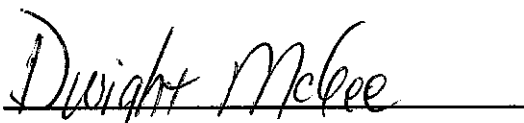


OPPORTUNITIES, INC.

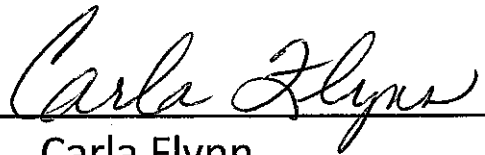
BY-LAWS

Approved April 28, 2022



DWIGHT MCGEE

Chairperson, Board of Directors



Carla Flynn

Executive Director

**ARTICLE I.**

Name, Description and Purposes:

Section 1. The name of the agency shall be as stated in the Certificate of Incorporation. The organization is a not-for profit corporation, incorporated under the laws of the State of Oklahoma and designated as an exempt 501(c)(3) corporation by the Internal Revenue Service.

Section 2. The purpose of the organization is as stated in the Certificate of Incorporation.

**ARTICLE II.**

Board of Directors – Size and Composition:

Section 1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which will consist of 12 Directors selected as hereinafter provided. The number of Directors may be increased, but not to more than 24 or decreased, but not to fewer than 12, by resolution of the Board, but no decrease shall have the effect of shortening the term of an incumbent Director.

Section 2. The Board size must be divisible by three (3).

Section 3. One-third (1/3) of the Directors shall be elected public officials, currently holding office, or their designated representative, except that if the number of such elected officials reasonably available and willing to serve on the board is less than 1/3 of the membership of the board, appointive public officials or their representatives may be counted in meeting such 1/3 requirement. The term “elected public official” refers to a duly elected representative of the state or its political sub-division. The term “appointive public official” refers to employees of public agencies and members of boards and commissions established under state and/or local law who have responsibility and authority to determine and implement the policies of those agencies, boards or commissions.

Section 4. At least one-third (1/3) of the Directors will be persons chosen in accordance with democratic selection procedures adequate to insure that they are representative of the poor in the area served.

Section 5. The remainder of the directors shall be officials or members of business, industry, and labor, religious, law enforcement, education, or other major groups and interests in the community served.

Section 6. At the discretion of the board of directors, they may vote to appoint an ex officio member to the board or board committee. The ex officio member has all the rights and obligation of the board or committee that they serve on. This includes the right to discuss, debate and make decisions, but without a vote. The ex officio member will not count when determining the number needed for a quorum.

### **ARTICLE III.**

#### **Selection of Directors:**

Section 1. The board should vote to elect (i.e. seat) directors (and replacement directors filling vacancies) once they have been selected through the appropriate selection process. . Each Private, Public and Low-Income Director may have one permanent representative to serve either full time in his/her place or whenever he/she is unable to attend a meeting and must be elected/appointed by the sector they represent, as outlined in the agency's By-Laws. These representatives must be from the same sector as the respective Board member, and the alternative may not themselves select another alternate.

#### **Public Sector Directors:**

Section 1. The individuals appointed as Public Official Directors shall represent either elected or appointed public officials with general government responsibilities or responsibilities which require them to deal with poverty-related issues. The public officials or public offices to appoint such individuals shall be selected by vote of the Board of Directors.

Section 2. If a person appointed is not an elected official, then such person must be empowered to speak on behalf of the elected official or body of elected officials that appointed the Director. A public sector representative's term shall not exceed the period of time that the individual represented or the appointing council, commission, or other group composition remains to be the same individual that made/decided the appointment and the same individual or the same (individuals in the) group retains the officer(s) represented on the board, or for a period of three (3) years,

whichever occurs first. The board may serve as a consultant to a public official who wants to appoint someone to represent him/her on the board. Moreover, the board retains the right to veto a public official's selection of a representative.

Low Income Sector:

- Section 1. At least one-third (1/3) of the members of the Board will be representatives of the low-income persons residing in the thirteen counties served by Opportunities, Inc.
- Section 2. Low-income Directors need not, themselves, be poor, so long as they are representative of the low-income residents served by the agency. Low-income Directors must reside in the geographic area which they represent.
- Section 3. Elections for the Low-income sector shall be held in the counties served by Opportunities, Inc. The individual receiving the most votes will be selected to serve on the Board of Directors.
- Section 4. Posted conspicuously in each polling place will be a chart showing the current poverty income guidelines and stating the voters must be eligible under those guidelines. Each voter must sign a ballot, and his/her privilege of voting may be challenged, either for reason or income or residential eligibility will be accepted unless otherwise challenged; verification of residence may be by persons known to those conducting the election.

