least one (1) notice shall be forwarded to all media who have requested notice.

The persons authorized to call special meetings of the Board may fix any place within the State of California as the place for holding any special meetings of the Board called by them. Such meetings may also be held by teleconference.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Any special meeting during the agenda which is not completed may be continued to a succeeding date by an approved motion of the Board.

Notice of any special meeting of the Board shall be given to all Directors at least forty-eight (48) hours in advance and posted on the Agency's website in accordance with the Brown Act. Notice shall be delivered by at least two of the following methods of communication: personally, by mail, by facsimile, by phone, or by electronic mail to each Director at her/his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. A Director shall be deemed to have waived notice if he/she had actual knowledge of a meeting and failed to object to insufficient notice at or prior to the meeting.

Notice of a special meeting must state the time and place of the meeting, as well as all business to be transacted or discussed. Closed session items should be described in accordance with the Brown Act's safe harbor provisions.

During the special meeting, the Board shall take minutes of the meeting in the same manner as it does during regular meetings and shall ensure that such minutes are made available for any Board members who are unable to attend the special meeting.

Section 3. Regular and Special Meetings – Compliance with Brown Act

Every meeting of the Board is public except those which must be held in Closed Session and comply with the Ralph M. Brown Act.

Section 4. Annual Meetings

The regular meeting of the fourth (4th) Wednesday of July shall be known as the Annual Meeting and shall be for the purpose of electing Board officers and for any other business that may arise.

Section 5. Meetings by Electronic Media

Any meeting, regular, special, or annual, may be held by teleconference, electronic video screen communication, or other communications equipment as defined under the Brown Act as "a meeting of a legislative body, the members of which are in different locations, connected by electronic means, through either audio or video, or both." Such meetings must comply with all provisions of the Brown Act as follows:

A. Method of Participation

1. Participation in a meeting through use of conference telephone, through use of electronic video communication, or through other communications equipment constitutes presence in person at that meeting so long as all Directors participating in the meeting are able to hear one another and if all of the following apply:
2. Each Director and member of the public participating in the meeting can communicate with all of the Directors concurrently.
3. Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.
4. The Corporation adopts and implements means of verifying:
 - a. that all persons participating in the meeting are Directors of the Corporation or are otherwise entitled to participate in the meeting,
 - b. that all actions of, or votes by, the Board are taken and cast only by Directors and not by persons who are not Directors.
5. Each teleconference location must be specifically identified in the notice and agenda of the meeting, including a full address and room number, as may be applicable.

Agendas must be posted at each teleconference location. Each teleconference location must be accessible to the public and have technology, such as a speakerphone, to enable the public to participate. The agenda must provide the opportunity for the public to address the legislative body directly at each teleconference location.

B. Voting

All votes shall be by majority.

Section 5. Notice and Agenda

The Corporation shall provide in writing by letter or electronically to all Directors, notice and agenda, including all supporting documentation, for all Board Meetings at least three (3) days in advance of the meeting except as provided in Section 2 above. Public notice of all Board meetings shall be provided to local print, the Agency's website, and electronic media if requested or required by law and the posting of public meeting notices outside the Corporation's main headquarters.

Section 6. Minutes

The Board shall keep minutes for each meeting, which includes the individual director's presence and record of voting on all motions. Minutes of the previous meeting shall be given to all members before the next meeting and shall be made available to the public upon request. The Minutes shall include the number of non-vacant seats at the start of each meeting.

Section 7. Public Participation

All Board meetings shall be open to the public consistent with public, local, state, and federal laws and funding source regulations. The Board may establish reasonable rules and procedures governing such participation at its meetings. Should the Board determine that established rules and procedures governing such participation are being violated or are being utilized for purposes of disruption or delay, it may limit public participation, as it deems appropriate.

Section 8. Quorum

Fifty percent (50%) of the authorized number of Directors exclusive of vacant positions shall constitute a quorum for the transaction of business except for adjournment. Every act taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 9. Voting

Each Director shall have one vote. Voting by proxy is not permitted. Directors must declare whenever there is a conflict and must abstain from voting to the extent that there is a conflict. Although it is the duty of every Director who has an opinion to express it by voting, he/she can abstain since he/she cannot be compelled to vote. Board resolutions shall be accompanied by supportive statements of purpose and intent.

The decisions of the Board do not commit the organizations or public officers represented to any consequent action or philosophical principle. However, members may be required by their appointing agencies or geographic areas to report their actions.

Article XI

Executive Committee

Section 1. Composition

The Executive Committee shall be composed of the elected officers and one at large member appointed by the Board Chairperson.

