



**COMMUNITY ACTION
OF NAPA VALLEY**

BY-LAWS

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**BY-LAWS
OF
COMMUNITY ACTION OF NAPA VALLEY**

ARTICLE I - NAME

The name of the corporation shall be Community Action of Napa Valley (formerly the Napa County Council for Economic Opportunity), hereinafter referred to as “CANV”, “the Agency”, or “the Corporation”.

ARTICLE II - GEOGRAPHICAL AREA

The primary geographical area and population to be served by CANV shall be Napa County, California. Services may be provided in other areas when a need for such services is identified.

ARTICLE III - MISSION, PURPOSE AND OBJECTIVES

Community Action of Napa Valley, according to both the 1964 Economic Opportunity Act and the Community Services Block Grant Act of 1981, has as its mission promotion of dependency reduction and encouragement of self-sufficiency.

The Vision of Community Action of Napa Valley is that all families and individuals have equal opportunity to access to community resources that lead to healthy living and support self-sufficiency.

To embrace volunteers as a core principle of the entire agency through the services provided by Community Action of Napa Valley which encourages and supports the most vulnerable of our community in living a healthy life.

The Mission of Community Action of Napa Valley is to provide services and resources that promote healthy living and encourage self-sufficiency for the vulnerable members of the community.

ARTICLE IV - MEMBERS

This corporation shall have no members.

ARTICLE V - BOARD OF DIRECTORS

A. ELIGIBILITY FOR MEMBERSHIP ON THE BOARD OF DIRECTORS

Each member of the Board of Directors (Board) shall be a resident of Napa County or shall otherwise have demonstrated, to the satisfaction of the Board, a knowledge of and interest in the community and its low-income population. If the agency is providing services in another county, Board representation from that county is allowable. The number of Board seats representing another county will be decided by the Board of Directors.

Directorship shall not be denied to anyone because of race, color, national origin, creed, religion, age, gender, sexual preference, handicap or socio-economic status.

B. NUMBER AND ELECTION OF DIRECTORS

CANV shall have a tri-partite Board of Directors that is no less than twelve and no more than eighteen members as follows:

1. **PUBLIC SECTOR REPRESENTATION:** One third of the directors shall be elected public officials or their representatives, in one or more of the following categories to represent the public sector perspective on the Board:

- Member of the Napa County Board of Supervisors;
- Member of the town or city council of any town or city located in Napa County;
- Member of the board of a school district located in Napa County; or
- Member of the board of a public/community services agency located in Napa County.

The Napa County Board of Supervisors is responsible for the appointment of two public sector representatives on the CANV Board of Directors. Where a vacancy in public sector representation occurs by death, resignation, unexcused absence, end of term of public office, or expiration of term of Board membership, the Board of Directors shall fill the vacancy by requesting an elected official from one of the above specified categories to sit as a member of the Board or to name a person to represent the public sector perspective on the Board. Public Sector representatives shall be appointed for two-year terms, and may be appointed to additional terms by the public official(s).

2. **LOW INCOME REPRESENTATION:** One third of the directors shall be chosen to represent the perspectives, needs and interests of low-income residents of Napa County. Representatives of the low-income sector are not required to be low-income but must represent and be familiar with the interests and needs of low-income people. Selection of low-income representatives shall be accomplished by one or more of the following methods:

- The Board of Directors shall solicit director candidates to represent the low-income sector through service programs, public media and other means.
- Candidates for the low-income sector shall follow one of two processes. They may either submit in support of their candidacy a petition signed by 25 low-income persons residing in the County or they may submit two letters of recommendation from organizations serving or consisting of low-income people.
- The Board Development Committee shall review all applications and shall select a candidate to recommend to the Board for its approval. Information about all candidates shall be forwarded to the Board. If there is more than one candidate for a low-income sector vacancy and all are equally qualified, the reviewing committee shall recommend a candidate who is low income over one who is not.

Low-income representatives shall serve a two-year term. They may, upon recommendation from the Nomination and Membership Committee and approved by the Board, serve additional terms.

3. PRIVATE SECTOR REPRESENTATION: One third of the directors shall represent private sector perspectives in the community (examples include business, industry, labor, religion, social services and education).

- Appointment to Board membership by any organization representing the private sector interest in the community and named by the Board of Directors as such an appointing entity; or
- Through solicitation by the Board of Directors of individuals who would bring expertise and talent to the Board and/or representation of a particular constituency that is an underrepresented segment of the community. The Nomination and Membership Committee shall interview private sector candidates solicited through this method and make a recommendation to the full Board.

Private sector directors shall each serve a two-year term. They, upon recommendation by the Executive Committee and approval by the Board, serve additional terms.