Private Sector:

- Section 1. The balance of the Board shall be comprised of representatives from private groups, social service agencies, educational institutes, community development groups, charities, religious organizations, and senior citizen and minority groups with the counties served by Opportunities, Inc.
- Section 2. As many of the interests named in Section 1 as possible shall be represented on the Board. The board will retain and exercise the right to choose the best qualified individuals from the available community, social, religious, educational, non-profit charities, and private organizations for membership on the board of directors.

Residence of Representatives:

Section 1. Members of the Board of Directors filling low income and Public sector positions shall be chosen from one of the following thirteen (13) counties: Alfalfa, Beaver, Blaine Cimarron, Custer, Dewey, Ellis, Harper, Kingfisher, Major, Texas, Woods, and Woodward; and must reside in the respective county.

Section 2. Members of the Private Sector have no residency requirement.

Petitioning for Representation:

Section 1. 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 twenty-five individuals, unless the Chairperson 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, the federal Head Start Act, and any other applicable laws or regulations.

Directors Tenure in Office:

Section 1. Each director will serve a three year term. Terms begin and end on the anniversary of their election (voted) to join the board. Officers are elected at annual meetings. Directors can be elected at anytime during the year.

Section 2. All members shall serve for a term of three (3) years and may be re-appointed or re-elected at the end of the term provided that any such member may not serve more than fifteen (15) consecutive years. A director only need sit out for one (1) year before they can be eligible to be re-appointed or re-elected to the board.

Section 3. The terms of office are based on the anniversary date of each director being elected to the board. Therefore, their reappointments and/or re-elections will be based on this anniversary date.

Section 4. Public sector directors will serve only while they (or their appointing officials) are in public office.

Resignation/Removal of Directors:

Section 1. In the event of the death, resignation or removal of a Director resulting in a vacancy on the Board, such vacancy shall be filled in accordance with selection procedures previously outlined in Article II of the By-Laws.

Section 2. 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 shall request that the public official either take the seat him or herself or name another representative to serve as a replacement director. If the public official fails to take the seat him or herself or 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 to appoint a representative to so serve.

Section 3. A replacement director will serve for a complete three year term beginning on the date they were elected and/or appointed.

Section 4. The board may remove any director (including public sector directors) for cause, including but not limited to: false statements on documents completed in connection with service as a director; unexcused absences from four (4) consecutive board meetings (the board will make the determination of whether to excuse an absent director); failure to comply with the CAA's code of conduct, conflict of interest policy or other policies of the corporation; or conduct the Board deems contrary to the best interests of the corporation. Moreover, board members may be removed for physical and mental incapacity as determined by competent medical authority.

Section 5. A director who has ceased to meet the qualifications for service as a director, as specified in the bylaws and by the board from time to time, and/or for the seat to which s/he was elected or appointed is deemed to have resigned as of the date s/he ceased to meet those qualifications.

Section 6. Any member may resign from the Board. Such resignation should be submitted, in writing, or by electronic transmission, to the Board of Directors, Attention Executive Director and shall become effective upon receipt.

Section 7. A board member subject to removal under section 2 above must be given adequate notice in writing or electronic transmission. Notice must be not less than ten (10) days prior to the date of the board meeting where the board will take action on the removal. The notice must contain the following information: name of the director, the fact the board is proposing to take action to remove the director from the active roles of the board of directors, and the reason(s) this action is being taken. The notice must contain a statement that the director is invited to attend the scheduled board meeting (in executive session) to discuss and present any mitigating facts and/or circumstances for the board to consider prior to taking action. The notice must be signed by the Chairperson of the Board.

Section 8. Public officials or their appointed representative shall be removed from the board when the public official ceases to hold public office.

Section 9. An individual appointed to serve as a director shall be appointed by a duly elected or appointed public official (individual) only and not the public body to which the individual serves.

