

**DRAFT AMENDED BYLAWS
OF
SOUTHEASTERN IDAHO COMMUNITY ACTION AGENCY, INC.
A Nonprofit Corporation**

PLEASE INSERT DATE OF BOARD APPROVAL

ARTICLE I – OFFICES

Section 1. Principal Office. The principal office of Southeastern Idaho Community Action Agency, Inc., an Idaho nonprofit corporation (hereinafter “corporation”), Shall be located at 641 N. 8th Ave., Pocatello, Idaho 83201.

Section 2. Registered Office. The registered office of the Corporation to be maintained in the state of Idaho shall be located at the address stated in Article I, Section 1, above, and may be changed from time to time by the Board of Directors.

Section 3. Change of Offices. The board of Directors may change the location of the principal office and/or the registered office by amendment of these Bylaws and, with respect to change of the registered office, by the appropriate filing with the Idaho Secretary of State.

ARTICLE II – MEMBERSHIP

Section 1. Members. Pursuant to the Corporation’s Articles of Incorporation, the Corporation shall not have members. The sole governance of the Corporation shall be by its Board of Directors, as hereinafter provided.

ARTICLE III – FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IV – ANNUAL MEETING

The Board of Directors shall hold a regular meeting, as an annual meeting, on the third Wednesday of January of each year, which meeting shall be for the purpose of electing successor directors and officers for the ensuing 12-month period, together with such other business as may be placed in advance on the meeting agenda provided to board members.

ARTICLE V – DIRECTORS

Section 1. Number and term. The property, affairs, activities, and programs of the Corporation shall be managed by a Board of Directors, consisting of no fewer than nine (9) directors unless there is vacancy on the Board that the Board endeavors to fill (hereinafter, at times, “the Board”). The directors shall be elected for four-year terms by the Board of Directors at the Board’s annual meeting each year. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until the election of their successors. Directors may serve for three successive four-year terms. Notwithstanding the above, the terms of the Public Sector elected officials, or their representatives or appointees, serving as directors, shall be limited by their respective terms of office.

Section 2. Qualification and Selection of Directors. The directors must reside within one of the seven counties of Southeastern Idaho comprise the Corporation's service area: Bannock, Bear Lake, Bingham, Caribou, Franklin, Oneida, and Power Counties. The directors shall be chosen from the public, low-income and private sectors as follows:

- (a) **Public Sector.** No fewer than three (3) members of the Board or, should the total number of Board members increase, one-third of the Board, is to be comprised of elected public officials, holding office on their date of selection. However, if the number of such elected officials available and willing to serve on the Board is fewer than would result in a one-third of the membership of the Board are appointive public officials or their representatives, the one-third requirement may be waived by a unanimous vote of the current Board of Directors.
- (b) **Low-Income Sector.** (i) No fewer than three (3) members of the board or one-third of the Board should the number of board members increase, are persons chosen in accordance with a policy adopted by the board to reach the greatest number of people who could qualify for these Board positions and assure that these members are representative of low-income individuals and families in the neighborhood served; and (ii) each representative of the low-income individuals and families selected to represent a specific neighborhood within a community under clause (i) resides in the neighborhood represented by the Board member.
- (c) **Private Sector.** The remainder of the directors are officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the communities served.

Section 3. Duties of Directors.

- (a) All corporate powers granted to the Corporation by the Idaho Non Profit Corporation Act, Idaho Code Title 30, Chapter 30 shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its Board of Directors.
- (b) The Board of Directors is responsible for creating an annual budget and an accurate and complete accounting of the activities and financial transactions of the Corporation. The Board of Directors is responsible for maintaining all relevant records including, but not exclusively, a current copy of these Bylaws, the Articles of Incorporation, the Corporation's IRS exemption letter, filed IRS and State Reporting documents, written policies, contracts, and amendment thereto, as well as minutes of all meetings of the members of the Board of Directors, and all committee meetings. These documents shall be retained according to the record retention policy adopted by the Board.
- (c) The Board of Directors shall not authorize or permit the corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation of the corporation or by a corporation organized under Idaho's Nonprofit Corporation Law.

