

# BYLAWS

## CENTRAL MONTANA DISTRICT 6 HUMAN RESOURCES DEVELOPMENT COUNCIL, INC

Approved by the Board of Directors

September 20, 2013

Reviewed and ratified by the Board of Directors

September 19, 2014

CENTRAL MONTANA DISTRICT 6  
HUMAN RESOURCES DEVELOPMENT COUNCIL

BY-LAWS

ARTICLE I

NAME AND OFFICE

Section 1

NAME. The name of the Corporation shall be Central Montana District Six Human Resources Development Council, Incorporated, hereafter referred to as the "Corporation." The Corporation also does business as *District 6 HRDC*.

Section 2

OFFICE. The principal office of the Corporation shall be maintained in the City of Lewistown, at Suite 203, 300 First Avenue North, Fergus County, Montana 59457. The Weatherization shop is located at 64 H Street, # 16, Lewistown, MT 59457.

ARTICLE II

PURPOSE

This Corporation is organized as a non-profit corporation pursuant to the laws of the State of Montana for the following purpose:

To stimulate a better focus of all available local, state, private and federal resources toward the goal of enabling low-income families and individuals of all ages in rural and urban areas of Judith Basin, Fergus, Petroleum, Wheatland, Golden Valley and Musselshell counties in Montana to attain the skills, knowledge and motivations and secure the opportunities needed for them to become self-sufficient.

## ARTICLE III

### BOARD OF DIRECTORS AND MEMBERSHIP

#### Section 1

POLICY MAKING BODY. The policy-making body for the Corporation is the Board of Directors, hereinafter referred to in this document as the “Board”.

#### Section 2

BOARD COMPOSITION. The charter members shall consist of those persons whose names appear in the Articles of Incorporation as initial members of the corporation. The initial member composition of the Board reflects the requirements of the Community Services Administration, the federal funding source at the time of incorporation. One public sector representative, one low-income sector representative and one private sector representative will be furnished by each of the six counties of the district for a total of eighteen (18) board members. The composition of the Board will then have one-third (1/3) public sector representation, one-third (1/3) low-income sector representation and one-third (1/3) private sector representation. Should the number of board members in any sector be changed for any reason, the entire composition of the Board will be changed to meet the one-third, one-third, one-third sector membership ratio. Cognizant state or federal funding sources will be notified immediately of any such change. The eighteen (18) board members shall be selected as follows:

(a) Public Sector Representatives. The Board shall select one publicly elected representative from each of the six counties served. In the event that there are not enough elected public officials reasonably available and willing to serve on the Board, the Board may select an appointed public official of that county to serve on the Board.

(b) Low-income Sector Representatives. One low-income sector representative of each county shall be democratically elected by written ballot at countywide public meetings or by written ballot mailed to all participants

receiving benefits who reside in the county. A maximum, feasible participation of the county's low-income people will be assured through outreach to present or former participants and to organizations that have a large contingent of low-income people.

The elected representative need not be a low-income person, but having been elected by a county-wide constituency of low-income people, he/she will represent their interests. Each county's low-income representative shall be a resident of the county that he/she represents.

Voting shall be accomplished by written ballot, which will include income guidelines. The voter shall indicate his/her status as a qualified elector by placing a mark by the income range which best reflects his/her income.

(c) Private Sector Representatives. The private sector representative shall be selected in such a manner that the Board will benefit from broad community involvement. Each county's public sector representative and low-income sector representative will be responsible for the selection of a representative from an eligible organization, which will include private social services organizations, private educational institutions, business, industrial and labor organizations that are concerned with the specific problems of the poor.

### Section 3

#### PETITION BY GROUPS OF THE POOR OR COMMUNITY AGENCIES FOR ADEQUATE REPRESENTATION.

Community agencies and representative groups of the poor, which feel themselves inadequately represented, may petition the Board to adjust or realign Board membership. A petition signed by at least fifteen (15) bona fide members of the petitioning group should be submitted to the Executive Director of the Corporation or the Secretary of the Board, who will ensure that the petition is on the agenda of the next regular meeting of the Board. The petition letter should include the name of the person and address to which the Board's response should be addressed.