#### **ARTICLE IV.**

##### Compensation of Directors:

Section 1. No Director shall receive any compensation from the Agency for services rendered as a Director. No Director shall serve the Agency in any other capacity and receive compensation from the Agency for such services. However, Directors may receive such reimbursement for expenses, if any, as may be fixed or determined by the Board.

Section 2. To the extent the corporation makes any such reimbursements or advances, it shall do so only in accordance with financial policies established from time to time by the board.

#### **ARTICLE V.**

##### Code of Conduct and Conflict of Interest:

- Section 1. Subject to the Articles of Incorporation and any applicable law, the Board of Directors shall adopt and implement a code of conduct and conflict of interest policy covering the corporation's directors, officers, and such employees and other persons as may be specified therein.
- Section 2. These documents should be separate from the bylaws; they could be combined with each other or kept separate and where appropriate, cross-referenced to relevant provisions in the other document. The conflict of interest policy should reflect conflict of interest and related requirements of the Oklahoma General Corporation Act, the Internal Revenue Code's rules for 501(c)(3)s (i.e., the "intermediate sanctions" provision in 26 U.S.C. 4958, the OK CAA Manual and the Oklahoma CSBG contract. The code of conduct will reflect the procurement code of conduct requirement of OMB Circular A-110 (see HHS regulations 45 CFR 74.42) as well as the OK CAA Manual.
- Section 3. Directors of the corporation may not:
- Section 3.a. Have a financial conflict of interest with the corporation or delegate agencies (if any);
- Section 3.b. Be an employee of the corporation;
- Section 4. A former employee may serve on the board after having left the employment of the Agency for at least a minimum of six (6) months. Former employees who were involuntarily terminated are not eligible to serve on the board at any time after their termination. A board member must have been off the board for a minimum of six months before they can be eligible to be hired as an employee of the corporation.
- Section 5. Any director that is a federal government employee is prohibited from serving in any capacity with the corporation that would require them to act as an agent of or attorney for the corporation in its dealings with any federal government department or agency.

## **ARTICLE VI.**

### Meetings of the Board:

- Section 1. The annual meeting of the Board of Directors shall be on the 4<sup>th</sup> Thursday of September each calendar year. In the event the annual meeting is not



held on the fourth Thursday of September, a regular or special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

- Section 2. Regular meetings shall be held on the 4<sup>th</sup> Thursday of each month at 5:30 p.m. Within a twelve-month period (January – December), the Board shall hold nine (9) meetings. Each of the nine (9) meetings must occur in separate months and at least six (6) of those meetings must be Board meetings with a quorum. Other meetings, without a quorum, may be executive or other committee meetings.
- Section 3. Special meetings may be called by the Chairman of the Board or upon the request of 1/3rd (one third) of the seated members of the Board. Special meetings require forty-eight (48) hours notice to the County Clerk and twenty (24) hours public posting.
- Section 4. Meetings of the Board shall be held at locations to be determined by the board. Representing 13 counties, the board may on occasion choose to meet in different locations. The location of the meetings will be posted with the Agenda and meeting notice for each meeting held.
- Section 5. The required quorum shall be a majority of the total seated membership of the Board of Directors. No business may be conducted at any meeting unless a quorum is present.
- Section 6. Except as provided in the Corporation's Articles of Incorporation, these bylaws or by law, the act of a majority of the directors at any meeting at which a quorum is present shall be an act of the Board.
- Section 7. All meetings shall be open to the general public except any and all portions of a meeting in Executive Session shall be in a closed session in accordance with the Oklahoma Open Meeting Law.
- Section 8. The parliamentary procedures of all meetings of this corporation shall be conducted in accordance with Robert's Rules of Order, Revised.
- Section 9. Each Public, Private and Low-Income Director or their approved alternate present shall be entitled to cast one vote on each matter on which s/he is entitled to vote. Proxy voting is prohibited at meetings of the Board or its committees.
- Section 10. Written minutes of all meetings, either regular or special, will be kept as the official summary of the proceedings and will comply with OK CAA

Manual. They will contain as a minimum a sign-in sheet, record of votes by director on each and every motion; and record of absences (excused or unexcused). The minutes of each meeting shall be open to public inspection, and shall reflect the manner and time of notice required by these By-Laws and the Oklahoma Open Meeting Law. The minutes of each meeting shall be distributed to each Board Member prior to the next regularly scheduled Board Meeting. Votes of each member must be publicly cast and recorded.