- (d) None of the powers of the corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the corporation.
- (e) All income and property of the corporation shall be applied exclusively for its not-for-profit purposes. No part of the net earnings or the assets of the corporation shall inure to the benefit of any director, officer, contributor or other private individual or corporation or other legal entity having, directly or indirectly, a personal or private interest in the activities of the corporation.
- (f) The Board shall adopt policies that detail the organization's financial management practices, conflicts of interest management procedures, whistle blowing management procedures and criteria for membership in the Corporation.
- (g) The Board may adopt policies administrative procedures to further delineate the responsibilities of the Board and Committees.

Section 4. Meetings of the Board. For any regular or special meetings of the Board of Directors, notice of the meeting, signed by the Secretary, shall be sent (by mail, facsimile, e-mail or via a voting aggregation website such as Survey Monkey) to the address of each director at least three (3) days before the time appointed for the meeting. The Chairperson may, when they deem it necessary, or the Secretary shall, at the request in writing of a majority of the members of the Board, issue a call for a special meeting of the Board, and three (3) days' notice shall be required for such special meetings, with notice of the special meeting to be provided to the directors by the Secretary in the manner prescribed in this Section 3 for regular meetings of the Board. Any director may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the Meeting. A director participating by this means is deemed to be present in person at the meeting. Any director may waive notice in writing of a regular or special directors' meeting. Notice of a regular or special meeting to consider amendment of the Bylaws shall require a ten (10) day advance notice, as provided in Article XII of the Articles of Incorporation. All Board meetings shall be open to the public.

Section 5. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting. In the absence of both the Chairperson and Vice-Chairperson at any regular or special meeting, the quorum present may choose a Chairperson for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten (10) days later, with written notice of such adjournment to be promptly given by the Secretary to each director.

Section 6. Voting. Each director of the Corporation shall be entitled to one vote upon every proposal submitted to vote at any meeting of the Board of Directors except that a director who is the subject of a conflicts of interest or whistle blowing incident, or removal for cause, shall not vote regarding that matter.

Section 7. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, the vacancy shall be filled without undue delay by majority vote of the remaining members of the Board at a special meeting which shall be called for that purpose. The Board will fill the vacancy from the appropriate sector best completing the coverage, while trying to maintain diverse representation. Any such required election shall be held within sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office for the remaining term of the person succeeded.

Section 8. Removal of Directors. Any one or more of the directors may be removed upon a showing of cause, at any time, by vote of two-thirds of the directors present at any special meeting called for that purpose. Cause may include the unexcused absence of a director from two or more regularly scheduled Board or committee meetings during a calendar year.

Section 9. Informal Action by Directors. Any action required by law to be taken at a meeting of the directors, or action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing including by email or internet aggregation of votes site such as Survey Monkey or others, setting forth the action so taken, shall be signed by all the Directors.

Section 10. Compensation. Directors shall serve without compensation to further the charitable purposes of the Corporation but shall be entitled to reimbursement of expenses incurred in service as a director.

Section 11. Board Committees.

(a) The Board may constitute Committees to assist it with fulfilling its fiduciary duties.

(b) **Standing Committees.**

- i. **Executive Committee.** The Board Chairperson chairs the Executive Committee. The duties of the Executive Committee are facilitating decision making in between Board meetings, addressing crises such as reports of conflicts of interest, whistleblowing reports, and other matters approved by the Board of Directors.
- ii. **Finance Committee.** The Treasurer chairs the Finance Committee. The duties of the Finance Committee are development of, and monitoring of compliance with, all budgets in consultation with the Chief Executive Officer and presentation of such budgets, and financial results, to the Board for its approval; approval of other financial and audit reports prior to the presentation of such reports for approval to the Board; review of firm preparing an audit at least every three years, such review to be presented to the Board for approval, and other matters approved by the Board of Directors.

(c) The Board will establish such other committees that it deems necessary to assist it with fulfilling its duties.

Section 12. Miscellaneous.

- (a) Directors cannot be immediate family of an employee of the Corporation.
- (b) No person may be elected to or serve on the Board who is currently or has been within the preceding 12-month period, an employee of the Corporation.
- (c) Current Directors and individuals who served as Directors in the preceding 12-month period may not be employed by the Corporation.

ARTICLE VI – OFFICERS

Section 1. Officers. The officers of the Board shall be a Chairperson, a Vice-Chairperson, a Secretary, and the Treasurer. Any two (2) offices may be held by the same person, except the offices of Chairperson and Secretary and Chairperson and Vice-Chairperson.

