

## **BYLAWS**

### **EAST MISSOURI ACTION AGENCY, INC.**

#### **ARTICLE I – NAME AND SERVICE AREA**

East Missouri Action Agency, Inc., (hereinafter referred to as “EMAA” or “Agency”), primarily serves the Missouri counties of Bollinger, Cape Girardeau, Iron, Madison, Perry, Ste. Genevieve, St. Francois and Washington, but may provide services in other locations as permitted by applicable law, and, where relevant, agreement with funding sources.

#### **ARTICLE I (A) – 2022 AMENDMENT**

EMAA’s Bylaws as set forth in the following Articles, enacted on the 25<sup>th</sup> day of July, 2022, so substantially amended and reformed the previous Bylaws that incorporation and reference to amended provisions became impracticable and unreasonable; accordingly, all footnotes and other previous amendments have been removed. Previous versions of EMAA’s Bylaws are maintained by the Office of the Secretary of the Board.

#### **ARTICLE II - STATEMENT OF PURPOSE**

- A. EMAA’s vision is “Communities where everyone’s potential to thrive is unlimited by community conditions”. As its mission, “EMAA cultivates communities of opportunity and supports people in reaching their highest potential.”
- B. The program concepts and strategies EMAA will utilize to achieve its goals include, but are not limited to: community and economic development; employment and training; early childhood education; community services programs; and family planning.
- C. One of EMAA’s specific goals is to assist low-income families in securing safe, sanitary and affordable housing through strategies such as: administration of housing subsidies; and purchase, ownership, development, renovation, management, rental and/or sale of residential properties. EMAA shall maintain accountability to low-income residents through a formal process that will allow low-income persons to advise the Agency in its decisions regarding the design, site development and management of affordable housing.

#### **ARTICLE III – BOARD OF DIRECTORS**

- A. **SIZE AND COMPOSITION:** The Board of Directors shall be composed of twenty-four (24) Board members.

1. The Board shall be so constituted that:
    - a. One-third (1/3) of the Board members shall be elected public officials or their representatives, unless the number of such officials reasonably available and willing to serve is less than one-third (1/3) of the membership on the Board, in which case appointive public officials may be counted in meeting such one-third (1/3) requirement;
    - b. One-third (1/3) of the Board members shall be persons chosen in accordance with democratic selection procedures, adequate to insure that they are representatives of the low-income residents of the area served;
    - c. The remainder of the Board members shall be officials or members of business, industry, labor, religious, welfare, education or other major private sector groups and interests in the community, and shall include the Head Start Policy Council Representative.
  2. Board members shall serve two-year terms of office that shall correspond with the agency fiscal year beginning October 1, and ending September 30, (with the exception of public officials) (see B1 below).
  3. Each of the eight (8) counties included in the primary EMAA service area shall be represented by:
    - a. One (1) Board member from the category of public sector;
    - b. One (1) Board member from the low-income representative sector;
    - c. Eight (8) Board members will be selected from the private sector and shall represent the eight (8) county service area at large. The Head Start Policy Council Liaison shall be included in the number of private sector representatives and shall represent the entire eight (8) county area.
  4. If, for any reason, there is a delay in filling a seat on the Board of Directors, the incumbent Board Member will continue to serve until their successor is chosen and qualified, or until the incumbent sooner dies, resigns (or is deemed to have resigned), is removed or becomes disqualified.
- B. PROCEDURES FOR SELECTING BOARD MEMBERS:** The full Board of Directors shall by majority vote elect (i.e. seat) incoming Board Members, once they have been selected through the appropriate selection process.
1. **Public Officials:** The public sector shall be represented by a publicly elected official designated by the county commission of each county. Each county commission shall certify its designee any time the designee changes. The elected public officials selected to serve on the board shall have either general governmental responsibilities or responsibilities that require them to deal

with poverty related issues. Public officials serve at the pleasure of the designating county commission officials and only as long as they are currently holding office.

- a. In the event that there are not enough elected public officials reasonably available or willing to serve on the Board, the County Commissioners may appoint their representative to serve on the board.
- b. The EMAA Board may fill vacant seats in this category as soon the public officials are willing to sit on the Board.

