

BYLAWS
OF
SPRINGFIELD PARTNERS FOR COMMUNITY ACTION, INC.
Amended as of 2/28/2008

ARTICLE I

NAME AND PURPOSES, PRINCIPAL OFFICE,
CORPORATE SEAL, AND FISCAL YEAR

Section 1.1. Name and Purposes. The name, purposes and geographic area served by this corporation shall be as set forth in its articles of organization and any amendments thereto. In these bylaws, the corporation is referred to as the "corporation" or "SPRINGFIELD PCA."

Section 1.2. Principal Office. The principal office of the corporation shall be located in the city of Springfield, Massachusetts.

Section 1.3. Corporate Seal. The seal of the corporation shall be circular in form and bear the name of the corporation and the words "Incorporated Massachusetts 1964."

Section 1.4. Fiscal Year. The fiscal year of the corporation shall end on September 30th of each year.

Section 1.5: Board Composition: The law states that members of a tripartite Board "shall be selected by the entity" in accordance with Section 676B of the Community Services Block Grant Reauthorization Act of 1998.

ARTICLE II

NO MEMBERS

The corporation shall have no members or classes of members. Any action or vote required or permitted by Massachusetts General Laws, Chapter 180, as the same now exists or may hereafter be amended, or by any other law, rule, or regulation, to be taken by members of the corporation shall be taken by action or vote of the same percentage of the directors of the corporation.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. Powers and Duties. The affairs of the corporation shall be managed and controlled by the board of directors, who shall have and may exercise all the powers of the corporation. The duties of the board of directors shall include, but not be limited to, the following:

- (a) Hiring, firing and, on an annual basis, evaluating the performance of the executive director of the corporation and establishing his or her compensation.

- (b) Determining major personnel, organization, fiscal and program policies.
- (c) Determining overall mission, program goals and priorities for the corporation and evaluating the corporation's programs.
- (d) Final approval of all program proposals and budgets.
- (e) Ensuring compliance with contract, grant requirements, and all applicable laws and regulations that apply to the corporation and its programs.
- (f) Overseeing the extent and quality of the participation of the poor in the programs of the corporation.
- (g) Determining the rules and procedures that apply to the board of directors and its committees.
- (h) Selecting the officers of the corporation and establishing committees of the board.

Section 3.2. Number of Directors. The board of directors shall consist of not fewer than fifteen (15) nor more than twenty-one (21) directors. The number of directors, which shall be determined by the board from time to time, shall be evenly divisible by three (3). The board shall be divided into three sectors as described below.

Section 3.3. Composition of Directors. One-third (1/3) of the board of directors shall be elected public officials, holding office on the date of selection, or their representatives; however, if the number of elected officials reasonably available and willing to serve on the board is less than one-third of the board, appointed public officials or their representatives may be counted in meeting the requirement that one-third of the board be public officials. One-third (1/3) of the board of directors shall be persons chosen in accordance with democratic selection procedures adequate to assure that they are representative of low-income individuals and families in the corporation's service area. One-third (1/3) of the board of directors shall be officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the City of Springfield.

Section 3.4. Restrictions on Board Service.

- (a) Each board of director selected to represent a specific geographic area within the corporation's service area shall reside in that geographic area; failure to reside there shall disqualify the individual from serving on the board in that position.
- (b) Current employees of the corporation, its delegate agencies and subgrantees are not eligible to serve as SPRINGFIELD PCA board of directors. Former employees of these organizations shall be eligible to serve as SPRINGFIELD PCA board of directors, provided that their employment was not involuntarily terminated and that at

least one year has elapsed since they ceased being employed by any such organizations.

- (c) Current employees of the Massachusetts Department of Housing and Community Development (DHCD) and the U.S. Department of Health and Human Services (HHS) shall be ineligible to serve on the corporation's board of directors. Federal employees (other than HHS employees) may serve as SPRINGFIELD PCA board of directors but are prohibited from acting in any capacity that would require them to act as an agent of or attorney for SPRINGFIELD PCA in its dealings with any federal government departments or agencies.

