



Community Action Agency of Somerville
66-70 Union Square, Ste. #104, Somerville, MA 02143
Working to End Poverty Where We Live

tel:617.623.7370
www.caasomerville.org
fax:617.628.2512

BY-LAWS

OF

COMMUNITY ACTION AGENCY OF SOMERVILLE, INC.

Amended and Approved Dates: January 1985, January 26, 2010; May 25th, 2010; October 25th, 2011, May 27th 2014, July 22nd, 2014, October 28, 2014, February 25, 2020, September 27, 2022

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ARTICLE I

INCORPORATION OF ARTICLES OF ORGANIZATION

The name, location of principal office, and purpose of the Community Action Agency of Somerville, Inc. (“Corporation” or “CAAS”) shall be as set forth in the Articles of Organization, as they may be amended from time to time. The powers of the Corporation and its Directors and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto, if any, as set forth in the Articles of Organization, and the Articles of Organization are hereby made a part of these By-Laws. All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as from time to time amended.

ARTICLE II

MEETINGS OF BOARD OF DIRECTORS

2.1 Place

All meetings of the Board of Directors shall be held within the City of Somerville at such reasonable time and place, with due regard for the needs of the representatives of the low-income community, as is stated in the call of notice. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting; provided, however, that members of the public attending the meeting must also be able to hear all persons participating in the meeting. No more than three (3) Directors may attend any one (1) meeting by conference call.

2.2 Annual Meeting

- (a) Time and Place: The Annual Meeting of the Board of Directors, which shall also serve as the Annual Meeting of the Corporation, shall take place each year at a location accessible to all members of the community served by the Corporation. The Annual Meeting shall be held in October, at such hour and place as the Board of Directors may determine.
- (b) Purpose: Purposes for which an annual meeting is to be held additional to those prescribed by law, by the Articles of Organization, and by these By-Laws may be specified by the Board of Directors or by a notice signed either by the President or by the Vice President or by three (3) or more

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Directors.

- (c) Special Meeting in Lieu of Annual Meeting: If such Annual meeting is omitted in the month herein provided, a Special Meeting may be held in another month in place thereof; any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the Annual Meeting.

2.3 Regular Meetings

Regular meetings of the Board of Directors shall be held at least ten (10) times a year, usually on the fourth (4th) Tuesday of the month. Normally, no more than forty-five (45) days shall pass between these meetings. These meetings may be held without call, but shall be held upon written notice sent to each Director, as provided in Section 2.6. These meetings shall be held in places within the city of Somerville and at reasonable times with due regard for the needs of the representatives of the low-income community as the Board may by vote determine.

2.4 Special Meetings

Special meetings of the Board of Directors may be called by the President or by the Vice-President or by the Treasurer, or by five (5) or more Directors.

2.5 Open Meetings

Board meetings shall be open to the public and be fully accessible to all interested persons, except that executive sessions that conform to the Massachusetts Open Meeting Law may be held.

2.6 Notice

Written notice of the time, date, location and agenda of each meeting of the Board, as well as information related to proposed Board actions at such meeting, shall be given by the Clerk at least seven (7) days before each Board meeting to each Director by leaving such notice with each Director at his or her residence or usual place of business, or by mailing or e-mailing it, and addressed to each Director at his or her usual or last known business, residential, or email address as it appears upon the books of the Corporation. "Notice" (including the time, date and agenda) of each annual, regular or special meeting of the Board of Directors shall be published in the local media and posted in conspicuous places at least five (5) days prior to the meeting. In the case of the death, absence, incapacity or refusal of the Clerk, such notice may be given by any other officer or by three (3) or more Directors.

2.7 Quorum

At any meeting of the Board of Directors or any committee thereof, fifty percent

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(50%) of the non-vacant seats on the Board of Directors or committee shall constitute a quorum for the consideration of any question. When a quorum is present at any meeting, the affirmative vote of a majority of the Directors represented thereat and voting on the question shall, except where a larger vote is required by law, by the Articles of Organization, or by these By-Laws, decide any question brought before such meeting. Each Director shall have one (1) vote. There shall be no voting by proxy at meetings.