Section 2. Powers and Duties

The Executive Committee does not have a continuing subject matter. It shall advise the Chairperson and the President & CEO on matters concerning the Corporation and make recommendations to the Board on matters of policy.

The Executive Committee is empowered to transact routine and ordinary business between Board meetings on behalf of the Board.

A majority vote of the Executive Committee shall be necessary for all actions. The Executive Committee shall be able to take action on behalf of the Board if there is no monthly board meeting to approve time-sensitive actions.

Section 3. Meetings

There are no regularly scheduled Executive Committee meetings. Special meetings of the Committee may be called on twenty-four (24) hours' notice by the Chairperson or by written request of three (3) members of the Committee.

Article XII

Standing and Ad Hoc Committees

Section 1. Standing and Ad Hoc Committees - General

Standing Committees are subject to the Brown Act provisions. Each Committee shall be comprised of at least three members with at least one member from each Category. Each Director shall be required to serve on at least one (1) Standing Committee and one (1) other Ad Hoc Committee, subject to appointment by the Board Chair.

A. Appointments

The standing Committee Chairpersons and members shall be appointed by the Chairperson of the Board except the Chair of the Administration Committee who is the elected treasurer of the Board of Directors. All appointments of Committee members and Chairpersons must be ratified by the Board.

Each Director shall be required to serve on at least one (1) Standing Committee and one (1) other Ad Hoc Committee, subject to appointment by the Board Chair.

B. Term

Each Committee member shall serve until a successor is appointed or elected as provided above, or until he or she resigns.

C. Meetings

Each Committee shall meet at a minimum bi-monthly unless otherwise ordered by the Chairperson of the Committee. Only one meeting per calendar month shall be defined as a regular meeting for purposes of counting absences. Additional meetings shall be defined as special meetings. The Committee Chairperson shall submit or cause to be submitted a report to the Board of Directors regarding Committee activities and attendance each month.

D. Quorum

Fifty percent (50%) of the authorized number of Committee members shall constitute a quorum for the transaction of business except for adjournment. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Committee. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 2. Standing Committees - Specific

The Standing Committees of the Corporation shall be as follows:

1. Administration Committee
2. Programs & Planning Committee
3. Fund Development

A. Administration Committee

The Administration Committee shall be responsible for overseeing the administrative operations of the organization. The Committee shall:

1. Review the Corporation's Annual Budget, conduct monthly reviews of financial statements (including the review and approval of specified expenditures), (provide for the conduct of the annual audit of the Corporation and its programs) except if the Audit Committee is actuated.
2. Conduct an annual review of the Corporation's Personnel Policies and Procedures, including the Affirmative Action Plan and Equal Employment Opportunity Plan.
3. Hold responsibility and oversight of conducting the annual review and update of the Corporation's IRS Return of Organization Exempt from Income Tax, IRS Form 990.
4. Do such other duties and make such recommendations to the Board of Directors as are appropriate regarding the establishment of policy related to the administrative procedures (such as finance, personnel, supportive services, and data processing) of the Corporation.

B. Programs & Planning Committee

The Programs & Planning Committee shall be responsible for the oversight of ongoing programs and activities related to the delivery of services to or for clients and to recommend to the Board of Directors' plans for future activities of the Corporation and the development of resources. The Committee shall:

1. Make recommendations to the Board of Directors regarding strategic planning, the CAP plan, data, and needs assessment for the ongoing operations of the Corporation.
2. Review data on programs and evaluate the success of each program and recommend strategies to address successes and challenges with each program.
3. Review and make recommendations regarding the development of new programs and contracts for the Corporation.
4. Do such other duties and make such recommendations to the Board of Directors as are appropriate regarding the establishment of policy related to the planning and development of the Corporation and its activities.

C. Fund Development Committee

The Fund Development Committee shall be responsible for recommending to the Board of Directors plans for the future activities of the Corporation and the development of unrestricted resources. The Committee shall:

1. Assess the needs of the community and recommend strategies to address those needs.
2. Review and make recommendations regarding the fund development and contracts for the Corporation.
3. Do such other duties and make such recommendations to the Board of Directors as are appropriate regarding the establishment of policy related to fund development and marketing of the Corporation and its activities.

Section 3. Additional Committees

A. Audit Committee

This committee is activated during any fiscal year that CAP OC receives or accrues gross revenue of two million dollars (\$2,000,000) or more, exclusive of grants from, and contracts for services with governmental entities for which the entities require an accounting of the funds received.