Section 3.5. Selection of Directors.

- (a) Selection Process (Applies to all Directors). Prospective board of directors shall complete and submit to the board an application in the form approved by the board from time to time. After each prospective board of director; 1). Has submitted their application, 2). Has been selected through the appropriate selection process described below for the sector in which s/he proposes to serve, 3). Has been determined by the board (or a committee thereof) they meet the qualifications set by the board from time to time for service as a SPRINGFIELD PCA director, 4). Applicants must receive 51% of the full Boards approval in order to join the Board, and 5). If the Board has an even number of seats, the board shall elect individuals to fill one-half (1/2) of the seats in each sector each year. If the board has an odd number of seats, the board will elect individuals to fill one-half (1/2) plus one (1) of the seats in each sector in odd years and the remainder in even years then the board of directors shall vote whether to elect him or her to the board.
- (b) Public Sector Directors. The board of directors shall select elected public officials to serve on the board. If the number of elected officials reasonably available and willing to serve on the board is less than one-third of the board, the corporation may select appointed public officials to serve. If a public official selected by the board of directors cannot serve him- or herself, the board may, but is not required to, permit him or her to appoint a representative to serve as a board of director. Public officials shall serve on the board only while they continue to hold public office. Representatives of public officials shall serve on the board only while the public officials who selected them continue to hold public office. The appointment of the elected public officials shall include, but not be limited to, the following appointees from; the Massachusetts Governor's office, the Massachusetts U.S. Senate's office, the Massachusetts State Senate's office and the Mayor of Springfield.

(c) Low-Income Sector Directors.

- (1) Low-Income Sector Directors shall be selected by low-income residents of the City of Springfield. After each decennial census, the corporation shall analyze poverty statistics of that census and determine concentrations of individuals and families whose income falls within 125% of the nationally determined poverty index. After such a determination is made, the corporation shall divide the city into a number of districts equaling one-third of the total number of SPRINGFIELD PCA board seats, making reasonable efforts to ensure that each district contains approximately equal numbers of low-income people. The corporation shall number each such district. The low-income residents of each district shall select one individual to serve as a Low-Income Sector Director as described in the next paragraph. Odd-numbered districts shall select directors in odd-numbered years and even-numbered districts shall select directors in even-numbered years.
- (2) Adult residents of each district with household incomes at or below 175% of the federal poverty line shall nominate one or more adult residents of their district to run for the position of Low-Income Sector Director from that district and shall select one such nominee to serve in that position. An individual's eligibility to nominate and vote on the selection of Low-Income Sector Directors shall be determined in accordance with Election Committee policies and procedures.
- (3) The board of directors shall develop additional written procedures for the democratic selection of Low-Income Sector Directors. The corporation shall make reasonable efforts to provide the public with notice of the nomination and election process and to provide low-income residents of the City of Springfield the opportunity to fully participate in that process. The board or the membership committee of the board shall have responsibility for overseeing the selection process for Low-Income Sector Directors. These duties shall include, but not be limited to: (A) selecting dates, times and places for selection of Low-Income Sector Directors; (B) publicizing the selection process; (C) determining whether candidates meet qualifications established by the board for service as SPRINGFIELD PCA directors; and (D) where a committee of the board oversees the selection process, informing the full board of the results.

- (d) Community Sector Directors. To fill Community Sector seats, the board of directors shall select organizations representing business, industry, labor, religious, law enforcement, education, or other major groups and interests in the City of Springfield to designate, from among their officials or members, individuals to serve on the SPRINGFIELD PCA board. Each such organization shall be entitled to designate one individual to serve as a Community Sector Director. Should such an organization fail, within the period specified by the SPRINGFIELD PCA board of directors, to

designate an individual to serve as a Community Sector Director, the SPRINGFIELD PCA board shall select another organization to designate such an individual.