The petitioning group will be informed of the time, place, and hour of the next regular board meeting at which time they will be given an opportunity to present their case for more adequate representation. The Board must be sure to consider that any adjustment made will maintain the proper sector membership ratio and not exceed the fifty-one member limitation.

The petitioning group will receive a written response as to the decision of the Board within ten (10) days after the regular board meeting at which the petition was discussed. A copy of this letter will be sent to the proper official of the cognizant federal or state funding agency.

#### Section 4

REMOVALS. Removals from the Board will result as an official act of the Board. The removed representative shall be notified in writing and a copy of the letter of notification will be furnished to the cognizant federal or state funding agency.

(a) Public Sector Representatives. Public officials, or their representatives may be removed from the Board under the following conditions:

(1) If the Board agrees that the representative does not act in the best interest of the constituency he/she represents.

(2) If the representative misses three consecutive regular board meetings.

(b) Low-income Sector Representatives. As a response to a recall petition by the constituency that initially elected the representative, or pursuant to a recall petition called by action of the Board, a low-income sector representative can be removed from his/her seat on the Board if:

(1) it is proved that the representative does not act in the best interest of the constituency he/she represents, or

(2) the representative misses three consecutive regular board meetings.

A recall petition must be voted on democratically at a county-wide public meeting or conference of low-income people where the place, date, and hour have been adequately publicized.

(c) Private Sector Representatives. In the event that a private sector representative resigns from the Board or has failed to attend three consecutive regular board meetings, the Board may select another private sector representative from the county.

## Section 5

VACANCIES. There is a vacancy on the Board when a member has been notified of his/her official removal by action of the Board for cause, when a member notifies the Board of his/her resignation or when a public official leaves office. The Board shall fill all vacancies as soon as is reasonably possible.

(a) Public Sector Vacancies. When the seat of a public official is vacant, the Board shall select another public official to fill the seat.

(b) Low-income Sector Vacancies. When the seat of a representative of the low-income sector is vacant the procedure described in Section 2(b) of Article III will be followed to elect a new representative.

(c) Private Sector Vacancies. When the seat of a representative of a private organization is vacant, the Board shall ask that organization to name another representative to fill out the term or select another representative from the private sector in that county.

## Section 6

LIMITATION ON BOARD SERVICE. Board members shall serve a five year term. Board members may be elected for successive terms following the process set up in the Bylaws under Article III.

## Section 7

REIMBURSEMENTS. All members of the Board must serve without compensation. Low-income and private sector representatives may receive allowances or reimbursements for travel expenditures as determined by Board policy.

## Section 8

CONFLICT OF INTEREST. Issues that are considered to be conflicts of interest shall be brought to the Board's attention. No member of the Board shall cast a vote on any provision of service by that member (or any organization which the member directly represents) or vote on any matter, which would provide direct financial benefit to that member. Public officials will not be in conflict of interest if the Corporation should contract with their jurisdiction to perform a component of the Corporation's work program.

## ARTICLE IV OFFICERS

### Section 1

GENERAL. The officers of the Corporation shall be President, Vice-President, and Secretary/Treasurer. All of the officers shall be elected by the Board at an annual meeting of the Corporation and shall hold office for one year. The annual meeting for election of officers will be the July meeting. Officers will be selected from members of the Board.

### Section 2

PRESIDENT. The President of the Corporation shall preside at the meetings of the Board and may be an ex-officio member of all committees. With the approval of the Board, he/she shall name the chairperson of all committees. The chairpersons of all standing committees shall be named from members of the Board.

### Section 3

VICE-PRESIDENT. In the absence of the President, the Vice-President shall have all the powers and perform all the duties of the President.