2. **Low-Income Representatives:**

- a. The directors who represent the low-income people of each county shall be chosen by nominating committee, for a two-year term, to be held in each county during the month of July, and according to the following schedule: Even Years: Cape Girardeau, Madison, St. Francois and Washington. Odd Years: Bollinger, Iron, Perry and Ste. Genevieve.
- b. Low-income representatives to the Board do not necessarily have to be low-income themselves, but must be willing and able to represent the interests of the low-income in their respective communities. Notice of the nomination period must be advertised through local media, social media and other media outlets as deemed appropriate, In addition, notices will be posted at appropriate places, including Agency offices and the courthouse, and EMAA staff will contact low-income residents in order to ensure maximum participation.
- c. The nomination period shall be the full month of July. The following procedures will be followed:
  - i. The Executive Director or appointed staff will prepare the nomination period announcement.
  - ii. The announcement will be made available to organizations, groups and where low-income people have access to the announcement.
  - iii. Any organization, group or person interested in a board seat will be required to complete the nomination form and return to EMAA by July 31<sup>st</sup>
  - iv. The nominating committee will select the dates, times and place for review of the nominations and interview, if necessary, the nominees.
  - v. The nominating committee will select the best candidate for from the nominees and present the name to the full board of directors for approval at the August or September board meeting.
- d. Representative from Head Start Policy Council.
  - i. The Head Start Policy Council Liaison to the Board of Directors will be duly elected by a majority vote of the full Board of Directors, and will have full voting rights as a member of private sector.

- e. Low-income Representatives selected to represent a specific county must maintain their primary residence in that county.

3. **Private Sector Representatives:**

- a. The board of directors shall select individuals who are official members of, but not limited to, business, labor, religious, law enforcement, education or other major groups and interest in the community served to serve as Private Sector Directors. Of the eight county private sector board seats, one shall be for the Head Start Policy Council Liaison.
- b. A candidate may be nominated by a current board of directors, an organization or group, the public at large, or self-declaration. The nominations shall be reviewed by the nominating committee who will make the final recommendations to the full board for final decision.
  - i. Designation of Representatives: The Chairman, President, or similar official once elected according to the procedures outlined above, shall serve on the Board of Directors, for a term of two (2) years, or until the expiration of an unexpired term.

C. **RESIGNATION:**

1. **Voluntary:** An EMAA Board Member currently serving may resign their seat by submitting their resignation in writing to another current Board Member. Any such resignation shall not take effect earlier than thirty (30) days from the date of submission, or as otherwise set forth in these bylaws.
2. **Involuntary:** Any Director who has ceased to meet the qualifications (i.e., a public official who is serving as an EMAA Director or who designated a representative to serve as an EMAA public official director leaves public office or a low-income sector director selected to represent a specific geographic area moves out of that area) for the seat to which he/she was elected is deemed to have resigned as of the date he/she ceased to meet those qualifications.

D. **REMOVAL:** Any Board Member may be removed by two-thirds (2/3) vote of a quorum of the Board of Directors, in the event:

1. A Board Member has been absent from three (3) consecutive regular meetings unless verifiable extenuating circumstance exist. Such extenuating circumstances shall be communicated to the Board in writing and may include: Medical Emergency, Bereavement, Civic Duty, Military Service, Temporary Employment Conflict, inclement weather or natural disaster; or,
2. The conduct of a Board Member or their service on the Board has become detrimental to the purposes and functions of the Agency; or
3. For other similar grounds as the Directors may determine.