Section 3.6. Petitions for Board Representation. A low-income individual, community organization, or religious organization, or representative of low-income individuals that considers its organization, or low-income individuals, to be inadequately represented on the board may submit a petition for representation to the board. The petition must be signed by at least fifteen (15) individuals who reside within that given sector, unless the president determines that it is appropriate to waive this requirement in a particular case. A written statement of the board's action on the petition shall be provided to the petitioning individual or group and a copy of the statement shall be sent to the appropriate government funding sources as required by law or procedure in effect from time to time. Should it decide to provide representation to the petitioning organization or interest, the board shall take any actions necessary to provide that representation while ensuring that the board's composition meets the requirements of the federal Community Services Block Grant Act and any other applicable laws or regulations.

Section 3.7. Election of Directors. Terms and Term Limits.

- (a) At its annual meeting each year, the board of directors shall elect directors to fill the seats of directors whose terms are expiring that year.
- (b) Except as provided in Section 3.5 of these bylaws, each director shall hold office for no more than two consecutive 1 year terms or until his or her successor is chosen and qualified or until s/he sooner dies, resigns, is removed or becomes disqualified.
- (c) No person selected to serve as an officer on the Board of Directors may serve the same office for than one term unless requested by and approved by the majority of the Board to continue in that office
- (d) Except as provided in these bylaws, no person selected to serve as a director of the Board may serve more than four (4) consecutive one year term without at least one year absence from the Board.

Section 3.8. Resignation of Directors. Any board of director may resign at any time by giving written notice of his/her resignation to the president, the clerk, or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time. A board of director who has ceased to meet the qualifications for service as a board of director, as specified in these bylaws and by the board from time to time, and/or for the seat to which s/he was elected is deemed to have resigned as of the date s/he ceased to meet those qualifications.

Section 3.9. Removal of Directors.

- (a) Removal for Cause. The board of directors may remove any director for cause for one or more of the following reasons: conduct the board deems contrary to the best interests of the corporation; violations of the corporation's articles of incorporation, bylaws, conflict of interest policy, board resolutions or other policies; absence from three (3) or more consecutive board meetings within a twelve month period, less than 50% attendance during any board term.
- (b) Removal Procedures. The board shall provide all directors, including the board of director proposed to be removed, with at least ten (10) days' notice of the meeting at which the removal is to be considered. The notice must specify that a purpose of the meeting is to consider removal of the director. The board of director proposed to be removed shall be entitled to an opportunity to be heard at that meeting and afforded the right to have counsel present. A vote of two-thirds (2/3) of the full Board is required to remove the board of director.

Section 3.10. Vacancies.

- (a) Vacancies Defined. A vacancy on the board occurs when a director has been removed, resigns or is deemed to have resigned, becomes disqualified, or dies.
- (b) Public Sector Directors. When a vacancy occurs in a Public Sector board seat held by a public official, the board of directors shall select another public official to serve as a replacement director or to appoint a representative to so serve. When a vacancy occurs in a Public Sector board seat held by the representative of a public official, the board of directors shall request that the public official name another representative to serve as a replacement director. If the public official fails to name another representative within the period specified by the board, the board shall select another public official to serve as a replacement director him- or herself or, at the board's discretion, to appoint a representative to so serve.
- (c) Low-Income Sector Directors. When the seat held by a Low-Income Sector Director from a particular district becomes vacant, the runner up (if available) will fill the vacancy for the remaining term. If no runner up is available, an election will take place to select an individual who resides in and is representative of low-income people in that district to serve as a replacement director.
- (d) Community Sector Directors. When the seat held by a Community Sector Director becomes vacant, the SPRINGFIELD PCA board of directors shall request that the organization that designated the original director designate another individual to serve as a replacement director. If the organization fails to designate such an individual within the period specified by the board, the board shall select another organization to designate a replacement board of director.