C. ORGANIZATIONAL APPOINTMENTS TO THE BOARD

Any organization desiring to serve as an appointing entity for either low income or private sector representatives may petition the Board for such authority. At least once every three years the Board of Directors shall review any outstanding petitions and all existing appointing entities, and replace, select new, and/or renew the designation(s) of appointing entities as necessary to assure compliance with laws and regulations relating to maintenance of a tripartite Board of Directors.

D. TERM OF OFFICE

The term of membership on the Board is two years, with all terms beginning on the date of the Annual Meeting of the Board. Board members who assume their responsibilities at a date other than the Annual Meeting shall serve until the date of the second Annual Meeting following their appointment or election. In any event, members of the Board may continue to serve until their successors are elected or appointed.

E. REMOVAL OF DIRECTORS

1. Private sector and low-income representatives may be removed from the Board by a majority vote of the Board. Public sector representatives may be removed only by the designating officials upon petition of a majority of the Board members.
2. Grounds for removal (or petition for removal for public representatives) shall include:
 - a) Action in opposition to and/or detrimental to the purposes of the corporation.
 - b) Conflict of interest.
 - c) Two consecutive unexcused absences from regular and/or special meetings.
 - d) Four unexcused absences from regular and/or special meetings in a twelve-month period.
 - e) Mental or physical incapacity to serve as a Board member.
3. The procedure for removal shall be the following:
 - a) Only a Board member or the Executive Director may present a case to the full Board for removal of a Board member.
 - b) Reasons for removal must be presented to the Board in writing.
 - c) A majority of Board members must vote for removal.
 - d) A notice of the Board's decision to remove a member must be sent to that person stating the grounds for removal, including dates, times and places that may be applicable.
 - e) This notice must be received by the member at least two weeks prior to the next Board meeting. The member shall be invited to defend himself/herself at the subsequent Board meeting.
 - f) The Board may then by a majority vote rescind the previous removal decision or reaffirm it. Notice of this decision will be given to the member in writing.

F. POWERS AND DUTIES OF THE BOARD

The Board shall be charged with the conduct of the business and affairs of the corporation. All corporate powers, subject to the limitations of the Articles of Incorporation and provisions of law, shall be exercised by and through the Board by a majority vote. The powers and duties of the Board shall include:

1. Appointing an Executive Director who shall be responsible for the administration of the corporation and its programs.
2. The Board Development Committee shall be responsible for completing the Executive Director's annual evaluation for review and approval by the full Board. This evaluation will be conducted in January of each year. If the Executive Director is hired any time after July 1st, the Board Development Committee shall conduct an informal interim evaluation in January with the first formal evaluation to be conducted in the following January.
3. Succession Plan for the Executive Director Position: Hope Lugo, former Executive Director of CANV, would temporarily act as Executive Director until a replacement could be made. The Board would support Ms. Lugo while conducting a job search for a permanent replacement.
4. Determining the Agency's major personnel, organizational, fiscal and program policies.
5. Determining all program priorities and approving all program plans and purposes.
6. Approving all budgets involving public or private funds.
7. Borrowing money and/or incurring indebtedness in furtherance of the purposes of the corporation and causing to be executed and delivered in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's, or other evidence of debt and securities therefor.
8. Enforcing compliance with all conditions of grants awarded the Agency.
9. Providing for an annual independent audit(s) by a Certified Public Accountant of the funds of the corporation.
10. Making rules and regulations not inconsistent with the law or the Articles of Incorporation for the guidance of the Executive Committee and the officers and the management of the affairs of the corporation.
11. Establishing committees by and through it's chairperson; delegating to them such business and affairs of the corporation as may be deemed helpful and appropriate; and making rules and regulation for the manner in which all committees conduct their affairs.

12. Prescribing additional duties of the offices hereinafter set forth in the By Laws.
13. Changing the location of the principal office for transaction of the business of the corporation from one location to another in the same county.
14. Causing to be kept open to inspection of any persons entitled thereto, and making proper demand therefore, a Book of Minutes of all meetings of the Board and the corporation, and adequate and correct books of account of all properties and business transactions of the corporation, all in the form consistent with accepted procedures required by law.

G. CONFLICT OF INTEREST

A director shall be deemed to have a conflict of interest if such director or a member of the immediate family of such director, is an employee of CANV or one of its delegate agencies; or a policy/advisory body; or are officers or hold a substantial interest in a vender of goods or services to CANV; or are in violation of any Federal, State or local laws prohibiting Board activities or involvement. Any director found to be in conflict of interest shall be removed from, or required to withdraw from the decision making process with respect that matter.

Neither the Board of Directors, nor any CANV employee, nor employees of delegate agencies nor any member of their immediate families shall have a substantial interest in any action by the Board to obligate or expend funds for the purchase or rental of goods, space or services for or on behalf of the corporation or any contractual agency.