Section 11. No seated member of this Board of Directors will be offered compensation of any kind, whether money, goods, or services, for serving on this Board. Approved reimbursements and payment of approved expenses incurred while serving as a seated board member is authorized.

Section 12. Directors shall receive notice of and an agenda for all meetings in advance of the meeting date. Directors shall receive notice of meetings at least 48 hours in advance of the meeting date and time for all meetings. Notice to Directors shall be accomplished by electronic mail (scan and email); US mail; postings on electronic networks, and telephone notifications. A quorum list is documented as to who was contacted and a record of who will attend and who will not. Notice to the public will be provided as required by the Oklahoma Open Meetings Act. Directors may waive notice if so desired. Waiver must be in writing and approved by the board at a regular meeting.

## ARTICLE VII.

### Officers of the Board:

Section 1. The officers of the corporation shall be selected from among the directors and consist of a Chairperson, Vice-President, Secretary and Treasurer and such other officers as the Board may appoint from time to time.

Section 2. Directors may only hold one officer position or office at a time.

Section 3. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be elected at the annual meeting every other year with the option of renewal. Other officers may be appointed from time to time by the board.

Section 4. The terms of office for the Chairperson, Vice-Chairperson, Secretary and Treasurer last for two years and the terms of other officers last until the

next annual meeting unless the board specifies a shorter period in the term of such other officer's appointment. All positions have the option for renewal after the two-year term expires.

Section 5. The Chairperson shall be the presiding officer and principle representative of the Corporation and shall perform such duties as the Board of Directors may determine and assign from time to time. The Chairperson shall convene and preside at meetings of the Board. The Chairperson shall have the authority to call meetings with or without consultation with the Executive Director. The Chairperson shall appoint members to all standing and special committees of the Board, subject to the final approval of the Board of Directors.

Section 6. The Vice-Chairperson shall, during the absence of the Chairperson or upon his/her inability to act, have and exercise all of the Chairperson's powers and duties. The Vice-Chairperson shall also have such other duties as may be assigned from time to time by the Board of Directors.

Section 7. The Secretary shall record (or see to the recording of) and maintain records of all proceedings of the Board of Directors, including the attendance of directors, at meetings, in a book or books kept for that purpose (may be electronic book) which shall be kept within the State of Oklahoma at the principal office of the Corporation and which shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain the Corporation's Articles of Incorporation and by-laws (as well as any amendments thereto) and the names of all directors and the address of each. The Secretary shall have such other duties and powers as the directors shall determine. If the Secretary is absent from any meeting of the Board of Directors a temporary Secretary will be appointed by the Chairperson to exercise the duties of the Secretary at the meeting.

Section 8. All officers of this corporation shall be elected by the Board of Directors to serve for a two year term and may succeed themselves in office upon a proper act of the Board. Elections will be held biannually, at alternate annual meetings of the Board.

Section 9. Any vacancy in any office because of death, resignation, or otherwise, may be filled by the Board for the un-expired portion of the term, by a majority vote in a regularly scheduled meeting at which a quorum is present.

Section 10. The Executive Director, Deputy Executive Director (in the absence of the

ED), the Board Chairperson, Treasurer and Secretary shall be designated and authorized to sign checks of the corporation. Two signatures on all checks shall be required.

Section 11. Treasurer: The Treasurer, subject to the direction and control of the Board, shall oversee all funds and assets of the Corporation, as well as the keeping of full and accurate accounts and records of the Corporation's financial affairs. The Treasurer shall have charge of all financial papers and records of the Corporation, which shall be kept at the Corporation's principal place of business. The Treasurer shall present audited statements showing the financial condition of the Corporation once during every twelve-month period, shall report to the Board at its regular meetings on the financial condition of the Corporation, and shall ensure that financial statements for each month are available for each meeting of the Board of Directors and are kept on file at the Corporation's principle office. In addition, the Treasurer shall perform such other duties and have such other powers as the Board shall determine from time to time.

Section 12. The duties and powers of other officers shall be established from time to time by resolution of the Board of Directors.

Section 13. Officers can delegate their powers to others in certain situations. For example:

- An officer may delegate some or all of his or her duties to another individual or receive assistance from another individual 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.

Section 14. An Officer may resign at any time upon notice given to the corporation in writing or by electronic transmission. Specify that resignation is effective upon receipt unless specified to be effective at some other time/date. Acceptance of the notice of resignation is not required for it to become effective.