- (e) Replacement Directors' Terms. Each replacement board of director shall hold office for the remainder of his or her predecessor's unexpired term and until his or her successor is chosen and qualified or until s/he sooner dies, resigns, is removed or becomes disqualified.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1. Annual and Regular Meetings. Regular meetings of the board of directors shall be held monthly in the City of Springfield. The board's regular meeting in October of each year shall be its annual meeting. In the event that the annual meeting is not held in October, a regular or special meeting may be held with all the force and effect of an annual meeting. Annual and regular meetings shall be called by the president, who shall schedule the time, date and location of such meetings for the convenience of the directors and of the general public. Written notice of the time, date, location and agenda of each annual and regular meeting shall be given by mail, facsimile, email or other electronic means, or in person to each director at least seven (7) days before such meeting. The Board will meet no less than ten (10) times a year for a regular meeting.

Section 4.2. Special Meetings. Special meetings may be called by the president or any three (3) board of directors. Written notice of the time, date, location and agenda of each special meeting shall be published via mail, facsimile, email or other electronic means, or in person to each director at least five (5) days before such meeting; provided, however, that if one of the purposes of a special meeting is to elect one or more Primary Officers as defined in Section 5.1 below, notice of that meeting shall be given to each director at least seven (7) days before that meeting.

Section 4.3. Waiver of Notice by Directors. Whenever notice of a meeting is required, such notice need not be given to any board of director if a written waiver of notice, executed by him or her (or his or her duly authorized attorney) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting the lack of notice to him or her before or at the beginning of the meeting.

Section 4.4. Open Meetings. All meetings of the corporation's board of directors shall be open to the public. The corporation shall notify the public of its meetings at least five (5) days in advance and shall comply with the Massachusetts Open Meeting Law (M.G.L. c. 39 § 23B).

Section 4.5. Quorum and Voting. At any meeting of the directors, 50 percent of the non-vacant seats on the board shall constitute a quorum. Except as otherwise required by law, the articles of incorporation or the bylaws, the board shall act by affirmative vote of directors present at a meeting at which a quorum is present. Voting by proxy is not permitted at meetings of the board or of committees.

Section 4.6. Minutes. The board of directors and its committees shall keep written minutes for each meeting. Minutes shall be made available to the public upon request. The board of directors shall also make available to the public, upon request, translations of the minutes in the

appropriate language, if a significant portion of the low-income population does not speak English and speaks that language. Copies of minutes of each meeting of the board shall be submitted to DHCD within 10 days after the date of the meeting at which they were approved by the board.

Section 4.7 Emergency Meetings: The statutory requirement to post at least 48 hours in advance of a Board meeting is waived. An emergency meeting may be called by the Board Chair or three (3) or more board of directors and only for the purpose of addressing a sudden, unexpected occurrence or set of circumstances requiring immediate attention.

Section 4.8 Executive Session: Will be conducted in accordance with Board policies and procedures.

ARTICLE V

OFFICERS

Section 5.1. Number and Qualification. The officers of the corporation shall be president, first vice-president, second vice-president, clerk and treasurer, (the "Primary Officers") and such other officers, if any, as the board of directors may determine. All officers must be directors. No director shall hold more than one office at the same time. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process.

Section 5.2. Election. The Primary Officers shall be elected each year by the board of directors at the board's annual meeting. In the event that any or all of the Primary Officers are not elected at the annual meeting, they may be elected at another board meeting, provided that notice of the meeting shall be given in the form provided in Section 4.1 (for regular meetings) or Section 4.2 (for special meetings) above at least seven (7) days before the meeting. Candidates for Primary Officer positions may be nominated by the Nominating Committee or by any director from the floor without advance notice. Other officers may be elected from time to time by the board.

Section 5.3. Term. The terms of each officer are defined in Section 3.5 of these bylaws. Each Primary Officer shall hold office until the next annual meeting and until his or her successor is elected and qualified or until s/he sooner dies, resigns, is removed or becomes disqualified. Each other officer shall hold office until the next annual meeting unless a shorter period shall have been specified by the terms or his or her election or appointment, or until s/he sooner dies, resigns, is removed or becomes disqualified.