4. Such removal may occur only when the proposed action appears in the notice of meeting or in its accompanying agenda.
- E. **VACANCIES:** A vacancy on the Board shall exist when a director has been notified of his/her official removal for cause by action of the Board, or when a Director resigns or is deemed to have resigned, or when a director dies.
1. Public Official and Private Sector Representatives: When the seat of a public official or private sector Board Member becomes vacant, the Board shall fill the vacancy for the unexpired term, according to the process set forth in Paragraphs B-1 and B-3, above.
  2. Low-Income Representatives: When the seat of a low-income representative becomes vacant, the Board shall fill the vacancy for the unexpired term, according to the procedures set forth in Paragraph B-2, above of this article.
  3. The Board shall endeavor to have all vacancies filled within 120 days of the seat becoming vacant.
- F. **COMPENSATION:** Board Members shall serve without salary, but shall be entitled to reimbursement or advances for reasonable and documented expenses incurred in the course of performing services as Board Members.
- G. **RIGHT TO PETITION:** Any low-income individual, community organization, religious organization or representative thereof, which considers its organization or constituencies to be inadequately represented on the EMAA Board, may petition the Board of Directors for adequate representation. Upon receipt of such a petition, the Board of Directors shall refer it to a special committee of Board Members appointed pursuant to Article VII of these Bylaws, which shall review the petition and advise the Board as to the validity of the allegations contained therein. The special committee shall make a recommendation to the full Board as to whether to approve or reject such petition within ninety (90) calendar days from the date of its submission. Thereafter, the full Board shall, within thirty (30) calendar days from the date of submission of the special committee's recommendation, hold a vote approving or rejecting such recommendation. If the committee recommends the petition be approved, it shall also recommend appropriate action that is necessary to provide adequate representation to the petitioning party, 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.

#### **ARTICLE IV - MEETINGS**

- A. **REGULAR MEETINGS:** A minimum of six (6) regular Board meetings shall be conducted each calendar year. The Chairman of the Board may reschedule a Board meeting or its location, or call a special Board meeting. All Board meetings shall meet the notice requirements of Paragraph E, below.

- B. **SPECIAL MEETINGS:** Special meetings of the Board of Directors may be called by the Chairman of

the Board or by four (4) Board Members provided that each Board Member receives at least five (5) days written notice stating the time, place and purpose of the meeting.

- C. **QUORUM AND VOTING:** Fifty percent (50%) of the non-vacant seats of the Board of Directors shall constitute a quorum required for the transaction of business at any meeting of the Board of Directors. Except as otherwise required by law, the Corporation's Articles of Incorporation or these Bylaws, acts approved by a majority of the Directors present at a meeting at which a quorum is present shall be regarded as acts of the Board, unless specified otherwise by these Bylaws.
- D. **ATTENDANCE:** Three (3) consecutive unexcused absences from regular meetings may constitute grounds to institute an involuntary removal process as set forth in Article III, Paragraph D. Upon the institution of such process, the recording secretary shall notify the absent Board Member in writing of the same. A Board Member who is involuntarily removed under this section may petition the Board to be reinstated, either in writing or in person, at the meeting following his or her removal, and shall be reinstated upon an affirmative vote of two-thirds (2/3) of a quorum of the Board of Directors .
- E. **NOTICE:** Board Members must be notified in writing at least five (5) days prior to all meetings, except when an emergency exists, a special meeting may be called on three (3) days' notice. Such notice shall include the agenda for the meeting. The Board shall provide public notice in writing of any meeting, and an agenda in accordance with the Missouri Sunshine Law and/or any other funding source requirements.
- F. **PROXIES:** Only Board Members shall be eligible to vote at meetings of the Board of Directors. No proxy voting will be permitted.
- G. **OPERATING PROCEDURES:** Meetings of the Board of Directors will be governed by Robert's Rules of Order, Revised, in all cases where they are consistent with these Bylaws or the Corporation's Articles of Incorporation. In the case of inconsistency, EMAA's Articles of Incorporation and its Bylaws shall govern. In all such instances, the requirements of the Missouri Sunshine Law will be met for all Board of Directors and Committee meetings.
- H. **TELEPHONE MEETINGS:** Unless otherwise provided these Bylaws, Board Members may participate in any meeting of the Board or of its committees by any telephonic or other electronic means of communication, by which all Board Members participating may simultaneously hear each other during the meeting. A Board Member participating in a meeting by such means is deemed to be present in person at the meeting and shall constitute presence in person. Public notice of the each meeting shall be given, and the meeting shall be conducted, in accordance with the requirements of the Missouri Sunshine Law.
- I. **MINUTES OF MEETINGS:** The Secretary of the Board shall keep, for each meeting, written minutes that include a record of votes on all motions, and shall be the official custodian of those minutes. The minutes shall record a roll of members present and a count of vacant seats in order to determine a quorum, plus any other information required by the Missouri Sunshine Law. Minutes of the previous

meeting shall be distributed to all Board Members before the next meeting, and shall be available to the public upon request. Copies of Board meeting minutes shall be submitted to funding sources as required by law, regulation or agreement.