Section 2. Method of Election. The Board of Directors shall elect all officers for one-year terms, with all officers being elected from the members of the Board of Directors.

Section 3. Duties of Officers. The duties and powers of the officers of the Corporation shall be as provided generally in Idaho Code Section 30-30-622, and as provided specifically in the following paragraphs of this Section 3:

- (a) **CHAIRPERSON** – The Chairperson shall lead the Board of Directors. He or she shall preside at the Board's meetings, with the discretion to request that the Vice President, or if the Vice-Chairperson is not available, another Director, take over this duty. The Chairperson shall also lead the Executive Committee. All Officers of the Board and the Chief Executive Officer shall report to the Chairperson.—The Chairperson shall set the agenda for board meetings and shall perform such other duties as are necessarily incident to the office of the Chairperson. The Chairperson shall communicate to the Board at the regular meetings of the Board (and are such other times as the Chairperson deems appropriate) such matters and suggestions as may, in the Chairperson's opinion, promotes the welfare and purposes of the Corporation,
- (b) **VICE-CHAIRPERSON** – In the case of the absence of the Chairperson, or of the Chairperson's inability to act, or at the request of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson.
- (c) **SECRETARY** – It shall be the duty of the Secretary to give notice of, and attend, all meetings of the Board Members and keep record of their proceedings; to carry on all correspondence and to implement all orders, votes, and resolutions of the Board; to keep a list of the directors, including their addresses; to notify the Board officers of their election; to notify members of the Board of their appointment to the Board; to furnish the Chairperson of each committee with a copy of the resolution of the Board under which the committee is appointed, and at the Chairman's request, give notice of the meetings of the committee; to prepare, under the direction of the Board of Directors, an annual report of

the transactions and condition of the Corporation; to file an Annual Report with the Idaho Secretary of State's Office.

- (d) **TREASURER** – The Treasurer shall account for all monies received and expended for the use of the Corporation and shall make disbursements only upon due authorization by the Board. The Treasurer shall deposit all sums received by the Corporation in a bank, credit union or other depositories approved by the Board of Directors and make a Treasurer's report at all regular meetings of the Board of Directors or when called upon by the Chairperson. The Treasurer shall ensure timely filing by the Corporation of the applicable version of Internal Revenue Service Form 990 and such other tax returns as may be required by law of the Corporation. The funds and records held and maintained by the Treasurer shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of the Treasurer's term of office, the Treasurer shall deliver over to their successor all books and records, monies, and other property of the Corporation in their possession or control; or, in the absence of a Treasurer-elect, to the Chairperson. In the event of the absence or disability of the Treasurer, the board of Directors may appoint a temporary Treasurer.

SECTION 4. Books and Records. The officers of the Corporation shall keep such books and records of the corporate activities and transactions as are contemplated by the provisions of the Idaho Code Section 30-30-1101, or such as are reasonably necessary to document and record the Corporation's affairs. Directors and officers of the Corporation shall have the right to inspect and copy the books and records of the Corporation at all reasonable times and places.

Section 5. Resignation and removal of Officers. An officer may resign at any time by delivering a notice of resignation to the Secretary of the Corporation, which resignation shall be effective as provided in Idaho Code Section 30-30-624(1). Pursuant to Idaho Code Section 30-30-624(2), the Board of Directors may remove an officer with or without cause.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Section 7. Compensation of Officers. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall serve without compensation but shall be entitled to reimbursement of expenses incurred in serving as officers.

ARTICLE VII – EXECUTIVE DIRECTOR

Section 1. The Board may appoint/hire an Executive Director of the Corporation, responsible for leading the organization, implementing policies and activities of the organization approved by the Board of Directors, hiring, firing, and overseeing staff, and coordinating SEIACC's activities with all pertinent state, federal and local agencies, governments, communities, and organizations.

Section 2. The Chief Executive Officer shall serve as an ex-officio, nonvoting member of the Corporation's Board of Directors.

Section 3. Additional duties may be conferred by the Board.

Section 4. The Chief Executive Officer reports to the Chairperson of the Board of Directors.

Section 5. The Executive Director's compensation shall be determined annually by the Board.

ARTICLE VIII - Conflicts of Interest.