Section 5.4. Duties of Primary Officers

- (a) President. Except as the board of directors may otherwise specify, the president shall be the chair of the full Board subject to the policies and procedures set forth by these bylaws. The president shall schedule and preside at all meetings of the board of directors in accordance with Robert's Rules of Order and the executive committee, and shall appoint the members of all committees, except as otherwise provided in

these bylaws or otherwise specified by the board of directors. The president also shall have such other duties and powers as the directors may determine, including but not limited to, his/her ability to serve as an ex-officio member of all committees. The president is to provide the leadership necessary to accomplish the mission of the agency and he/she is to;

1. ensure the strategic plan is followed;
2. ensure the agenda is set for each board meeting in collaboration with the Executive Director;
3. ensure the agenda is set for each executive committee meeting in collaboration with the Executive Director;
4. serve as the liaison with other organizations when appropriate;
5. work with the Executive Director to ensure basic policies and programs are furthering the goals and objectives set forth by the board.

- (b) Vice-Presidents. The first vice-president shall exercise the powers and duties of the president in the absence or inability to act of the president. The second vice-president shall act as board parliamentarian according to Roberts Rules of Order and exercise powers and duties of the president in the absence or inability to act of the president and the first vice-president. The vice presidents shall have such other duties and powers as the directors shall determine including, but not limited to;
1. support the current chair to work towards the agency goals and objectives;
 2. provide continuity to achieving the overall agency objectives;
 3. assume the position of the Chair should he/she not be able to attend a meeting and assume the responsibilities of the Chair during his/her absence..
- (c) Clerk. The clerk shall ensure a true and accurate record is maintained of all proceedings of the board of directors, including the attendance of directors at meetings, in a book or books kept for that purpose, which shall be kept within the Commonwealth of Massachusetts at the principal office of the corporation which shall be open at all reasonable times to the inspection of any members. Such book or books shall also contain and the corporation's articles of organization and bylaws and the names of all directors, their telephone numbers, and the address of each. The clerk shall have such other duties and powers as the directors shall determine. If the clerk is absent from any meeting of the board of directors, the assistant clerk, if one be elected, or, if there is no assistant clerk, a temporary clerk must be appointed by the Board Chair and he/she shall exercise the duties of the clerk at the meeting.
- (e) Treasurer. The treasurer shall be responsible to monitor and inform the full Board of the Agency's financial status.. The treasurer shall, subject to the direction and control of the board of directors, oversee all funds and assets of the corporation and shall keep full and accurate records of the corporation's finances. S/he shall report monthly to the board on the financial condition of the corporation and shall serve as the chair of the finance committee. S/he shall perform such other duties and have such other powers as the board of directors shall determine from time to time including but not limited to;

1. act as the Board's liaison for responding to questions regarding the agency's financial information;
2. collaborate with the Executive Director in order to discuss on-going financial issues as well as anticipating future financial needs;
3. work with the Executive Director to prepare and present the agency's budget to both the finance committee and the full board;
4. monitor financial policies and programs and assist the Executive Director to ensure adequate resources and funds are available for all programs;
5. oversee and regulate who is authorized to sign checks for the agency and that 2 of the 3 authorized signatures appear on all transactions as required.

Section 5.5. Duties of Other Officers. The duties and powers of other officers shall be established from time to time by resolution of the board of directors.

Section 5.6. Delegation of Duties. An officer may delegate some or all of his or her duties to another individual within the same committee or receive assistance from that same individual in performing such duties, so long as the officer retains oversight over the duties performed and reviews any records and documents prepared and distributed by the other individual. Any delegation of duties that exceeds 2-3 meetings will require Chair approval.