**J. OPEN MEETINGS:**

1. All meetings of the Board and its committees shall be open to the public as required by the Missouri Sunshine Law.
2. Executive sessions relating to personnel, legal and other matters, may be held according to the procedures, and for the purposes, set forth in the Missouri Sunshine Law.
3. Pursuant to the Missouri Sunshine Law, all votes taken in Executive Session shall be taken by roll call and recorded in the minutes of the Executive Session.

**ARTICLE V – RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

**A.** The Board of Directors of EMAA shall have the following responsibilities:

1. It shall select the Executive Director of the Agency, supervise his/her performance, evaluate him/her and set his/her compensation on a regular basis, and, if necessary, remove him/her;
2. It shall fully participate in the development, planning, implementation and evaluation of the programs offered by the Corporation;
3. It shall determine, subject to the regulations and policies of grantor agencies, the major personnel, organizational, fiscal and program policies for the Corporation;
4. It shall establish the overall plans and priorities for the Corporation and approve all program proposals and budgets;
5. It shall be responsible for ensuring compliance with the conditions of all grants, including provisions for evaluating progress against performance;
6. It shall determine, subject to funding source regulations and policies, the rules and procedures to govern the Board of Directors;
7. It shall select the officers and executive committee of the Board of Directors;
8. It shall oversee the extent and quality of the participation of low-income residents in the programs of the Corporation; and
9. It shall authorize officers, employees, and agents to sign checks and execute contracts and leases. All checks shall require two (2) authorized signatures to be valid.

**ARTICLE VI - OFFICERS**

- A. **NUMBER OF OFFICERS:** The officers of the Corporation shall be a Chairman, Vice-Chairman, Secretary, Treasurer, and such other offices as the Board of Directors shall designate from time to time, each of whom shall be elected by a majority vote of the full Board of Directors.
- B. **ELECTION AND TERM OF OFFICE:** The officers of the Corporation shall be elected annually by the Board of Directors in October of each year. Each outgoing officer shall hold office until his/her successor has been duly elected and qualified, or until he/she shall have been removed in the manner hereinafter provided.
- C. **REMOVAL:** Any officer elected by the Board of Directors may be removed, at any time, by an affirmative vote of two-thirds (2/3) of a quorum of the Board of Directors; such removal may occur at any meeting of the Board of Directors when it has been included on the agenda, and if such removal, in the Board's judgment, serves the best interests of the Corporation.
- D. **RESIGNATION OF OFFICERS:** A current officer serving on the EMAA Board may resign at will, upon the submission of his/her written resignation to another officer. The resignation shall not become effective earlier than the expiration of thirty (30) days from the date of its submission. Any vacancy created as a result of this section shall be filled in accordance with Paragraph A of this Article. Such replacement officer shall only serve in that position until the next general election in accordance with Paragraph B of this Article.
- E. **DUTIES OF OFFICERS:**
1. Chairperson – The Chairperson Shall:
    - a. Organize the Board to function efficiently;
    - b. Preside at Board meetings;
    - c. Represent the corporation in public;
    - d. Execute Board-approved contracts with other entities;
    - e. Execute Board-approved financial transactions;
    - f. Make recommendations for the appointment of committee members, other than the executive committee, to the full Board of Directors for approval;
    - g. Serve as an ex-officio, non-voting, member of all standing committees;
    - h. Call special meetings of the Board;
    - i. Maintain active, regular, and frequent contact with the Executive Director to help oversee Agency operations; and
    - j. Have such other duties and powers as the Board Members shall determine.