Section 15. The board may remove any officer for cause, including but not limited to, for example: false statements on documents completed in connection with service as an officer or director; unexcused absences from a certain number (e.g. four) of consecutive board meetings; failure to comply with the CAA's code of conduct, conflict of interest policy or other policies of the corporation. A director or officer who fails to demonstrate mental or physical capacity to perform their duties, or responsibilities in accordance

with these by-laws may also be removed by the board. To be removed for a lack of capacity, a director must have served on the board for at least one full year. At least three board members with at least one serving as an officer must sign the letter of notice which will contain specific reasons for the removal action; and notice of when the removal action will be presented for board action. Inform the board member they may defend themselves by presenting materials, documentation, and certifications as evidence to their ability to serve and/or in mitigation of their actions. To be removed, a majority of the seated board members at the time of the board action must vote in open session to remove the director. A removed board member may appeal the decision to the Chairman of the board, as long as the appeal is submitted to the Chairman in writing within ten (10) working days of the initial board action to remove the member. The Board Chair will have five working days to respond with a final and binding decision.

Section 16. Unexpected or projected vacancies within the officer's ranks of the board, e.g., Chairman, Vice-President, Treasurer, Secretary, or any other designated officer shall be filled by the board for the unexpired portion of the term of the officer the person is replacing.

#### ARTICLE VIII.

##### Committees of the Board:

Section 1. The board has the authority to appoint both standing and ad hoc (special) committees. Under the Oklahoma General Corporation Act, the chairperson can make recommendations to the Board about the creation and appointment of committee members, but the creation of committees and appointment of committee members must be approved by the Board. Any and all committees must include one or more directors. Committees may not expend funds or approve personnel or programming decisions. Committees may make recommendations on such issues, but the full board must approve them.

Section 2. Unless Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in the bylaws for the conduct of the affairs of the Board of Directors (Committee meetings are also subject to the Oklahoma Open Meeting Act).

Section 3. All committee actions must be ratified by the board (required by the OK CAA Contractor's Manual). This means that committee actions will not be final until the board votes on them. Committee actions are only

advisory in nature and cannot be implemented or acted on until approved by the full board.

- Section 4. Where possible, the composition of committees shall fairly reflect the composition of the full Board, by demographics and counties.
- Section 5. The Board Chair will name the committee chairs for all committees, standing and special.
- Section 6. Executive Committee: The elected officers of the Board of Directors with the additions of such other members of the Board as may be appointed to ensure compliance with Section 1 of this article shall serve as the Executive Committee of this Corporation.
- Section 7. Planning/By-Laws/Policies Committee: This committee shall be empowered to conduct programmatic business, coordination with the area advisory councils, staff and low income volunteers and will present same to the Board of Directors for approval. The committee will also review the Agency's By-Laws and Personnel Policies and Procedures as needed. This Committee shall be chaired by the Vice-President and consist of not less than three (3) members, incorporating the Public, Private and low income sectors.
- Section 8. Finance Committee: The Treasurer is the Chair of the Finance Committee and includes three (3) other Board members each representative of the three branches of the Tripartite Board. The Finance Committee is responsible for developing and reviewing fiscal procedures, audits, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board of Directors must approve any major change in the budget. The fiscal year shall be October 1 through September 30. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the Board members and the public.
- Section 9. Grievance Committee: The Executive Committee shall have responsibility for hearing grievance on personnel matters involving the Executive Director and appeals involving program or program/project directors. In unusual circumstances, the Chairperson of the Board has the option of appointing a special committee, subject to approval of the Board. Decisions of the Committee shall be determined by a majority vote in a meeting at which a quorum is present, and shall be binding on the entire

Board of Directors unless over-ruled by simple majority vote of the Board. This Committee shall consist of not less than three (3) members, incorporating all three membership categories.

Section 10. Human Rights Committee: This committee shall be appointed by the Chairperson of the Board. The Human Rights Committee shall review the determination of the Equal Opportunity Officer regarding complaints of discrimination and shall over-see the enforcement of the grantee's civil rights programs. This committee shall consist consist of not less than three (3) members incorporating all three membership categories.

Section 11. A simple majority of any committee shall constitute a quorum of that committee. Any act of the majority of a committee at which a quorum is present shall constitute an act of that committee.