ARTICLE VI

BOARD COMMITTEES

Section 6.1. Committees Generally. The board of directors may establish one or more committees (including an executive committee) and may delegate to any such committee or committees any or all of their powers, except the power to (a) authorize a petition for the dissolution of the corporation; (b) change the principal office of the corporation; (c) amend these bylaws; (d) elect officers and fill vacancies in any such offices; (e) change the number of the board of directors and fill vacancies in the board of directors; (f) remove officers or board of directors from office; or (g) authorize a merger. Any committee to which the powers of the board of directors are delegated shall consist solely of directors. Unless the board directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these bylaws for the conduct of the affairs of the board of directors. To the extent possible, membership on each committee shall represent the composition of the full board with one-third (1/3) Public Sector Directors, one-third (1/3) Low-Income Sector Directors, and one-third (1/3) Community Sector Directors. Except as otherwise provided in these bylaws or otherwise specified by the board of directors, the president shall appoint the members of all committees.

Section 6.2 Standing Committees. The Board shall have standing committees including: executive committee; finance committee; personnel committee; program planning committee, bylaws committee; membership/nominating committee and the advocacy committee of the whole; plus such other standing committees as may be established from time to time by board resolution.]

- (a) Executive Committee. The executive committee shall have all of the powers and authority of the board of directors in the intervals between meetings of the board (except those powers described in Section 6.1 above that the board cannot delegate to committees). The executive committee shall keep a record of its actions and proceedings and make a report of these actions and proceedings to the board at the next meeting of the board held after such actions or proceedings. The executive committee shall consist of the Primary Officers and the chairpersons of the other standing committees and shall:
1. is responsible for decision making on all matters brought before the board by individual members or committees;
 2. shall monitor activities of the Board including reviewing reports of the committees, confirming, modifying or rejecting proposals.
 3. shall adopt policies that determine the purpose governing principles, functions, activities and course of action to be taken by the Board;
 4. shall ensure that the board meets legal requirements for conduct of business.
 5. regularly report to the full board as to the committee's actions and recommendations.
- (b) Finance Committee. The finance committee shall approve and monitor the finances of the board while ensuring the Agency's mission can be fiscally fulfilled by:
1. authorizing and approving the annual budget;
 2. audit financial actions prior to submission to the full board;
 3. assume the responsibility for all expenditures dealing with the agency, its' improvements, contracts, leases, and/or purchases of property;
 4. oversee the administration, collection, and disbursement of the financial resources of the organization;
 5. advise the board with respect to significant financial decisions; and
 6. perform such other duties as the board may specify from time to time." Also, a committee;
 7. regularly report to the full board as to the committee's actions and recommendations
- (c) Personnel Committee. The personnel committee shall have the power and authority to:
1. oversee the process for the selection and evaluation of the Executive Director;
 2. recommend policies to govern the administration of office personnel nto the full Board;
 3. receive grievances in accordance with agency personnel guidelines and investigate as directed by the full board; AND
 4. regularly report to the full board as to the committee's actions and recommendations
- (d) Program Planning and Assessment Committee. This committee shall have the power and authority to:
1. regularly review and evaluate the agency's programming;

2. regularly review and evaluate the agency's budget as it applies to programs;
3. maintain standards of performance by monitoring expenses and revenues;
4. assist in the development of ideas and trainings for seminars and workshops.
5. regularly report to the full board as to the committee's actions and recommendations; AND
6. provide fund raising activities and events.

- (e) Bylaws Committee. This committee shall have the power and authority to:
1. regularly review the agency's bylaws to ensure that the bylaws are updated and complied with;
 2. respond to any questions and/or inquiries seeking clarification involving the agency's bylaws; AND
 3. regularly report to the full board as to the committee's actions and recommendations

- (f) Membership/Nominating Committee: This committee shall have the power and authority to:
1. provide oversight to election/selection process and ensure that elections take place in a timely manner in accordance with these bylaws;
 2. review board member applications and make recommendations to the Board;
 3. develop and maintain a list of organizations for private sector membership;
 4. monitor attendance and recommend replacement of all members who do not participate according to membership standards; AND
 5. regularly report to the Full Board as to the committees actions and recommendations.