2.8 Minutes

The minutes of all Board of Directors meetings shall include a written record of attendance, the number of Board vacancies by sector, if any, and all votes and motions. Such minutes shall be distributed to all Board members at least seven days before the next Board meeting and Board members shall vote on approval of such minutes at such Board meeting. A copy of such minutes shall be made available to the public upon request and a copy of such minutes, along with notices, financial statements and other information given to the Board members for consideration at the Board meeting, shall be submitted to the Department of Housing and Community Development (DHCD) not later than ten (10) days after the date of the meeting at which those minutes were ratified. If a significant number of low-income people in an area do not speak English and speak the same foreign language, the minutes shall be made available in that language upon request.

ARTICLE III

BOARD OF DIRECTORS

The governing body of the Corporation shall be the Board of Directors, which shall be constituted as follows, so long as the Corporation is designated as a Community Action Agency pursuant to the Community Services Block Grant and the law governing such program requires a tripartite board.

3.1 Composition and Election

The Board of Directors shall be made up of between fifteen (15) and twenty-seven (27) Directors and shall always be divisible by three (3). In the event of a successful petition pursuant to Section 3.6 of these By-Laws the number may be changed from time to time in accordance with these By-Laws, but shall not be less than fifteen (15) Directors or more than twenty-seven (27), and shall always be a number divisible by three (3).

One-third (1/3rd) must be public officials or their representatives, at least one-third (1/3rd) must be representatives of the low-income community, and the remainder of Directors shall be officials or members of business, industry, labor, religious, law enforcement or other major groups or interests in the community served.

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Prior to an individual beginning a term, or filling a vacancy, on the Board of Directors, such individual, including but not limited to representatives in the Public Official Sector designated by public officials pursuant to Section 3.3 and individuals elected pursuant to the Low-Income selection process described in Section 3.4, must be approved by the Board of Directors. Approvals of Board members beginning new terms shall take place at the Annual Meeting at which the predecessor's term expires. Approvals of individuals filling vacancies may take place at any Board meeting.

3.2 Terms of Office

All Board members shall serve a two (2) year term of office. Board members may serve an unlimited number of terms.

3.3 Public Officials

- (a) Number: One-third (1/3rd) of the Board shall be elected public officials holding office on the date of selection or to the extent there are an insufficient number of elected public officials available and willing to serve, appointed public officials, as provided for in Section 3.3(b) below.
- (b) Selection: The Governance Committee will recommend to the Board of Directors the public officials to be invited to serve or be represented on the Board not less than three (3) Board meetings prior to the Annual Meeting. The Board will select the public officials to be invited to serve or be represented on the Board not less than two (2) meetings prior to the Annual Meeting.
- (c) Public Official Representatives: Each public official selected to serve on the Board may serve himself or herself or designate a representative to serve on the Board, subject to approval of such representative by the Board of Directors. If a public official elects to designate a representative rather than serve himself or herself, he or she must inform the Corporation in writing of the name of the proposed representative at least one (1) meeting before the Annual Meeting. If an elected public official declines to sit on the Board or designate a representative within thirty (30) days of the invitation to sit on the Board, the Board shall select another public official.
- (d) Vacancy: When a public official who personally serves on the Board of Directors no longer holds public office, the term of such individual on the Board of Directors shall automatically terminate and a vacancy shall be created. However, if a public official who had appointed a representative to serve on the Board of Directors no longer holds public office, the representative may continue serving until the expiration of his or her term in accordance with Section 3.2 of these By-Laws. In the event that a

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public official representative cannot fulfill his or her term of office, the Governance Committee shall ask the designating public official to appoint another representative to serve out the remainder of the term, or in the event that the original designating public official no longer holds public office, the Governance Committee shall recommend to the Board of Directors another public official to serve or appoint a representative to serve out the remainder of the term and the Board shall vote on such recommendation.