The Audit Committee is appointed by the Board of Directors. The Audit Committee may include persons who are not members of the Board of Directors. No member of Staff or the Board Treasurer may be a member.

Members of the Finance Committee, except the Chairperson, may serve on the Audit Committee. However, the Chairperson of the Audit Committee may not be a member of the Finance Committee, and members of the Finance Committee shall be less than one-half (1/2) of the Audit Committee membership.

Members shall have no financial interests in any entity doing business with CAP OC.

The duties of the Audit Committee subject to the supervision of the Board, shall be:

1. To recommend to the Board the retention and termination of the independent auditor.
2. To negotiate the independent auditors' compensation on behalf of the Board of Directors.
3. To confer with auditors to satisfy itself that the financial affairs of CAP OC are in order.
4. To review and determine whether to accept the final audit or not.
5. To assure that any non-audit services performed by the independent auditors conform to "yellow book" and other applicable regulations.
6. To approve performance of non-audit services by the auditing firm.

See Charter of CAP OC Audit Committee for detail of operation and responsibilities.

B. Governance Committee

The Governance Committee is to assure that the Bylaws are reviewed at least every two years and whenever changes to existing Directives and Regulations or new regulations and directives are received that affect CAP OC's Bylaws, Regulations, or Standing Operating Procedures to change them or assign to the appropriate Board Committee the task of change.

1. Any problem or concern not already designated as oversight by a Standing or Ad Hoc Committee shall be assigned to the Governance Committee for resolution or proper committee assignment.
2. The Vice-Chair of the CAP OC Board of Directors shall be the Chairperson of the Governance Committee.

3. At least one (1) member from each Standing Committee shall be assigned to the Governance Committee by the applicable Committee Chair.
4. The Committee shall be activated by the Governance Committee Chair, the CAP OC Board of Directors Chair and shall remain activated until all items presented to it has been resolved and accepted by the Board of Directors.
5. Standing Committee Chairs may submit concerns directly to the Governance Committee for resolution; however, all solutions must be submitted to and ratified by the CAP OC Board of Directors.
6. The Committee Chairperson may call for sub-committees to bring solutions to the full committee for presentation to the Board.
7. The President & CEO shall provide staff support as required and relative to the question of the moment, if available.
8. The Chairperson of the Committee shall seek advice as required from CAP OC contract legal personnel.
9. The Committee Chairperson shall seek unpaid Parliamentarian help, as required. If necessary, paid consultants may be used after approval of the Board or Chairperson of the Board, between meetings.
10. The Committee Chairperson is encouraged to contact the originating state, federal, or private organization for the final resolution of questionable solutions and proper directions to procedures as required by the originating organization.
11. The status of all concerns presented to the Governance Committee for resolve shall be reported at all CAP OC Board meetings.

Such other committees, standing or ad hoc, shall be created by the Board when needed, and members thereto shall be appointed by the Board Chairperson if not elected by the Board.

C. Membership Committee

The Membership Committee is responsible for making recommendations for new membership(s) and the renewal of existing membership(s) of Directors to the Board pursuant to and in accordance with the Articles of Incorporation and these Bylaws. The committee will also formulate action plans to recruit, retain, and solicit new membership of the Board of Directors. The committee will also be responsible for developing and recommending programs for Board member retention and training.

Section 4. Advisors to Committees

The President & CEO shall assign staff liaisons to a Committee. At the discretion of the Committee Chairperson, expert volunteer consultants may be invited to participate in committee work. Such staff and consultants shall have no voting privileges.

Article XIII

Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and without such authority, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable momentarily for any purpose or in any amount.

Section 2. Checks and Notes

All checks shall require two (2) authorized signatures. Persons authorized to sign checks shall be the Corporate officers (President & CEO and Chief Financial Officer), and officers of the Board of Directors (Chairperson, Vice-Chairperson, Treasurer and Secretary or any combination thereof except as provided above).

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation a contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

Article XIV

Parliamentary Authority

The rules contained in the current edition of Robert's Rules 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 Brown Act, the Community Services Block Grant Act, or the Articles of Incorporation.

Article XV

Review and Amendment of Bylaws

Section 1. Review

The Bylaws shall be reviewed and evaluated annually at the direction of the Chair, or the Governance Committee.

Section 2. Amendment

The Bylaws may be amended by a two-thirds (2/3) vote at any regular meeting, provided that the said amendment or amendments have been submitted in writing to each Board member at least ten (10) days prior to the meeting at which they are to be voted upon, and notice was given at the previous meeting.

