

# Hill Country Community Action Association, Inc.

## Board of Directors Questionnaire

Name: \_\_\_\_\_

Home Address: \_\_\_\_\_

Phone: Home: \_\_\_\_\_ Work: \_\_\_\_\_ Cell: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date of Birth: \_\_\_\_\_

Employer: \_\_\_\_\_

Occupation/Position: \_\_\_\_\_

Name of Public Official or Organization You Represent (If applicable): \_\_\_\_\_

Other Boards on Which You Now Serve or Have Served on in the Past Five Years and Positions Held

(indicate years of service): \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Volunteer Activities: \_\_\_\_\_

\_\_\_\_\_

Do You Have a Background or Expertise in:[Starred questions are required for Head Start grantees]

- Fiscal Management or Accounting\*: \_\_\_\_\_
- Early Childhood Education and Development\*: \_\_\_\_\_
- Education (other than Early Childhood)\*: \_\_\_\_\_
- Business Administration\*: \_\_\_\_\_
- Community Affairs\*: \_\_\_\_\_
- Elder Services \_\_\_\_\_
- Health Services \_\_\_\_\_
- Housing \_\_\_\_\_
- Fundraising \_\_\_\_\_
- Other: \_\_\_\_\_

If Yes, please describe background and/or expertise: \_\_\_\_\_

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Are you a licensed attorney\*? \_\_\_\_\_ Please describe areas of the law in which you practice or with which you are familiar, including issues that may come before the Board.

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Are you a current or former Head Start parent\*? \_\_\_\_\_

Why are you interested in serving on the Board?

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Do you, any family members, or any entities with which you are associated, as an owner, partner, employee, officer, board member, or otherwise, do business with HCCAA? If yes, please describe below:

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\_\_\_\_\_  
Name (Please Print)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

# Open Meetings Act & Open Government Training

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## **Mandatory Training:**

The following link is to the home page of the Texas Attorney General's Office where you can access the "Open Meetings Act" training video and the "Public Information Act" training video. Click on the **OPEN GOVERNMENT** tab to access **OPEN GOVERNMENT TRAINING** tab.

Each video is about an hour long. Upon completion, print a certificate for each one. Please mail both certificates to: HCCAA, P.O. Box 846, San Saba, TX 76877

- [https://www.texasattorneygeneral.gov/open/og\\_training.shtml](https://www.texasattorneygeneral.gov/open/og_training.shtml)

**HILL COUNTRY COMMUNITY ACTION ASSOCIATION, INC.**  
**Board of Directors**  
**Conflict of Interest Policy**

Hill Country Community Action Association, Inc. ("HCCAA") is committed to maintaining the highest level of integrity and the highest standards of ethical conduct in all of its dealings and activities. It is important for Board members to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the organization and that the appearance of conflict can be troublesome even though there is in fact no legal conflict of interest.

Conflicts occur because the many persons associated with HCCAA should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations, a person will sometimes owe identical duties of loyalty to two or more organizations. Conflicts are undesirable because they potentially place the interests of others ahead of the Agency's obligations to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long range best interests of the Agency do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

The purpose of this Policy is to provide guidance to Board members so that the Agency can maintain the highest level of integrity and the highest standards of ethical conduct. Each member is urged to review this policy carefully and make every effort to adhere to it.

**I. Conflicts of Interest**

Because Board members may be involved with other organizations that may have business dealings or affiliations with HCCAA, the following general principles have been established:

- 1 Each member of the Board of Directors has a duty of loyalty to HCCAA. The duty of loyalty generally requires a Director to prefer the interests of HCCAA over the Director's interest or the interests of others. In addition, Directors of HCCAA shall avoid acts of self-dealing which may adversely affect the tax exempt status of HCCAA or cause there to arise any sanction or penalty by a governmental authority.
- 2 In the event any Board member or a member of his or her immediate family has a personal or business interest in, or is involved in any way with, an organization with which the Board is considering a grant request or business contract, such interest or involvement shall be disclosed to the Board. In such event, the interested member shall neither vote nor participate in the discussion of the matter. The interested member shall be excused from the actual discussion and presence at that portion of the meeting when the matter giving rise to the apparent conflict is discussed. However, any member who is excluded from voting or presence pursuant to this policy may answer pertinent questions of other members and be present when the interested member's knowledge regarding the matter will assist the Board.
- 3 The minutes of the meeting shall indicate that the interested member disclosed the interest or involvement in the matter being considered by the board, recused himself/herself from

the discussion, and abstained from voting on the matter.