3.4 Representatives of the Low-Income Community

- (a) Number: At least one-third (1/3rd) of the Board shall be composed of democratically selected representatives of the low-income community who reside in the City of Somerville.
- (b) Representation: At least one (1) representative shall be elected by the Head Start Policy Council.
- (c) Selection Process: All other low-income representatives will be elected in a community-wide process every two (2) years, as follows:
 - i At least ten (10) weeks prior to the Annual Meeting, notice asking for nominations must be published in the local media for two (2) successive weeks.
 - ii A list of low-income groups and social service agencies in the service area shall be prepared by staff and reviewed by the Governance Committee. Notice that nominations are being sought shall be sent to all such low-income groups and social services agencies at least two (2) months before the Annual Meeting.
 - iii At least four (4) weeks before the Annual Meeting nominations will be closed and the names of nominees will be displayed in a prominent place.
 - iv Voting privileges are extended only to persons of low-income status at or below 175% of poverty level. At least three (3) weeks before the Annual Meeting, ballots will be prepared for low income community members and will be placed at various locations throughout the City of Somerville at adult learning organizations, public housing sites, public service agencies, CAAS offices, and Head Start sites.
 - v At least ten (10) days before the Annual Meeting, ballots will be collected.
 - vi Members of the Governance Committee will then tally the ballots, create a list of candidates ordered by the number of votes each candidate received, announce the results in the local media and on the CAAS web site, and inform all candidates of the results of the election. Candidates

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will be seated on the Board in order by the number of votes received until all of the low-income seats are filled, subject to approval by the Board of Directors of each such candidate. Should the number of candidates exceed the number of seats available, those remaining candidates shall be invited to serve as non-voting members of the Board's committees. The Governance Committee shall maintain the record of the vote as part of its permanent record.

(d) Non-intervention of Staff: Staff will at no time campaign for any individual candidate.

(e) Vacancy: In the event that a low-income representative Board member can not fulfill his or her term of office, the Board of Directors shall, in its sole discretion, either: a) direct the Governance Committee to repeat the community-wide election process; or b) direct the remaining low-income representatives to select a replacement to serve for the remainder of the term, subject to approval by the Board of Directors. The Board member selected through that process shall serve out the remainder of the term.

3.5 Representatives of the Major Groups and Interests in the Community ("Community Sector")

(a) Number: The remaining seats on the Board shall consist of representatives of the Community Sector.

(b) Sector Representatives: The Governance Committee shall recommend to the full Board of Directors officials or members of business, industry, labor groups, private social service agencies, educational institutions, religious organizations, law enforcement, and minorities, and other groups and interests in the community, including those who have been traditionally disenfranchised. The Governance Committee may, in its discretion, seek recommendations from organizations, associations, and other entities representing or serving such interests of individuals to serve in this sector.

(c) Vacancy: In the event that a Community Sector representative to the Board resigns, dies, or is removed from office, the Governance Committee shall recommend to the Board of Directors a replacement to serve out the remainder of the term.

3.6 Petition Procedures:

The Governance Committee shall receive petitions for adequate representation on the Board of Directors by a low-income individual, a religious organization, organizations in the community and by representative groups of low-income persons including but not limited to minority groups and seniors, filed on the ground that low-income individuals, or the petitioning organizations or groups,

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are inadequately represented, or that the Corporation has failed to represent them as required by the By-Laws. The Board of Directors shall take steps to insure that within thirty (30) days of receipt of petition a hearing is provided by the Board to the petitioner(s). Promptly thereafter, the Board shall decide what action to take with respect to the claims set forth by the petitioner(s). If the action taken by the Board is to accord immediate representation to the organization or group of petitioner(s) involved, and such addition increases the number of Board members to a number not divisible by three, then an additional Community Sector representative and a public official or his/her representative shall also be chosen for immediate representation. If the Board's decision is to turn down the petition no change in the size of the Board will follow.