Article XVI

Dissolution

Should it prove necessary to dissolve this Corporation, such dissolution will be affected in accordance with relevant state laws and federal directives, where applicable.

Article XVII

Statutory Compliance

The Corporation hereby incorporates by reference; provisions and sections of the California Corporations Code related to non-profit public benefit corporations.

Article XVIII

Indemnification of Directors, Officers, Employees and Other Agents

Section 1. Indemnification

The Corporation is authorized to indemnify the Directors and officers of the Corporation to the fullest extent permissible under California Law. The right of indemnification hereby given shall not be exclusive of any other rights such person may have whether by law or under any agreement, or insurance policy.

Section 2. Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability.

Section 3. Liability

The liability of the Directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law.

Article XIX

Anti-Harassment and Discrimination

Section 1. Anti-Harassment and Discrimination Policy

The Board of Directors is committed to maintaining an environment for all meetings and events, including virtual/online meetings and events, that is free from discrimination and harassment, including sexual harassment as defined by the California Department of Fair Employment and Housing ("DFEH"). The Board is also committed to ensuring that its Board members, Committee members, other volunteers, advisors and consultants can perform their valuable services to CAP OC free of harassment and discrimination.

Section 2. Prohibited Harassment and Discrimination

Directors, Officers, Committee members, and our volunteers, advisors, and consultants (collectively, "Covered Persons") should refrain from conduct that is discriminatory, harassing, coercive, or disruptive, including sexual harassment, in their dealings with one another, CAP OC staff, consultants, members, vendors, volunteers, interns or other individuals with whom they interact due to their position with CAP OC (e.g., Board, Committee, or other volunteer service).

For purposes of this Policy, prohibited harassment includes unwelcome actions, words, jokes, or comments based on any legally protected characteristic, including but not limited to race, color, religion, national origin, age, medical condition, disability, marital status, sex (including sexual harassment), sexual orientation, ancestry, genetic information, gender, gender identity, gender expression, military and/or veteran status, or any other characteristic or activity protected by law.

Some examples of impermissible behavior include making fun of an individual's religious beliefs, using racially biased epithets, making uninvited sexual advances or propositions, telling obscene jokes, discussing sexual activities, or engaging in unwelcome physical conduct, including touching, assaulting, or impeding or blocking movements. Covered Persons should not initiate physical contact that could reasonably be interpreted as a sexual overture when interacting with CAP OC staff members or contractors.

In evaluating whether verbal or other conduct may be unwelcome, Covered Persons must be mindful of any actual or perceived power differential and should not initiate discussions of sexual or potentially offensive topics with others performing CAP OC work.

Sexual harassment constitutes discrimination and is an unlawful employment practice under federal and state laws. In addition to the examples noted above, such prohibited conduct includes, but is not limited to:

- Unwelcome requests for sexual favors, and all other verbal or physical conduct of a sexual nature, especially where such conduct has the purpose or effect of creating an intimidating, hostile, or offensive working environment;
- Offensive comments, jokes, flirtations, innuendo, and other sexually-oriented statements;
- Offensive objects or pictures, graphic commentaries, or suggestive or insulting sounds;
- Unwanted physical contact, including touching, pinching, brushing against the body;
- Posting, passing around, emailing, or displaying sexually suggestive or obscene printed or digital materials or objects; or,
- Gender-based harassment including harassment by someone of the same sex as the victim.

Section 3 Responding to Conduct in Violation of Policy

Covered Persons shall report any and all concerns of sexual or other prohibited harassment or retaliation in violation of this Policy to CAP OC's President & CEO, Board Chairperson, or any member of the Executive Committee or Governance Committee, as soon as possible following a questionable incident. Violations may be reported anonymously if sufficiently specific facts are provided that allow for an investigation to take place. The Board shall promptly notify and consult with legal counsel upon receipt of any report of a violation of this Policy. The President & CEO and Board Chairperson shall be notified of any report of a Policy violation brought by a staff member. All reports of sexual and other prohibited harassment will be taken seriously, evaluated in a prompt manner, treated with respect, and maintained in confidence to the extent practicable.

Covered Persons must cooperate with any investigation into alleged violations of this Policy, including by providing truthful information to the investigator. Covered Persons must not engage in retaliation of any kind against any individual who, in good faith, reports or participates in the investigation of an alleged violation of this Policy.