2. Vice-Chairperson – The Vice-Chairperson shall:
  - a. Perform the duties and exercise the powers of the Chairperson during his/her absence or disability.
3. Secretary – The Secretary shall:
  - a. Record the minutes of meetings of the Board of Directors;
  - b. Keep the official records of the Corporation;
    - i. The actual keeping of such minutes and records may be delegated to personnel paid by the Corporation.
  - c. Have such other duties and powers as the Board Members shall determine.
  - d. Should the Secretary be absent from any meeting of the Board of Directors, another person chosen at the meeting shall record the minutes of the meeting.
4. Treasurer – The Treasurer shall:
  - a. Act as the chief financial officer of the Corporation;
  - b. Direct and manage the financial affairs of the Corporation, subject to the direction of the Board of Directors;
  - c. Create, maintain and keep full and accurate records of all financial affairs of the Corporation, subject to the direction of the Board of Directors;
  - d. In conjunction with the Finance Committee and the Executive Director, the Treasurer shall be responsible for presenting regular reports of the financial status of the Corporation to the Board;
  - e. Shall, on a regular basis, review the annual audit and report the results of such review to the Finance Committee; and
    - i. The Finance Committee may call upon the Treasurer to report to the Board of Directors on the status and results of the annual audit.
  - f. Have such other duties and powers as the Board Members shall determine.
5. Delegation of Duties – An officer may delegate his/her specific duties set forth above to another individual, or receive assistance from another individual, in performing such duties, so long as the officer retains oversight and review of the records and documents prepared and distributed.
6. Bonding – By a majority vote of the full Board of Directors, any officer may be required to be bonded in such an amount as is deemed to be proper thereby. Any bond premium incurred as a result thereof shall be paid by the EMAA.

## **ARTICLE VII - COMMITTEES**

- A. Regular standing committee meetings shall occur immediately before each regular Board meeting for which specific time shall be set aside. When committee meetings are held just prior to scheduled board meetings, the results of the committee discussions shall be presented to the full board during the meeting and reflected in the Board's minutes. No separate committee minutes are required for such meetings.
- B. Special Committee meetings may be called by the committee chairperson when deemed necessary. The committee chairperson will initiate the committee meeting by announcement to the Board recording secretary who in turn will notify the committee members. Announcement should be made at least five (5) days prior to each meeting.
- C. Proceedings of the special committee meeting will be documented by minutes approved by the appointed secretary of the committee and presented to the Board as the report on the committee's activities. The report should include the date of the meeting, names of committee members in attendance and a record of votes on recommendations made by the committee to the Board. Board directives based on these committee reports involving staff or programmatic activities then become the responsibility of the Executive Director for execution. The committee minutes will become an official part of the Board meeting minutes.
- D. **EXECUTIVE COMMITTEE:**
  - 1. Composition: The Executive Committee shall consist of the officers of the corporation; however, all three sectors of the Board membership must be represented (public, private and low-income) In the event a sector is not represented within the officers of the corporation, additional members shall be appointed to the executive committee to satisfy the requirement.
  - 2. Vacancies:
    - a. Officers: Vacancies shall be filled by the replacement officer elected in accordance with Article VI of these Bylaws.
    - b. Non-Officer: Vacancies shall be filled by the nomination of a current Board Member from the same sector as the Board Member that created such vacancy, who shall then be elected by a majority vote of the full Board of Directors.
  - 3. Function: The Executive Committee shall transact routine business of the Corporation between meetings of the full Board. The Executive Committee shall report any actions taken at the next meeting of the Board. Electronically connected Executive Committee meetings shall be permitted at the discretion of the President. The Executive Committee has the full delegated authority of the Board subject to ratification by the Board.

If a quorum is not achieved at any regular meeting of the Board, or if, during a regular meeting at which a quorum was initially established, the quorum is destroyed, then the executive committee may convene, provided a quorum of the Executive committee exists, and for as long as that quorum is maintained, conduct the business of the board meeting as specified on the agenda.

The Executive Committee cannot: 1) Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets; 2) Unless otherwise stated in the bylaws or articles of incorporation, elect, appoint or remove Directors or fill vacancies on the board or on any of its committees; or 3) Adopt, amend or repeal the articles or bylaws 4) terminate the Executive Director.

4. **Quorum:** Except for the Executive Committee, a minimum of two (2) members of the committee (including the Board Chairperson) will constitute a quorum. A minimum of fifty (50%) percent of the membership of the Executive Committee (including the Board Chairperson) will constitute a quorum.