A description of the action of the Board of Directors to insure a prompt and fair hearing and a statement of any action taken as a result of the petition including a written statement of the decision of the Board of Directors, with the reason, therefore, shall be reported in writing by the President to the petitioner.

3.7 Vacancies

There is a vacancy on the Board when any member from any sector has been notified of his/her removal by the Board for cause; when a member notifies the Board of his/her resignation; when a member dies; when a member who is a public official leaves or is removed from public office, or, in the case of a representative of a public official, is removed by the selecting official or by the Board in accordance with Section 3.10. If the number of Directors in any category becomes less than specified in Sections 3.3(a), 3.4(a) and 3.5(a), all actions of the Board of Directors shall nevertheless be valid. Vacancies shall be filled in accordance with Sections 3.3(d), 3.4(e), and 3.5(c) within no more than 180 days.

3.8 Board Powers and Duties

The Board of Directors shall have any and may exercise all the powers of the Corporation including all powers conferred upon the Directors by law, by the Articles of Organization, and these By-Laws. The Board shall:

- (a) Hire, suspend, fire and evaluate the performance of the Executive Director;
- (b) Determine major personnel, organizational, fiscal and program policies, including written financial procedures;
- (c) Determine overall program goals and priorities including provisions for evaluating program against performance;
- (d) Make final approval of all program proposals and budgets;
- (e) Approve an organization-wide budget prior to October 1 of each year;

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- (f) Ensure compliance with all contracts and grant requirements;
- (g) Determine rules and procedures for the Board and staff;
- (h) Oversee the extent and the quality of the participation of the low-income population in CAAS's programs; and,
- (i) Select the officers and the executive committee, if any, of the Board.

3.9 List of Directors

At least ten (10) days before the Annual Meeting of the Board of Directors or special meeting to be held in place thereof, the Governance Committee, as constituted in Section 4.6, shall prepare a slate of directors for the Board's approval for all seats for which existing terms will expire at the Annual Meeting, designating tripartite representation category, and the year in which members began their service on the Board. This list shall be sent with the notice of the meeting to each member not less than seven (7) days before the meeting, shall be reported by the Chairperson of the Governance Committee to the Annual Meeting, and shall be voted upon by the Board of Directors.

3.10 Removal from the Board

Except as required or authorized by law, a Board member may be removed from the Board only in accordance with this Section 3.10 of the Bylaws. A Board member who is a designated representative of a public official may be removed from the Board by the designating public official at any time upon thirty (30) days' written notice to the President. In addition, a Board member from any sector of the Board, including a designated representative of a public official, but excluding a public official who themselves serves on the Board rather than designating a representative to the Board, may be removed by the Board for cause by a two-thirds (2/3rd) vote of members present at any regular meeting of the Board. The Board must consider removal of a Board member at the next meeting after the Governance Committee submits to the full Board a list of Board members who have missed three (3) consecutive Board meetings; or three (3) consecutive Committee meetings; or have been absent from five (5) Board meetings during a 12 (twelve) month period. Notice of the fact that a member's removal is to be considered at the next Board meeting must be mailed with the notice of the meeting. At such a Board meeting the affected member will have the right to be fully heard and/or to be represented by a chosen spokesperson. The affected member and/or the Board of Directors may request that the Board meet in Executive Session for this discussion.

Cause for removal shall include, but not be limited to:

- (a) A pattern of non-attendance at Board and Committee meetings as noted

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above;

- (b) Failure of a Board member to fulfill his/her responsibilities to CAAS;
- (c) Conviction for a crime directly involving CAAS;
- (d) Continual or flagrant obstruction of the proceedings of meeting of the Board after warnings from the presiding officer;
- (e) Gross failure to conduct him or herself with circumspection in dealings with persons not part of the Corporation with regard to:
 - i Representing the Corporation; or
 - ii Binding the Corporation to a particular course of action.

A notice shall be sent to such Board member (and the public official he/she represents if any), at least seven (7) days prior to the Board meeting at which a removal for cause vote is to be taken. If the Board member is a public official representative, the public official shall be given the opportunity to replace the representative with another representative, subject to approval of such new representative by the Board of Directors, prior to the Board meeting at which the removal vote is scheduled to take place. The Board member shall have the opportunity to be heard by the full Board and to representation.