“Immediate family” includes: husband, wife, father, mother, brother, sister, son, daughter, grandfather, grandmother, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, domestic partner.

“Substantial financial interest” includes: (a) Any direct or indirect financial interest in a specific sale or rental transaction, including a commission or fee, a share of proceeds, the prospect of promotion, a profit, or any other form of financial reward. (b) Any of the following interests in a business which is supplier of goods, space, or services to the corporation or delegate agency - ownership, partnership interest or other beneficial interest of 5% or more, ownership of 5% or more of the stock, and/or employment as an executive officer.

H. INDEMNIFICATION OF DIRECTORS

Each director is indemnified by the Agency according to terms outlined in the Agency’s Directors and Officers Liability insurance.

ARTICLE VI - MEETINGS

A. QUORUM

1. Fifty percent of the seated active membership of the Board shall be necessary to constitute a quorum thereof for the transaction of business.
2. Voting at all regular and special meetings shall be by ayes, nays and abstentions. Voting for the election of officers shall be by secret ballot. There shall be no voting taken by proxy. Directors must declare whenever there is a conflict of interest and must abstain from voting.
3. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of members.
4. Minutes shall be recorded at all meetings.

B. TIME OF MEETINGS

1. Regular meetings of the Board shall be held at least ten times per year in accordance with a standing meeting schedule adopted from time to time by resolution of the Board. Time and location of the meetings shall be specified in the formal notice of each meeting. Regular meetings may be canceled or changed by action of the Board at the previous meeting, or by the Chair if a poll of the Board members indicates that a quorum will not be present. The Chair may call a special meeting at any time, upon three-day notice.
2. The Annual Meeting shall take place in January, and shall be, in addition to the regular business, for the purpose of electing officers for the following year.
3. All regular meetings of the Board shall be held upon at least seven days public notice which shall specify the date, time and place of the meeting.

C. USE OF ELECTRONIC CONFERENCING FOR CONDUCTING BOARD BUSINESS

The Board of Directors may utilize web conferencing (i.e. Zoom, Skype, etc.) and/or telephonic contacts to conduct the Board's business only in a limited manner and only under the following circumstances:

- The occurrence of a natural disaster or other event that prohibits the Board or its sub-committees from meeting in person (i.e. a pandemic event, etc.).
- By an individual Board member to participate in a scheduled Board meeting only when the Board member is unable to attend the meeting in person due to travel.

ARTICLE VII - OFFICERS

A. NUMBER, TERMS, ELECTION

1. The officers of this corporation shall be Chair, Vice Chair, Secretary and Treasurer. All officers shall be members of and elected by the Board. Officers shall serve for one year from the Annual Meeting at which they are elected, or until he/she shall sooner resign or become disqualified, or until his/her successor is named.
2. The Board Development Committee shall nominate a slate of officers at the November meeting of the Board. Additional nominations from the floor will be accepted at that meeting, following which nominations will be closed. The election of officers will be held at the Annual Meeting of the Board with those elected assuming office at the next regular meeting.

B. RESIGNATION, REMOVAL OF AN OFFICER

1. Any officer may resign from office at any time by so stating at a regular meeting of the Board, or in writing, mailed to the Board at its principle office. Such resignation shall not alter the status of the resigning officer as a director.
2. The Board may remove an officer for cause by a 2/3 majority of filled seats. The vote shall be taken by secret ballot at a meeting of the Board.

C. LEAVE OF ABSENCE

A member of the Board of Directors may request a leave of absence of up to three months which will require approval of the full Board in order to be ratified. Prior to the end of the three month period the Director on leave will indicate whether or not they are able to return to active Board membership. If the Director is unable to return at the end of the three month period, he or she will be removed from the Board.

D. VACANCY

Should any vacancy occur in any office, the Board shall endeavor to fill the vacancy at the next regular meeting of the Board, following the announcement of the vacancy. Nominations to fill the vacancy may be made by the Board Development Committee or may be made from the floor, at the time of the election to fill the vacancy. Such an election shall be for the un-expired term of said office.

E. INTERIM BOARD MEMBER

In the event of the temporary absence of a Board Member from the Board, the Board Development Committee may recommend, and the Board may formally approve the appointment of an Interim Board Member. A temporary absence may be allowed for

up to three months. If the absent Board Member fails to return in that time frame the Interim Board Member may be offered the absent member's Board position as long as tripartite representation will be maintained. If the absent Board member returns during that time frame, the Interim Board Member may be offered a full Board position as long as a vacant Board position is available and tripartite representation will be maintained with this appointment.