**E. OTHER COMMITTEES:**

1. Standing committees of the Board of Directors shall include an equal opportunity/personnel committee, program committee, finance committee, and such other committees as the Board may deem appropriate from time to time. Recommendations for the membership of each committee are to be made by the Chairman from among the Board Members, and all such recommendations must be ratified by a majority vote of the full Board. Their membership of each committee shall fairly reflect the composition of the full Board. Actions and decisions taken by these committees are subject to ratification of the full Board of Directors.
2. Every committee shall be designated as either advisory or be granted special powers by the Board of Directors.
  - a. Advisory committees shall make recommendations to the full Board of Directors regarding all matters coming before it.
  - b. All other committees shall be granted specific powers by the full Board of Directors to accomplish its stated purpose.
3. The creation of Special Ad Hoc committees may be proposed by any Board Member and ratified by a majority vote of the full Board of Directors as appropriate. These may include joint committees between the Board of Directors and the Head Start Policy Council, the Southeast Missouri Facilities Corporation and other entities, as need such need may arise.
4. Committees exercising powers of the EMEA Board must consist of at least two (2) members of the EMEA Board and only EMEA Board Members shall have the right to vote on those committees (others, such as EMEA staff, Head Start Policy Council Members, representatives of

the Southeast Missouri Facilities Corporation can be on the committees, but cannot vote unless they are also EMAA Board Members).

5. The Executive Director will provide administrative staff to assist all Board Committees.

**F. FUNCTIONS OF STANDING COMMITTEES:**

1. **FINANCE COMMITTEE** – The Finance Committee shall:

- a. Have oversight responsibility of the Agency fiscal management program;
- b. Report to the Board of Directors regularly;
- c. Direct the Administration Program Director to provide staff assistance to all Committees;
- d. Recommend candidates to the Board of Directors for the position of Auditor;
- e. Assist the Treasurer in review of all audits and financial reports;
- f. Oversee all internal controls, conflict of interest and whistle blower policies;
- g. Ensure that the Auditor's management letter concerns are addressed and resolved;
- h. Administer and maintain EMAA's Conflict of Interest Policy;
- i. Receive and accept staff assistance for the committee as directed by the Executive Director.
- j. Review all financial transactions in accordance with the current EMAA Fiscal Policies.
- k. Have such other duties and powers as the Board of Directors shall determine.

2. **PROGRAM COMMITTEE** – The Program Committee shall:

- a. Maintain oversight responsibility for programs and projects planned and/or administered by the Agency;
- b. Plan and develop projects and/or programs for the Agency;
- c. Evaluate all programs annually;
- d. Report to the Board of Director regularly;
- e. Have the Agency Program Directors provide staff assistance to the committee;
- h. Report to the Board of Directors regularly;
- i. Receive and accept staff assistance for the committee as directed by the Executive Director; and
- j. Have such other duties and powers as the Board of Directors shall determine.

3. **EQUAL OPPORTUNITY/PERSONNEL COMMITTEE** – The Equal Opportunity/Personnel Committee shall:

- a. Maintain oversight responsibility for the Equal Opportunity Program and the Affirmative Action Program and Plan, (hereinafter referred to as “EOP” and “AAP”);
- b. Assure that the Agency EOP and AAP are in compliance with the Civil Rights requirements of the State of Missouri, Federal and other funding sources;
- c. Perform annual evaluation of the Agency Civil Rights Program and AAP;
- d. Review determinations of the Agency’s EOP Officer regarding informal complaints of discrimination;
- e. Report to the Board of Directors regularly;
- f. Have the Equal Opportunity Officer provide staff assistance to the committee;
- g. Maintain oversight responsibility of the Agency personnel policies and procedures;
- h. Serve as the Hearing Committee for the Board of Directors in all matters related to employee grievances, not previously resolved at the administrative level;
- i. Receive and accept staff assistance for the committee as directed by the Executive Director; and
- j. Have such other duties and powers as the Board of Directors shall determine.

4. **NOMINATING COMMITTEE:** -- The Nominating Committee shall:

- a. Oversee the democratic selection process.
- b. Select eligible candidates from the appropriate “pool” of nominees and make recommendations to the full board.