3.11 Resignation

Any Director may resign at any time by filing a written (including email) resignation with the President, and a copy with the Governance Committee.

3.12 Conflict of Interest

The following minimum standards shall govern the conduct of Board members and their immediate families.

For the purpose of these standards, an immediate family member shall be defined as follows: Husband, Wife, Domestic Partner, Father, Father-in-law, Mother, Mother-in-law, Brother, Brother-in-law, Sister, Sister-in-law, Son, Son-in-law, Daughter, Daughter-in-law, and intimate member of the household.

- (a) Board members and members of their immediate families shall not solicit or accept gifts, gratuities, favors, or anything of monetary value for their personal use from:
 - i Any contractor, potential contractor, or subcontractors of CAAS;
 - ii Any person applying for or receiving benefits or services through or from CAAS; or

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- iii Any person in a position to benefit otherwise from the activities of the CAAS.
- (b) No Board member or members of his or her immediate family shall have a financial interest in a contract of, or receive any compensation from, CAAS, other than reimbursement for expenses related to service on the Board. This shall not be construed to deny services provided by CAAS to a person otherwise eligible to receive such services.
- (c) A Board member shall not participate in any matter involving the use of CAAS funds which affects to his/her knowledge the financial interest of:
- i Such Board member or his/her immediate family;
 - ii His/her business partner(s) or a business organization with which he/she is associated; or
 - iii Any person or organization with whom she/he is negotiating or has any arrangement concerning prospective employment.
- (d) No member of the Board of Directors shall also be an employee of CAAS, the Office of Community Services of the Massachusetts Department of Housing and Community Development, or the Administration for Children and Families of the U.S. Department of Health and Human Services.
- (e) Board members shall refrain from conduct which gives the appearance of violating any of the above standards.

3.13 Compensation

The CAAS Board of Directors acknowledges that allowances for low-income members' expenses and reimbursements to all Board members are permitted. However, due to CAAS budget limitations, the only reasonable reimbursable expenses are: babysitting services to low-income members for attendance at regular Board meetings and travel reimbursement to all Board members, not to exceed six (6) meetings per month and not to exceed total monies annually allocated in CAAS's administration travel account. All reimbursements are to be requested monthly. No regular compensation shall be paid to any member for his/her services on the Board.

3.14 Head Start Board Composition Requirements

At least one (1) Director shall have a background and expertise in fiscal management or accounting. At least one (1) Director shall have a background and expertise in early childhood education and development. At least one (1) Director shall be a licensed attorney familiar with issues that come before the governing

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body. However, if a person described in any one of the three (3) preceding sentences is not available to serve as a director, the board shall use a consultant, or another individual with relevant expertise, with the required qualifications, who shall work directly with the board. Other directors shall: (1) reflect the community to be served and include parents of children who are currently, or were formerly, enrolled in Head Start programs; and (2) be selected for their expertise in education, business administration or community affairs.

ARTICLE IV

COMMITTEES OF THE BOARD OF DIRECTORS

4.1 Appointment of Committees

The Board of Directors may appoint such committees of the Directors and such other persons to the committees as are deemed desirable. Each committee should be generally representative of the composition of the Board of Directors and at least one-third (1/3rd) of the membership of each committee shall consist of members of the Board of Directors, in accordance with the Community Services Block Grant Act of 1981, as amended, and regulations thereunder promulgated by the Department of Housing and Community Development (DHCD). Each committee chair must be a member of the Board of Directors. Every Board Director shall serve on at least one (1) committee. Such committees may be temporary or continuing, shall act under the supervision of the Board of Directors, and shall consider such special or general problems as the Board of Directors may from time to time determine. Members of such committees (whether or not Directors of the Corporation) may be removed by the Board of Directors as specified in Section 3.10 of these By-Laws. Any such committee or committees, except the Standing Committees, may be terminated by the Board of Directors. Vacancies on such committees shall be filled by the President, with the approval of the Board of Directors. No actions taken by any committee, other than the Executive Committee are final actions until approved by the Board of Directors or the Executive Committee. The Board of Directors or President, with approval of the Board, shall appoint the chairperson of each committee. The President shall appoint members of the committees.