#### Section 4

SECRETARY/TREASURER. The Secretary/Treasurer will ensure that accurate minutes are kept of each regular and special meeting of the full board. The Secretary may designate whomever he/she desires to take notes and write the minutes for Board approval. The Secretary/Treasurer shall be responsible for issuing meeting notices and agendas to the members of the Board according to Article VI of these Bylaws. The Secretary/Treasurer may also designate this responsibility to whomever he/she desires. Further, the Secretary/Treasurer, under the direction of the Board, shall have responsibility for the proper financial management of the Corporation's funds and assets, and shall make, or delegate the responsibility for making, the necessary financial reports to the Board.

#### ARTICLE V

#### MEETINGS

#### Section 1

MEETING SCHEDULE. All meetings of the Board will be held every other month starting in January of each year. If a regular Board meeting is requested to be rescheduled, it may be done as long as it is rescheduled on a date within six (6) weeks of the last regular Board meeting. When circumstances beyond its control will prevent the Board from meeting at least once within six weeks of the last regular board meeting, the chairperson shall write to the appropriate state or federal office as soon as possible to explain the circumstances which prevent the board from meeting, and to inform the office when it will meet again.

The Board meetings will be held at 10 a.m. The exact date and location will be decided at the preceding Board meeting.

#### Section 2

NOTICES. The Board shall provide in writing to all its members a notice and an agenda of any meeting not fewer than seven days prior to the date of the meeting. The notice shall state the date, time and place of any regular, annual or special meeting. The notice may be sent by U. S. Mail or email to each Board Member at his or her address as shown by the records of the Corporation.

### Section 3

OPEN MEETINGS. All meetings of the Board to discuss past, present or future policies or programs shall be public. Meetings involving personnel matters may be closed; however, no formal action will be taken at such closed meetings. Decisions made in closed session must be finalized in a meeting open to the public. Formal notice of the Board's meetings will be posted at the organization's website and at the Lewistown office at least 72 hours prior to the time of the meeting, as required.

### Section 4

SPECIAL MEETINGS. Special meetings of the Board may be called by the President at any time. Special meetings of the Board shall be called by the President whenever he/she is requested to do so, in writing by any three (3) members of the Board or by written request by the Corporation's Executive Director.

Notice of special meetings shall be given to each member by telephone, email, or personal contact and backed up with written notification at least seven (7) days prior to the meeting.

A quorum is required to conduct business at a special meeting of the Board.

### Section 5

QUORUM. A quorum of the Board must be present to conduct business. The quorum for a meeting of the Board shall be at least 50 percent of the non-vacant seats on the Board.

VOTING. After a quorum has been established, an act of a simple majority vote of those present shall be an act of the Board. Voting by proxy is prohibited. Only a board member may vote. In order to maintain a balance in each sector and county, the chairman will vote on each issue and his/her vote will be recorded in the minutes.

#### Section 6

MINUTES. The Board shall keep for each meeting written minutes, which includes a record of votes on all motions. Minutes of the previous meeting shall be distributed to all members before the next meeting and shall be made available to the public upon request.

### ARTICLE VI

#### POWERS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

#### Section 1

POWERS. The powers of this Corporation are vested in the Board, acting pursuant to state and federal laws. Among these powers are those enabling the Board to:

- (a) sign contracts or cause them to be signed by the executive director when the board has given prior approval to the Corporation's entering into said contract;
- (b) determine major personnel, fiscal and program policies;
- (c) disburse funds within federal/state and contractual guidelines;
- (d) approve overall program plans and priorities;
- (e) write/establish bylaws for self-government within the framework of federal/state laws and Articles of Incorporation;
- (f) hire/discharge the executive director;
- (g) execute final disposition of personnel grievances;
- (h) mortgage or sell real/personal property held by the Corporation;
- (i) assist in determining which officials, agencies, and groups shall be represented on the Board.