**II. Use of HCCAA's Services, Property or Facilities for Personal Purposes**

No Board member shall make use of HCCAA's services, property or facilities for any purpose that is not related to HCCAA's purposes.

**III. Political Activities**

No Board member in the name of HCCAA or under the color of the official capacity or authority of HCCAA shall:

- 1 Participate or become actively involved in any political campaign or in any other type of political activity, or
- 2 Provide financial support for, or make contributions to or for the benefit of any political candidate, political party, or political action committee or provide financial support for or make contributions in support of any other political objective.

Notwithstanding the foregoing, HCCAA recognizes that each of its Board members has the right as a citizen to become involved in his or her individual capacity in the political process in Texas and on a national and local basis. Any such participation or involvement by any person in a political campaign or other type of political activity or any contribution to or any other financial support of a political candidate or any other type of political contribution or support shall only be carried on or provided in an individual capacity.

**IV. Compliance with Conflict of Interest Policy**

Each Board member shall receive a copy of the Conflict of Interest Policy. Each such person shall be required to complete the Disclosure Statement and shall also certify that he or she has read the Policy and agrees to comply with all requirements set forth herein.

**V. Date in Effect**

The foregoing Conflict of Interest Policy was adopted by a majority of members present at the Board of Directors meeting held on February 6, 2018.

Signed this 6<sup>th</sup> day of February, 2018

John Fisher, President

HILL COUNTRY COMMUNITY ACTION ASSOCIATION, INC.

BOARD OF DIRECTORS

**Conflict of Interest Disclosure Statement**

I, the undersigned, hereby state that I have read the Conflict of Interest Policy and agree to comply with all provisions during the period of my tenure on the Board of Directors.

If I become aware of an actual or potential conflict of interest, I will notify and disclose the circumstances to the Chief Executive Officer.

\_\_\_\_\_

Name

\_\_\_\_\_

Signature

\_\_\_\_\_

Date

**Disclosure Statement**

List and describe any substantial business interests or representation interest that you or your immediate family members may have with the Hill Country Community Action or its contractors.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## Hill Country Community Action Association, Inc.

### Whistleblower/Complaint Resolution Policy

In keeping with the policy of maintaining the highest standards of conduct and ethics Hill Country Community Action Association, Inc. (HCCAA) will investigate complaints of suspected fraudulent or dishonest use or misuse of its resources or property by staff, board members, consultants, volunteers, or clients. To maintain the highest standards of service, CAA will also investigate complaints concerning its programs and services.

Staff, board members, consultants, volunteers, clients, and community members are encouraged to report suspected fraudulent or dishonest conduct or problems with services provided, pursuant to the procedures set forth below. This policy supplements, and does not replace, any procedures required by law, regulation, or funding source requirements.

Reporting. A person's concerns about possible fraudulent or dishonest use or misuse of resources or property, or program operation, should be reported: to the Director of Human Resources (if an employee or volunteer); to the President of the Board of Directors (if a board member); to the CEO (if a client or community member). If, for any reason, a person finds it difficult to report his or her concerns to such person, s/he may report the concerns directly to the CEO and/or the President of the Board of Directors. Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to one of the individuals listed above.

Investigation. All relevant matters, including suspected but unproved matters, will be promptly reviewed and analyzed, with documentation of the receipt, retention, investigation, and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings may be communicated to the reporting person and his or her supervisor, if appropriate. Investigations may be conducted by independent persons such as auditors and/or attorneys. Investigators will endeavor to maintain appropriate confidentiality, but confidentiality is not guaranteed.

No Retaliation. No director, officer, employee, volunteer, or client who in good faith reports suspected fraudulent or dishonest use or misuse of resources or property or complaints concerning services and programs shall suffer harassment, retaliation, or adverse employment or other consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower/Complaint Resolution Policy is intended to encourage and enable employees and others to raise serious concerns within the organization prior to seeking resolution outside the organization. The Policy is in addition to any non-retaliation requirements contained in the HCCAA Personnel Policies or required by law.

This protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors. Individuals making complaints must be cautious to avoid baseless allegations; employees who intentionally make false allegations are subject to disciplinary action in accordance with the CAA Personnel Policies.

**Hill Country Community Action Association, Inc.  
Whistleblower/Complaint Resolution Policy**

**Statement of Understanding and Acknowledgement of Receipt**

I, the undersigned, have received a copy of the Whistleblower/Complaint Resolution Policy.

I have received and understood my rights and responsibilities under this policy.

I have received explanation of and training on the procedures for submitting a concern.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date



Hill Country Community Action Association, Inc.  
Head Start/Early Head Start  
Standards of Conduct

All Head Start employees, consultants and volunteers will receive orientation and a copy of Head Start's policy for Standards of Conduct. Each Head Start employee, consultant and volunteer will:

Respect and promote the unique identity of each child and family and refrain from stereotyping on the basis of gender, race, ethnicity, culture, religion, or disability;

Follow program confidentiality policies concerning information about children, families, and other staff members;

Ensure that no child will be left alone or unsupervised while under their care;

Use positive methods of child guidance and not engage in corporal punishment, emotional or physical abuse, or humiliation. In addition, not employ methods of discipline that involve isolation, the use of food as punishment or reward, or the denial of basic needs;

Not intentionally violate Federal and program eligibility determination regulations and enroll pregnant women and children that are not eligible to receive Early Head Start services.

Employees engaged in the award and administration of contracts or other financial awards will not solicit or accept personal gratuities, favors, or anything of significant monetary value from contractors or potential contractors.

I, the undersigned, have read and understand the above Standards of Conduct. I agree to abide by these conditions while employed, contracted or volunteering for HCCAA Head Start/EHS. I understand that if I violate this standard or fail to report another employee, consultant or volunteer violating this standard, it may be grounds for possible disciplinary action and/or termination.

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Signature

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Date

Employee-Original kept on file at Central Office, Personnel File  
Consultant-Original kept in Contract File at Central Office  
Volunteer-Original kept on file at Center

**GOVERNING BODY MEMBER**  
(CACFP Declaration Form)

Name of Organization: Hill Country Community Action Association, Inc.

Full Legal Name of Board Member: \_\_\_\_\_

Home Mailing Address: \_\_\_\_\_

Home Street Address: \_\_\_\_\_  
(If different from mailing address)

Telephone: \_\_\_\_\_

Date of Birth: \_\_\_\_\_

Relationship with any other member or employee of the organization; and compensation, if any, that you receive for services provided to the organization:

\_\_\_\_\_  
\_\_\_\_\_

Written Declaration:

As a member of the governing body of this organization, I am aware of the organization's responsibilities and liabilities associated with participation in the CACFP.

Signature of Board Member: \_\_\_\_\_

Date of Signature: \_\_\_\_\_



## COMMUNITY ACTION CODE OF ETHICS

*We, as Community Action Professionals, dedicate ourselves to eliminating poverty in the midst of plenty in this nation by opening to everyone the opportunity for education and training; the opportunity for work; and the opportunity to live in decency and dignity; and with respect for cultural diversity, commit ourselves to:*

- ☞ Recognize that the chief function of the Community Action movement at all times is to serve the best interests of the poor, thereby serving the best interests of all people.
- ☞ Accept as a personal duty the responsibility to keep up to date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
- ☞ Respect the structure and responsibilities of the board of directors, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the board of directors.
- ☞ Keep the community informed about issues affecting the poor; facilitate communication by the poor with locally elected public officials and the private sector.
- ☞ Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
- ☞ Exercise whatever discretionary authority we have under the law to promote the interests of the poor.
- ☞ Lead the Community Action movement with respect, concern, courtesy, and responsiveness, recognizing that service to the poor is beyond service to oneself.
- ☞ Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our Community Action activities in order to inspire confidence and trust in the Community Action movement.
- ☞ Serve in such a way that we do not realize undue personal gain from the performance of our professional duties.
- ☞ Avoid any interest or activity that is in conflict with the conduct of official duties.
- ☞ Respect and protect privileged information to which we have access in the course of official duties.
- ☞ Strive for professional excellence and encourage the professional development of our associates, including those seeking to become certified Community Action professionals.