4.2 Quorums of Committees

(a) A quorum of the Executive Committee shall consist of three (3) members, or fifty-percent (50%) of the members of the Executive Committee, whichever number is greater. For all other committees a quorum shall be not less than two (2) members or half (1/2) of the committee, whichever number is greater. Proxy voting shall not be allowed for any member of any committee.

(b) Each Committee shall meet at a time and place accessible to all Committee

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members. Committees shall meet at least four (4) times annually.

4.3 Minutes of Committee Meetings

Every committee shall keep a written record of attendance at meetings and a written record of decisions of the committee. Such minutes shall be distributed to all Committee members prior to being given to the Clerk of the Corporation, the Executive Director and the President. Translations and accessible formats of minutes shall be made available upon request.

4.4 Executive Committee

The Executive Committee shall consist of the officers as elected from time to time under Section 5.1 and shall be chaired by the President. The Executive Committee carries the full authority of the full Board of Directors for any actions that need to be taken between meetings of the Board of Directors, except for power and authority that may not by law be delegated by the Board of Directors, and except for the power: to elect officers or Directors; to fill officer or Board of Directors vacancies; to remove or suspend officers or Directors from office; to change the number of Directors; to amend the Corporation's Articles of Organization or By-Laws; to hire, suspend, terminate or establish the compensation of the Executive Director/CEO, if any; to approve the Corporation's annual budget; to select the independent auditor for the Corporation; to change the principal office of the Corporation; to authorize a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation; to authorize a merger or consolidation of the Corporation; to authorize dissolution of the Corporation; or to initiate a bankruptcy proceeding. The Executive Committee may also review and make recommendations from time to time to the Board of Directors concerning policies of the Corporation and ensure that the Board and the Corporation do not violate the By-Laws, and review program proposals prepared by the staff and the various committees of the Corporation and the management of the Corporation's affairs. All actions or inaction by the Executive Committee between meetings shall be reported at the next meeting of the full Board and shall be subject to revision and alteration by the Board; provided, however, that no rights of third-parties shall be affected by any such revision or alteration.

4.5 Finance Committee

The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall at least annually review the administrative procedures of the Corporation to ensure that proper and generally accepted accounting procedures are in place. Unless the Board of Directors authorizes another committee to do so, the Finance Committee, with recommendations from the Corporation's Director of Finance, shall recommend the auditor to the full Board of Directors, and oversee the audit process. The Finance Committee must approve any non-audit services provided by the auditor.

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The Finance Committee shall:

- (a) Make recommendations to the Board of Directors on financial matters; work with administration on the development of budget needs; review CAAS program expenditures to ensure funds are expended for stated purposes; and work with the Program Planning Committee and staff to ensure maximum results for monies expended;
- (b) At least annually review the administrative procedures of CAAS to ensure that proper and generally acceptable accounting procedures are in place;
- (c) Ensure that the total CAAS fiscal operations are subjected to an annual audit by an independent auditing firm;
- (d) Review the monthly budget reports of CAAS and report the fiscal status of CAAS to the Board of Directors on a monthly basis;
- (e) Review CAAS' annual audit for any problems contained therein and recommend to the Board of Directors any necessary corrective action; and
- (f) Develop the annual organization-wide budget and present to the full board for approval prior to October 1 each year.