**ARTICLE VIII – EMAA HEAD START POLICY COUNCIL ARBITRATION BOARD**

- A. **RESOLUTION OF IMPASSE:** If the EMAA Board of Directors and the Head Start Policy Council reach an impasse on any matter, then a resolution of impasse will be reached as outlined in Paragraph B, below.
- B. **ARBITRATION:** A Board of Arbitration, composed of three (3) people from appropriate community-based organizations with expertise in the matter at hand, appointed by the Board Chairperson, Executive Director, and the Head Start Director, will convene to negotiate, mediate, and resolve any impasse or internal dispute. All three (3) representatives must agree on those individuals selected

to serve on the Board of Arbitration. All parties, including the Area Policy Council and the Board of Directors, shall be bound by the decision of the Board of Arbitration.

### **ARTICLE IX – EXECUTIVE DIRECTOR**

- A. **SELECTION:** The Board of Directors shall select the Executive Director for the Agency utilizing the following procedure:
1. Notify funding sources of the current or upcoming vacancy;
  2. Appoint an acting Executive Director to serve on an interim basis, if the position is vacant;
  3. Advertise the current or upcoming opening within the corporation, in all appropriate publications and with the Employment Security Office;
  4. The Personnel Committee shall review all submitted applications, interview the best qualified candidates and recommend three (3), from the group interviewed, to the Board of Directors;
  5. The Board of Directors shall, as a group, interview the three (3) candidates recommended by the Personnel Committee, and by a vote of two-thirds (2/3) of the full Board select one of the candidates as the Executive Director of the Agency.
- B. **REMOVAL:** The Executive Director may be removed, with or without cause, by two-thirds (2/3) vote of the full Board of Directors.
- C. **DUTIES:** The Executive Director shall be the Chief Administrative Officer of the Board of Directors and shall:
1. Maintain active, regular, and frequent contact with the Chairman of the Board and other Board Members;
  2. Engage, promote, demote, suspend, or terminate as necessary other employees of the corporation;
  3. Carry out all financial transactions;
    - a. Select, with Board approval, depositories for the corporation funds;
    - b. Borrow money, execute contracts, and sign leases, with approval of the Board.
  4. Manage the daily operations of the Agency in a competent and business-like manner;
  5. Delegate authority and responsibility for corporate operations to other employees of the Agency;
  6. Attend all Board meetings;
    - a. Prepare agendas in conjunction with the Board Chair;

- b. Ensure all necessary notices are mailed and posted.
- 7. Serve as advisor to all standing committees;
- 8. Provide and assign administrative staff to assist all Board Committees
- 9. Develop all administrative procedures;
- 10. Represent the corporation in public;
- 11. Report to the Board of Directors regularly; and
- 12. Have such other duties and powers as the Board of Directors shall determine.

### **ARTICLE X – CONFLICTS OF INTEREST**

- A. A conflict of interest policy shall be adopted by a majority vote of the full Board of Directors, and be implemented, maintained, and revised by the Finance Committee. Further, no current Board Member shall be eligible for employment by the Corporation while serving as a member of the Board of Directors, and may not be considered for employment until six (6) months after separation from the Board. No current employee of EMAA shall be allowed to serve on EMAA’s Board of Directors. Former employees of EMAA may serve on EMAA’s Board of Directors only if:
  - 1. The prospective Board Member has not been employed by EMAA for a minimum of twelve (12) months; and
  - 2. Was not involuntarily terminated from such employment. No Federal employee may serve EMAA in any capacity that would require him or her to act as an agent or attorney for the agency in any dealing involving EMAA and any Federal Department or agency.

### **ARTICLE XI - AMENDMENTS**

These Bylaws may be amended, altered, or replaced by an affirmative vote of two-thirds (2/3) of the total membership of the Board of Directors at any regular meeting or special meeting. Unless otherwise noted, changes become effective immediately. The vote count shall be made part of the minutes. Not less than ten (10) days written notice shall be given prior to the Board’s consideration of proposed amendments to the Bylaws. The notice of the meeting at which any proposed change to the Bylaws is to be considered must specify the purpose of the meeting and include a copy or summary of the proposed changes.

### **ARTICLE XII – AMENDMENT**

The Board of Directors approved the following Amendment at the September 24, 2015 Board of Directors meeting: The Executive Director will be a backup person with fiduciary and legal oversight if the Chairperson is unavailable or is time sensitive.

**ARTICLE XIII – DISTRIBUTION OF BYLAWS**

These bylaws, together with such amendments as are passed from time to time, shall be given to all Board Members, and copies shall be made available to all interested persons upon request.