ARTICLE VIII - DUTIES OF OFFICERS

- A. **The Chair** shall preside at all regular and special meetings of the Board and the Executive Committee, and shall create and appoint all committees except the Nomination and Membership Committee; be ex-officio member of all committees; review and approve the agenda for all meetings with the Executive Director; execute or delegate the execution of all agency documents; sign all agency checks; represent the CANV Board to the community; exercise such other powers and perform such other duties as may be prescribed by the Board or these By-laws.
- B. **The Vice-Chair** shall have the authority of the Chair in the Chair's absence or as designated by the Chair, and shall also have the authority to sign all agency checks.
- C. **The Secretary** shall keep or cause to be kept minutes of all regular and special meetings of the Board; give or cause to be given notice of all regular and special meetings of the Board; keep or cause to be kept the Board Roster; perform such other secretarial duties as may be prescribed by the Chair or By-laws. If recording of Board Minutes is delegated, then the Secretary shall review and approve minutes prior to submission to the Board. The Secretary will also have the authority to sign all agency checks.
- D. **The Treasurer** shall report or cause to be reported to the CANV Board full and Accurate accounts of disbursements and current fiscal condition of the agency; chair the Board Finance Committee; oversee the selection process of the agency outside auditor and make recommendations to the Board for their approval; perform other such duties as may be prescribed by the Board or these By-laws. The Treasurer will have authority to sign all agency checks.

ARTICLE IX - COMMITTEES

- A. STANDING COMMITTEES
 - 1. Standing committees shall have such powers as are set forth in these By-laws. Ad Hoc committees may be created by resolution of the Board for such purposes and with such powers as may be necessary.
 - 2. The size of each committee shall be determined by the Chair of the Board.

3. Each committee shall fairly reflect the composition of the full Board. Persons who are not members of the Board shall be eligible to serve on all committees other than the Executive Committee.

B. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the elected officers of the Board and other such members of the Board as the Chair finds necessary. The Executive Committee is empowered to act on behalf of the full Board between regular meetings in the event a decision needs to be made before a regular scheduled Board meeting. The Executive Committee shall meet when the Chair of the Board, upon two days' notice, calls a meeting. The Executive Committee sets and reviews the Agenda for the full Board of Directors Meetings.

C. FINANCE COMMITTEE

The Finance Committee shall be chaired by the Treasurer. The Finance Committee is responsible for the overall direction and control of the finances of CANV. The committee reviews and approves allocation of funds, assists in the preparation of operating budgets, reviews monthly financial reports from the Finance Director, and make reports and recommendations to the Board. The Finance Committee also arranges for an annual audit to be performed.

D. BOARD DEVELOPMENT COMMITTEE

The Board Development Committee has overall responsibility for maintaining full Board membership and also annually nominates a slate of Board officers proposed for election at the Annual Meeting. The committee insures that membership is appropriately reflective of the communities served by CANV, and takes the lead in recruiting potential Board members on a continuing basis. The Board Development Committee also assists in other board development activities such as new board member orientations, ongoing education, and assessments of board effectiveness.

E. PERSONNEL COMMITTEE

The Personnel Committee reviews and makes recommendations to the Board regarding Personnel Policies and Procedures. Committee members take a lead role in investigating and responding to grievances made against the Executive Director as well as appeals of grievance decisions made by the Executive Director. The committee insures that CANV follows all legislation regulating employment matters. Members of the Personnel Committee participate in interviews for CANV management positions and may be involved in interviews for non-management personnel. The Personnel Committee is also responsible for the annual performance review of the Executive Director of CANV.

F. PHILANTHROPIC DEVELOPMENT COMMITTEE

The Philanthropic Development Committee has the overall responsibility of diversifying revenue sources. This committee will focus on cultivating and maintaining consistent donors, increasing program funding through grants, corporate sponsorships, planned giving, events and individual donations while leveraging technology to facilitate fundraising.

G. BRAND MANAGEMENT AND COMMUNICATION STRATEGY COMMITTEE

The Brand Management and Communication Strategy Committee is responsible for the development of marketing and communication techniques to disseminate information about CANV to the community.

ARTICLE X - AMENDMENTS

Proposed by-law amendments shall be presented at a regular meeting of the Board and voted on at the next regular meeting. These By-laws and all appendices attached thereto may be amended only at a meeting with a quorum present, by a two-thirds majority vote of the directors present.

ARTICLE XI - SEPARABILITY

If any section, subsection, paragraph, or phrase of these By-laws is for any reason held to be illegal or unconstitutional, such decision shall not affect the validity of the remaining portion of the By-laws.

ARTICLE XII - COMPENSATION

Regular compensation for service as a Board member is not allowed. Service is voluntary. However, members of the Board may be compensated for expenses incurred in carrying out their duties.