4.6 Governance Committee

- (a) The Governance Committee shall be responsible to the Board of Directors for assisting the Board in fulfilling its responsibilities in the areas of Board membership, Board elections, Board functions and review of Board policies and procedures.
- (b) Regarding the annual election and re-election of Board members and officers, the Governance Committee shall:
 - i Oversee the planning and implementation of the election of those members of the Board who represent the low-income sector of the community;
 - ii Make recommendations to the Board for Public and Community Sector representatives;
 - iii Develop and implement procedures for all phases of the Board election process;
 - iv Work with members of the Board to identify and recruit new Board members, and work to fill vacancies on the Board when they arise;

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and

- v Shall be responsible for preparing a slate of Officers and presenting it to the Board to be voted on.

(c) Regarding new members of the Board, the Governance Committee shall:

- i Work with the Executive Director to develop and implement an orientation program for new Board members; and
- ii Assign sitting Board members to serve as mentors to new Board members.

(d) Regarding Board operations, the Governance Committee shall:

- i Write and maintain a job description of Board members;
- ii Work with the Executive Director to arrange for training of Board members;
- iii Coordinate an annual evaluation of the Board; and
- iv Report to the Board on issues of membership and attendance.

(e) Regarding Board policies and procedures, the Governance Committee shall:

- i Coordinate a review of the By-Laws every three (3) years;
- ii Review with the Executive Committee the Board's policies and procedures to ensure that they best serve the Board of Directors and the organization; and
- iii Recommend changes to Board policies and procedures as needed to the Board. These policies include, but are not limited to, conflict of interest, whistle blower policy, and the code of ethics. The Governance Committee may choose to have subcommittees concerned with membership, governance, by-laws and other areas as needed. For subcommittees, a quorum shall be not less than two (2) members or half (1/2) of the committee, whichever number is greater.

4.7 Personnel Committee

The Personnel Committee shall:

- (a) Be responsible for review of CAAS personnel policy and procedures at least every three (3) years, and more frequently as needed to address

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new or amended state or federal laws, and make recommendations for necessary changes or updating to the Board of Directors;

- (b) Act as the Grievance Committee on behalf of the Board of Directors in accordance with grievance procedures as set forth in CAAS' personnel policy. The Personnel Committee shall report its grievance findings to the Executive Director and the Board of Directors for any necessary action;
- (c) Create, present for approval by the Board and maintain the job description for the Executive Director;
- (d) Conduct an annual performance evaluation for the Executive Director, and present the evaluation to the full Board. They shall also make a recommendation to the Board on the Executive Director's compensation package;
- (e) Act as a screening committee for the position of the Executive Director, and submit candidates for the Executive Director's position to the full Board of Directors for final selection;
- (f) At least annually review CAAS's Affirmative Action Program and recommend to the Board of Directors any changes deemed necessary; and
- (g) Report to the Board on CAAS's progress toward achieving Affirmative Action goals.

4.8 Program Planning Committee

The Program Planning Committee shall:

- (a) Review at least every five (5) years the mission and objectives of CAAS and develop and lead the Board through the strategic planning process;
- (b) Evaluate the effectiveness of CAAS-funded programs, make recommendations for programmatic improvement, expansion or redirection, and review periodic program progress reports;
- (c) Review the CAAS Annual Workplan with administrative and program objectives and activities in conformance with 760 CMR 29, and present recommendations to the full Board for amendment and approval, and make recommendations concerning new programs or combined programming as prescribed in Section 676(b)(12) of the CSBG Act; and
- (d) Inform the Board of Directors of all program planning and development activities.

4.9 Development Committee

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The Development Committee shall:

- (a) Work with the Finance Committee and Executive Director to create a comprehensive fundraising plan;
- (b) Develop, recommend and review the organization's fundraising policies and procedures;
- (c) Monitor fundraising efforts to ensure that ethical practices are in place; and
- (d) Ensure that the Board of Directors and staff are knowledgeable about the fundraising process and roles within the organization.

4.10 Ad Hoc Committees

The President of the Corporation with the approval of the Board may form committees to address issues that fall outside the purview of the committees listed above, or to facilitate collaboration between and among committees to further the work of the Corporation.