ARTICLE VII

EXECUTIVE DIRECTOR, EMPLOYEES AND AGENTS

Section 7.1 Executive Director. The board of directors shall appoint and employ an executive director who shall direct the day-to-day affairs of the corporation, subject to the board's direction and control. The executive director shall be empowered to hire, supervise and terminate the corporation's other staff members in accordance with personnel guidelines established by the board. In addition, the executive director shall perform such other duties and have such other authority as the board may designate from time to time.

The executive director shall have the right to attend all meetings of the board of directors and of any committees of the board but shall not vote.

Section 7.2 Employees and Agents. The board of directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the board. The board may remove any agent or employee at any time with or without cause.

ARTICLE VIII

CONFLICTS OF INTEREST

Springfield PCA and its delegate agencies shall observe the following minimum standards governing the conduct of the Board members, employees and their immediate families.

For the purposes of these requirements, an immediate family member shall be defined as follows: husband, wife, father, mother, father-in-law, mother-in-law, brother, brother-in-law, sister, sister-in-law, son, son-in-law, daughter, and daughter-in-law.

Board members and employees of Springfield PCA shall refrain from conduct which gives the appearance of violating any of the minimum standards listed below:

GIFTS/GRATUITIES:

- (1) Board members, employees, and members of their immediate families shall not solicit or accept gifts, gratuities, favors, or anything of monetary value from:
 - a. Any contractor, potential contractor or subcontractor of Springfield PCA;
 - b. Any person applying for or receiving benefits or services through or from Springfield PCA; AND
 - c. Any person in a position to benefit otherwise from the activities of Springfield PCS.

FINANCIAL INTEREST:

- (2) No Board member or employee or member of his/her immediate family shall have a financial interest in a contract of Springfield PCA (except an employee's contract of employment);

ACCESS TO CSBG AND OTHER AGENCY FUNDS*

- (3) Unless approved by 2/3 of the full Board, no Board member or employee of Springfield PCA shall participate in any matter supported by CSBG or other agency funds which affect the financial interest of:
 - a. Such board member or employee or his/her immediate family;
 - b. His/her business, partner(s) or a business organization with which he/she is associated; AND
 - c. Any person or organization with whom he/she is negotiating or has any arrangement concerning prospective employment.

*This section shall not be construed as to deny any eligible Board of Director or employee access to said funds. However, access to these funds is subject to the individual meeting the criteria established by either CSBG or the specific funding source and a 2/3 vote of the full board's approval.

MEMBERSHIP:

- (4) No person may serve on Springfield PCA board who is:
- a. A board member or employee of a delegate agency, except a delegate agency which is responsible for comprehensive community programming and;
 - b. An employee of Springfield PCA, DHCD, or the U.S. Dept. of Health and Human Services.

EMPLOYMENT:

No person shall be employed while she/he or a member of his/her immediate family serves on a Board or committee of Springfield PCA or delegate agency if that Board or committee has authority to order personnel actions affecting his/her job.

ARTICLE IX

COMPENSATION

Directors and officers shall serve without salary or other compensation for their services as such. However, they may receive reimbursement (or advances, in the case of Low-Income Sector Directors) from the corporation for reasonable and documented expenses incurred in the course of performing services as directors or officers. To the extent the corporation makes any such reimbursements or advances, it shall do so only in accordance with financial policies established by the board.

ARTICLE X

FINANCIAL ADMINISTRATION

Section 10.1. Execution of Instruments.

- (a) In General. The board of directors may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, employee or agent shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or for any amount.
- (b) Recordable Instruments Purporting to Affect an Interest in Real Estate. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice president and the treasurer or an assistant treasurer shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, bylaws, resolutions or votes of the corporation.