The standards and procedures of the Corporation with regard to director and staff member conflict of interest shall be as follows:

- (a) A conflict-of-Interest transaction is defined as a transaction with the Corporation in which a director or staff member has a direct or indirect interest.
- (b) A director or staff member will be considered to have an indirect interest in a transaction if:
 - (i) Another entity in which the director or staff member or their respective families, have a material interest, or in which the director or staff member or a member of their respective families, is a general partner, is party to the transaction; or
 - (ii) Another entity of which the director or staff member, or a member of their family, is a director, officer, or trustee is a party to the transaction.
 - (iii) Any director or staff member who may have a direct or indirect conflict of interest on a transaction proposed for the Corporation, before voting on any issue related to the same (or taking any action in furtherance of the transaction), shall disclose to the full Board of Directors (or to any committee of the Board of Directors considering the transaction) the material facts of the transaction and the directors' or staff member's interest therein.
 - (iv) A transaction in which a director or staff member has a conflict of interest may, nevertheless, be approved if, following the disclosure to the Board, the Board of Directors authorizes, approves, or ratifies the transaction.

ARTICLE IX - DISTRIBUTIONS AND DISSOLUTION

Section 1. Distributions and Dividends. No dividend shall be paid, and no part of the income or receipts of the Corporation shall be distributed to its members (if it later has members), directors or officers; except that the Corporation may pay compensation in a reasonable amount to its members (if it later has members), directors, or officers, or staff, for services rendered. Upon dissolution or final liquidation of the Corporation, no part of the net assets or accumulated earnings of the Corporation shall inure to the benefit of any member (if the Corporation later has members), director or officer; but rather, the same shall be disposed of exclusively for the purposes of the Corporation in such manner, and to such organization or organizations as are organized and operated exclusively for the charitable, educational, religious or scientific purposes and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as the Board of Directors shall determine.

Section 2. State Law Dissolution. The dissolution of the Corporation may only be affected by the Board of Directors as provided in Idaho Code Section 30-30-1002.

ARTICLE X – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Idaho Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or by the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI– AMENDMENTS

The Bylaws of the Corporation may be amended by the Board of Directors in the manner provided in Idaho Code Section 30-30-708. Notice of a meeting to consider an amendment to the Bylaws shall be given to each director ten (10) days in advance of the meeting. No amendments to the Bylaws may be made which are contrary to the nonprofit and tax-exempt status and objectives of the corporation as expressed in the Articles of Incorporation.

ARTICLE XII– INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Parties indemnified and Scope of Indemnification. The Corporation shall indemnify any current director or officer of the Corporation or any former director or officer of the Corporation, against expenses actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, in which they reasonably believed to be in (or not opposed to) the best interests of the Corporation; and only if their conduct was unlawful; AND PROVIDED FURTHER, indemnification shall not be made by the Corporation to a current director or officer, or former director or officer, in relation to matters as to which they are adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the

performance of their duties to the Corporation. It is intended that this indemnification provision be applied consistent with Idaho code Section 30-30-626.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is, or was, a director or officer; such insurance to insure against any liability asserted against them and incurred in their capacity as a current director or officer, or former director or officer, or arising out of their status as such.

ARTICLE XIII– MISCELLANEOUS

Section 1. Depositories. All funds of the Corporation not otherwise employed shall be deposited from time-to-time to the credit of the Corporation in such banks, credit unions, or other depositories as the Board of Directors may determine and by the person authorized by the Board to do so.

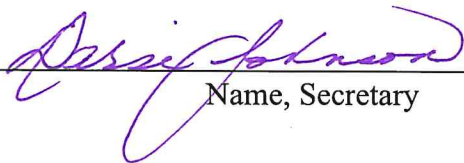
Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such person or persons as shall from time to time be designated by resolution of the Board of Directors. In absence of such designation by the Board of Directors, checks of the Corporation may be signed by the Chairperson, Vice Chairperson, Treasurer, Secretary, or the Executive Director.

Section 3. Gifts. The Board of Directors may accept, on behalf of the Corporation, any grant, contribution, gift, bequest, or devise for general purposes, or for any identified special purposes, of the Corporation.

The foregoing Amended Bylaws of Southeastern Idaho Community Action Agency, Inc., an Idaho nonprofit corporation, were approved by majority vote of, and adopted by, the Board of Directors of the Corporation on this 16 day of Nov, 2022.

SOUTHEASTERN IDAHO COMMUNITY ACTION AGENCY, INC.

By:



Name, Secretary