ARTICLE V

OFFICERS

5.1 Officers Designation and Election

The Officers shall be a President, a Vice President, a Clerk, a Treasurer, and at least one (1) other Officer as the Board of Directors may in their discretion elect so that there are an odd number of Officers. No person shall hold more than one (1) office at one time. The Officers shall be elected annually by majority vote of the Board of Directors at the Annual Meeting or a special meeting called for that purpose.

5.2 Eligibility

All Officers of the organization shall be Directors. The Clerk shall be a resident of Massachusetts. Subject to the law, to the Articles of Organization and to the other provisions of these By-Laws, each Officer shall hold office until the next Annual Meeting (or special meeting in place thereof), and until his or her successor is chosen and qualified. Each Officer shall have, subject to these By-Laws and in addition to the duties and powers herein set forth, such powers and duties as are commonly incident to his or her office and such duties and powers as the Board shall from time to time designate.

5.3 Terms

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Notwithstanding any other provision in these By-Laws, no Officer may be elected to the same office for more than two (2) full terms in succession.

5.4 Vacancies

If the Office of any one (1) or more Officers becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the Board of Directors may choose by a majority vote a successor to fill the vacancy, who shall hold office for the unexpired term.

5.5 Removal

An Officer may be removed from office by a majority of the Board of Directors then in office. Such Officer shall be provided with an opportunity to be heard by the full Board and to be represented.

ARTICLE VI

DUTIES OF THE OFFICERS

6.1 Duties of the President

The President shall chair each meeting of the full Board of Directors, and shall vote on all matters presented to the full Board.

6.2 Duties of the Vice-President

The Vice President shall in the absence of the President, perform his/her duties and execute his/her powers.

6.3 Duties of the Clerk

The Clerk shall be responsible for the custody of the Articles of Organization, an attested copy of the Articles of Organization, the By-Laws and all amendments to these documents. The Clerk shall also be responsible for the minutes of all meetings of the Board of Directors. These minutes shall be kept at the principal office of the Corporation and shall be open at all reasonable times to the inspection of any Director and shall be made available to the public upon request.

6.4 Duties of the Treasurer

The Treasurer shall, subject to the direction and under the supervision of the Board of Directors, have general charge of the financial concerns of the Corporation and the care and custody of the funds and valuable papers of the Corporation, and he/she shall have the power to endorse for deposit or collection, all notes, checks, drafts and other obligations for the payment of money payable to the Corporation

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or its order, and to accept drafts on behalf of the Corporation. He/she shall cause to be kept accurate books of accounts detailing all of the Corporations' financial transactions. The Treasurer shall be chair of the finance committee.

ARTICLE VII

SEAL

The Seal of Corporation shall, subject to alteration by the Board of Directors, consist of a flat-faced circular die with the words "Massachusetts" and "Corporate Seal" together with the name of the Corporation and year of its organization engraved thereon.

ARTICLE VIII

AUTHORIZED SIGNATURE

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted and endorsed by that Corporation shall be signed by two (2) signatories. One signatory shall be that of the Treasurer or the President; the other signatory shall be that of the Executive Director.

ARTICLE IX

FISCAL YEAR

Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the Corporation shall be from December 1st to November 30th.

ARTICLE X

AMENDING BY-LAWS

Any member or committee of the Board of Directors may propose amendments to the By-Laws.

10.1 These By-Laws may be altered, amended or repealed, by the affirmative vote of three quarters (3/4ths) of the Directors attending and voting at any meeting of the Directors called for which the notice shall either specify the articles to be affected by or the subject matter of the proposed alteration, amendment or repeal. Notice of such meeting must be made to all members of the Board seven (7) days in advance.

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10.2 Notice of Amendments

At any meeting at which notice has been given that alteration, amendment or repeal is to be acted upon, resolutions modifying such proposed alteration, amendment or repeal may be made and adopted at such meeting without further notice. Notice of any such modification shall be subsequently given to all Directors and kept in the custody of the Clerk.

10.3 Authority of Articles of Organization

Any Amendment of the provisions of these By-Laws that conflict with any provision of the Articles of Organization shall be null and void.

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