In addition to the powers and authority by these bylaws expressly conferred upon the Board, the Board may exercise all powers of the Corporation and do all such lawful acts and things permitted by statutes or by these bylaws. No outside group, agency, or person may be allowed to exercise any veto with respect to actions of the Board.

## Section 2

RESPONSIBILITIES. The Board, as the policy-making unit of the District Six Human Resources Development Council, Incorporated, is responsible for:

- (a) identifying the human resource development needs of Montana Planning District Six;
- (b) establishing long- and short-range goals;
- (c) formulating strategic plans for community action;
- (d) determining and approving major personnel, fiscal and program policies and assigning priorities;
- (e) approving proposals for financial assistance;
- (f) assuring compliance with the conditions of financial assistance;
- (g) hiring and discharging the executive director.

## Section 3

SALARIES. The salary of the Executive Director shall be determined by the Board. The salaries of other staff personnel will be determined by recommendation of the Executive Director to the Board. The Board will give final approval of all salaries.

## Section 4

BOARD AUTHORITY. The authority of the Board results from its group action. No individual board member has any authority over the District Six Human Resources Development Council, Incorporated, or to issue operating directives. If a board office becomes vacant for any reason, the directors then in office may choose a successor to fill the office on a permanent or temporary basis by affirmative vote of a majority of a quorum.

## Section 5

EXECUTIVE COMMITTEE. The board may appoint an executive committee to transact routine and ordinary business between meetings of the full Board. The composition of this committee will include the current officers of the board. The executive committee shall report on the actions it takes between meetings at the next meeting of the full Board. The Executive Committee's quorum may not be less than 50 percent of the non-vacant seats on the committee.

## Section 6

OTHER POLICY-MAKING COMMITTEES. The Board may establish any committees it considers necessary for carrying on its business. In each case, the composition of the committee will reflect the composition of the Board. The Board shall establish the size of the committee and its quorum, which may not be less than 50 percent of the non-vacant seats on the committee.

When the Board establishes a committee, the purpose and business of the committee will be clearly defined and entered into the minutes of the board meeting at which the committee was established. A committee report will be given at each meeting until such committee is dissolved by the Board.

## Section 7

AMENDMENT TO BYLAWS. A draft copy of any proposed amendment(s) to the corporation's bylaws must be sent to all board members at least ten (10) days prior to the board meeting at which the amendment(s) is to be discussed. The bylaws may be amended by a two-thirds (2/3) vote of the non-vacant seat votes of the Board.

## ARTICLE VII

## FINANCES

PAYMENTS. All payments made by the Corporation shall be made by check and signed by two (2) persons, at least one (1) of which should be a board member. In the event a board member is unable to sign the check, the Executive Director and another authorized staff member shall sign. Should this occur, an authorized board member may review all expenditures within 2 weeks of issuance.

Board members authorized to sign checks will be specifically designated by the Board. The Executive Director is authorized to sign checks.

### Section 2

BONDING. Bonding shall be provided for all persons handling funds.

### Section 3

AUDITS. A yearly audit shall be made of the accounts of the Corporation.

## ARTICLE VIII

### STAFF

#### Section 1

EXECUTIVE DIRECTOR. The Executive Director shall be appointed by the Board and shall be the chief administrative officer of the Corporation, shall be responsible for the records of the Corporation, shall be responsible for carrying out the policies and programs of the Corporation and the directions of the Board and perform such other functions as set forth in the Personnel Policies and Procedures of the Corporation.

#### Section 2

SELECTION OF STAFF PERSONNEL. The Board invests in its Executive Director the authority and responsibility for the selection of all other staff personnel in accordance with the Corporation's personnel policies.

### Section 3

RESPONSIBILITY. The Executive Director shall have complete control and responsibility for all actions of all persons and programs administered by the Corporation.

## ARTICLE IX

### Section 1

SEAL. The Corporation will have a Corporate Seal bearing the name of the Corporation of Central Montana District Six H.R.D.C.

## ARTICLE X

DISSOLUTION. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.