Section 10.2. Bonding. The board of directors may require any director, officer, employee or agent to give the corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

ARTICLE XI

INDEMNIFICATION AND INSURANCE

Section 11.1. Indemnification. To the extent legally permissible, and only to the extent that the status of the corporation as an organization exempt under section 501(c)(3) of the Internal Revenue Code is not adversely affected thereby, the corporation shall provide indemnification to qualified individuals according to the following provisions:

- (a) Mandatory Indemnification. The corporation shall indemnify each person who is serving, or has served as, a director or officer of the corporation, or who is serving or has served at the request of the corporation as a director, trustee or officer of another organization or in a capacity with respect to any employee benefit plan, against all liabilities and expenses (including judgments, fines, penalties and reasonable attorneys' fees and all amounts paid, other than to the corporation, in compromise or settlement) imposed upon or reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person, unless the initiation of the proceeding was expressly approved in advance by the corporation as provided in Section 11.1(d)(2) below).
- (b) Allowable Indemnification. The corporation may indemnify any person who is serving or has served as an employee or agent of the corporation and any person who is serving or has served at its request as an employee or agent of another organization, against all liabilities and expenses (including judgments, fines, penalties and reasonable attorneys' fees and all amounts paid, other than to the corporation, in compromise or settlement) imposed upon or reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person, unless the initiation of the proceeding was expressly approved in advance by the corporation as provided in Section 11.1(d)(2) below).
- (c) Standards for Indemnification. The corporation shall provide no indemnification with respect to any matter as to which any such person shall be finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation. Any person who at the request of the corporation serves or has served another organization or an employee

benefit plan in one or more of the above indicated capacities and who shall be finally adjudicated not to have acted in good faith in the reasonable belief that such action was in the best interest of such other organization or in the best interest of the participants or beneficiaries of such employee benefit plan shall be deemed not to have acted in such manner with respect to the corporation. The corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the corporation, after notice that indemnification is involved, by the corporation as provided in Section 11.1(d)(2) below.

(d) Authorization of Indemnification, Approvals.

- (1) Any indemnification under this article (unless the indemnification is ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, trustee, officer, employee or agent is proper in the circumstances. In the case of indemnification that is mandatory under Section 11.1(a) of this article, the determination shall be limited to whether the person to be indemnified has met the standards specified in Section 11.1(c) and the amount of the indemnification permitted by law.
- (2) Any determination of whether to indemnify a particular individual, as well any decision about whether to approve the voluntary initiation of proceedings as described in Sections 11.1(a) and 11.1(b), the settlement or compromise of a matter as described in Section 11.1(c), or the advance payment of expenses as described in Section 11.1(e) shall be made:
 - (A) by the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding;
 - (B) if such a quorum is not obtainable, by majority vote of a committee of the board consisting solely of two or more directors not at the time parties to the proceeding (such committee shall be created and its members designated by majority vote of the full board, in which vote directors who are parties to the proceeding may participate);
 - (C) by special legal counsel selected by the board of directors or a committee as provided in (1) or (2) of this section; or
 - (D) if a quorum cannot be obtained under (1) and a committee cannot be designated under (2), by special legal counsel selected by majority vote of the full board, in which vote directors who are parties to the proceeding may participate.

- (e) Advance Payments. Expenses, including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit, or other proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the corporation in the specific case as provided in Section 11.1(d)(2) above, upon receipt of (1) an affidavit of such person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this article; and (2) an undertaking by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this article. Such an undertaking may be accepted without reference to the financial ability of such person to make repayment.
- (f) Offset, Non-Exclusivity and Continuation. The corporation's obligation to provide indemnification under this article shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the corporation or any other person. The right of indemnification under this article shall be in addition to and not exclusive of any other rights to which any such person may be entitled. No amendment or repeal of the provisions of this article which adversely affects the right of an indemnified person under this article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder.

Section 11.2. Insurance. The corporation may purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this article, and (b) on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to insure against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this article.

ARTICLE XII

BYLAWS AMENDMENTS

These by-laws can only be amended by a 2/3 vote of the non-vacant seats on the Board during any meeting provided that a written notice of such meeting along with a copy of the proposed changes is sent to all Board of Directors at least seven (7) days prior to the date of such meeting.

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