Section 12. Any and all acts of any and all standing special committees must be ratified by an Act of the Board of Directors at the next regularly scheduled meeting of that body.

Section 13. All committees shall comply with the provisions of the Oklahoma Open Meeting Act.

#### ARTICLE IX.

##### Powers of the Board:

Section 1. Powers, Responsibilities and Role of the Board:  
The Oklahoma Department of Commerce (ODOC) and Department of Health and Human Services have determined that certain powers and responsibilities shall be vested in the Boards of subcontractors. Such Boards may assume additional responsibilities for administration and/or operations of subcontracting agencies at their own discretion. The governing officials should clearly define the relationships between themselves and the administering Board. The powers and/or responsibilities and role of Boards shall include but not be limited to:

- a. Recruiting, appointing, evaluating and removing the Executive Director.
- b. Determining the rules of procedure for the Board of Directors.
- c. Electing the officers and appointing committees of the Board.

- d. Determining the policies and procedures under which the Board and Agency shall operate.
- e. Evaluating the Executive Director annually.
- f. Determining within regulation and policies, the major fiscal personnel, program policies, overall program plans, priorities and use of discretionary programs.
- g. Reviewing and approving programs and expenditures every month.
- h. Considering and approving all program plans and proposal budgets and expenditures.
- i. Enforcing compliance with all conditions of grants.
- j. Determining overall program plans and priorities.
- k. Determining the use of all discretionary money.
- l. Insure compliance with the Oklahoma Open Meeting Act, O.S. 25 Section 301, et. Seq. Title 25, Section 301-314, and other contract provisions.
- m. Establish client appeals/complaint procedures to insure all complaints receive appropriate consideration. Any complaint not resolved at the Board level will be referred to the appropriate funding source.
- n. The board fully participates in the development, planning, implementation, and evaluation of the CAA's programs to service low-income communities.

Section 2. Role of the Board of Directors:

The role of the Board of Directors shall include:

- a. Being a catalyst for positive change for the community.
- b. Bringing problems and needs of the community to the Board for discussion.



- c. Looking at options for solving some of the problems or fulfilling the needs of the community.
- d. Examining issues that affect the quality of life in the community.
- e. Raising money.
- f. serving as an advocate for clients and being a catalyst for institutional change in institutions that serve them.
- g. Serving as a link between the Board of Directors and the people or groups represented.
- h. Recruiting volunteers and space for programs and activities.
- i. Mobilizing resources from the entire community.
- j. Serving as a good public relations advocate for the programs, projects and activities of the agency.

#### ARTICLE X.

##### Executive Director and Other Agents

- Section 1. The Board of Directors shall appoint and employ an executive director who, subject to the Board's direction and control, shall manage the day to day affairs of the Corporation, implement goals and policies established by the Board, and advise the Board and its committees concerning the affairs and activities of the Corporation. The Executive Director shall be empowered to hire, supervise, and terminate the Corporation's other employees in accordance with personnel policies 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 Board shall evaluate the Executive Director and set his/her compensation on an annual basis. The Board may remove the Executive Director at any time with or without cause. Removal without cause shall be without prejudice to the Executive Director's contract rights, if any and the appointment of the Executive Director shall not itself create contract rights.
- Section 2. The Board of Directors may appoint other agents who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove such any agent at any time with or without cause.

Remove without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

## ARTICLE XI

### Financial Administration:

Section 1. Except as the Board of Directors may generally or in particular cases authorize, all documents relating to any trust or gift, and all deeds, leases, contracts, notes, transfers, or assignments or securities, or otherwise, and other obligations of the Corporation, shall be signed by the Chairperson, or Executive Director of the Corporation, and checks drawn on any account of the Corporation shall be signed by either the Chairperson, the Treasurer or the Executive Director of the Corporation, and checks drawn on any account of the Corporation shall be signed by either the Chairperson, the Treasurer, Secretary or the Executive Director or the Deputy ED (each an Authorized Check Signatory) and, if in excess of any amount determined by the Board from time to time, countersigned by another Authorized Check Signatory. Unless 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.

## ARTICLE XII

### Amendment of By-Laws:

Section 1. These By-Laws may be changed in part or in their entirety by a majority vote of directors in attendance, at a duly called meeting provided notice of proposed change or changes (specific wording of changes) shall have been sent to each member of the Board of Directors not less than five (5) days prior to the meeting.