With respect to allegations of harassment from CAP OC staff, Covered Persons shall, at the request of the President & CEO, refrain from initiating communication or other contact with a complainant or witness during the investigation or as deemed appropriate by the Governance Committee, Executive Committee or other decision-making body, as an element of resolution of the investigation. The Governance Committee or Executive Committee may issue a reprimand or

recommend removal to the Board which has the authority to remove members for cause, including any violation of this Policy.

A Covered Person holding any position by virtue of their membership with the Board of Directors, or any Committee may be removed or suspended from their Board, Committee, or other volunteer position or may be subject to other discipline under any procedures that are permitted by the Bylaws and applicable law. The Board may inform the employer or home institution of the Covered Person or sister organizations of the existence and status of any disciplinary proceeding by the Board of Directors and may inform any third party of the final decision and any sanction imposed in any disciplinary proceeding.

Index of Reviews and Amendments

December 2014

- ii. Recommended action: Incorporate the approval process for the annual report and submission of the IRS form 990 - Bylaws Article XII. Section 2. Administrative Committee.

ACTION: The AMENDMENT SHALL INCLUDE THE FOLLOWING NEW STATEMENT OF RESPONSIBILITY:

The Committee shall:

Hold responsibility and oversight of conducting the annual review and update of the Corporation's IRS Return of Organization Exempt From Income tax, IRS Form 990.

- iii. **Recommended action:** amend bylaw Article VI. Section 12 on COMPENSATION
Amend Article VI. Section 12. Board Member stipends and compensation to reflect donor and legislative concerns

ACTION: The Committee will amend Article VI. Section 12 on COMPENSATION to read as follows:

OUT OF POCKET EXPENSES WILL BE MADE UPON WRITTEN REQUEST, FOR OFFICIAL AND ACTUAL EXPENSES, SUBJECT TO BOARD POLICIES.

OCTOBER 2016

Bylaws reviewed. Committee made no recommended revisions.

FEBRUARY 2018

Bylaws reviewed. Committee made recommended revisions.

MARCH 2018

ACTION: The Board approved the Committee's changes and amended the following provisions:

Principal Office of Corporation (Article I)
Purpose (Article II)
Removal for Cause (Article VI, Section 11(B))
Board Compensation (Article VI, Section 12)
Election Procedures for Officers (Article VII, Section 4)
Executive Director (Article VIII, Section 2)
Conflict of Interest (Article IX, Section 1)
Regular Meetings (Article X, Section 1)
Special Meetings (Article X, Section 2)
Regular and Special Meetings (Article III, Section 3)
Meetings by Electronic Media (Article X, Section 5)

MAY 2019

ACTION: The Board approved the Committee's changes and amended the following provisions:

Alternatives of Representatives (Article VI, Section 4)
Attendance (Article VI, Section 9)
Removal for Cause (Article VI, Section 10(B))
Term (Article VII, Section 2)
Tenure (Article VII, Section 3)
Election Procedures for Officers (Article VII, Section 4)
Chairperson (Article VII, Section 5(A))
Legal Counsel (Article VII, Section 7(C))
Chief Financial Officer (Article VIII, Section 3)
Loans to Directors and Officers (Article IX, Section 2)
Regular Meetings (Article X, Section 1)
Annual Meetings (Article X, Section 4)
Compensation (Article XI, Section 1)
Powers and Duties (Article XI, Section 2)
Standing Committees (Article XII, Section 2)
Operations Committee (Article XII, Section 2(B))
Planning Committee (Article XII, Section 2(C))
Governance Committee (Article XII, Section 3(B))
Advisors to Committee (Article XII, Section 4)
Checks and Notes (Article XIII, Section 2)

MARCH 2021

ACTION: The Board approved the Committee's changes and amended the following provisions:

Powers of the Board of Directors (Article III)
Nonpartisan Activities (Article IV)
Directors Election Procedures- (Article VI, Section 7)
Attendance (Article VI, Section 9)
Election Procedures for Officers (Article VII, Section 4)
President & CEO Corporate Instruments (Article VIII, Section 2(A))
Regular Meetings (Article X, Section 1)
Special Meetings (Article X, Section 2)
Notice and Agenda (Article X, Section 5)
Standing and Ad Hoc Committee – General (Article XII, Section 1)
Appointments (Article XII, Section 1(A))
Membership Committee (Article XII, Section 3(C))
Anti-Harassment and Discrimination (Article XIX)

FEBRUARY 2022

ACTION: The Board approved the Committee's changes and amended the following provisions:

Directors Election Procedures (Article VI Section 7)

Election Procedures for Officers (Article VII Section 4)

Special Meetings (Article X Section 2)

Programs & Planning Committee (Article XII Section 2B)