# CSBG Training Resources

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- [CAPLAW Introduction to CSBG Training Module](#)
- [CSBG Performance Targeting Webinar 09/07/2011 Video \(55:39\)](#)
  - [CSBG Performance Targeting Webinar Presentation \(PDF\)](#)
  - [Targeting Case Study \(PDF\)](#)
- [TDHCA Recommended Practice on Fraud, Waste, and Abuse \(PDF\)](#)

# Hill Country Community Action Association, Inc.

## Board Committee Responsibilities

Effective January 1, 2018

### Executive Committee:

- Time Sheets and Travel Vouchers of the Chief Executive Officer
- 125 Cafeteria Plan
- 401(k) Agency Contribution
- 401(k) Retirement Plan Resolutions
- Other Resolutions and Agreements
- Engagement of accounting firm to conduct annual audit
- Authorization for the CEO to enter into contracts
- Performance Evaluation and salary review of the CEO
- Cost of Living Raises
- Holiday Schedule
- Conflict of Interest and other Policies
- Accounting Policies and Procedures
- Policy on Board Governance and Responsibility (Head Start/EHS)
- Standing rules, policies and procedures of operation
- Personnel Policies and Procedures
- Review any and all personnel proceedings as outlined in Policies
- By-Laws
- Policy on Board Governance and Responsibility (Head Start/EHS)
- Policy Council By-Law Revisions (Head Start)
- Approve Hiring and Firing of Head Start Director (Head Start/EHS)
- Approve Child Care Services Vendor Payment Project and Budget
- Sale or purchase of real property
- Interview applicants for position of CEO and make recommendations to the Board
- Serve as Equal Opportunity Committee; oversee HCCAA's Civil Rights Program

### Finance & Audit Committee:

- Oversee Financial Operation & Internal Controls
- Banking institutions and investments
- Financial Statements
- Bank Reconciliation
- Credit Card Reports
- Cost Allocation Plan
- Review Audit & Form 990
- Review Federal Financial Reports (Head Start/EHS and RSVP)

### Head Start, Senior Services, Health and Community Services:

- Monitoring reports and evaluations conducted by funding agencies and corrective actions taken
- Project approval for new and continuing programs
- Budgets for refunding and **new** funding and budget amendments
- Program planning and expansion
- Community assessments
- Financial Reports
- Annual Report for Head Start Program
- Child Outcomes Report/National Reporting System (Head Start)
- Head Start Plan, Policies, and Procedures as outlined in the Head Start Standards (Head Start/EHS)

### Nominating Committee: (Ad Hoc Committee)

- Prepare a slate of nominees for election of officers to the Board

### Full Board:

- Single Audit presentation prepared by independent audit firm
- Program expansion outside of service area
- The selection of Board members for subsidiary corporations

**CORPORATE BY-LAWS**  
**HILL COUNTRY COMMUNITY ACTION ASSOCIATION, INC.**

**Preamble and Statutory Authority**

This Corporation was created as a result of the Economic Opportunity Act of 1964, as amended by the Community Services Act of 1974 and the Community Service Block Grant Program of 1981. Being a designated Community Action Agency under the provisions of Section 210 of the Economic Opportunity Act of 1964, this Corporation was designated as an eligible entity in 1981 {Section 673(1) of the Community Services Block Grant Act (August 13, 1981)} and shall implement and carry out the provisions and the spirit of the Community Services Block Grant (CSBG) Act, as amended. This Corporation shall be a private, non-profit organization incorporated under the laws of the State of Texas and recognized by the U.S. Department of Health and Human Services (USDHHS) and the Texas Department of Housing and Community Affairs as the proper body to carry out the purposes and functions set out in these by-laws. The counties designated to be served by the Corporation shall be Bell, Coryell, Hamilton, Lampasas, Llano, Mason, Milam, Mills, and San Saba (hereinafter individually a "Designated County" and collectively the "Designated Counties").

**ARTICLE I**

**Corporate Identity and Principal Office**

The name of the corporation shall be Hill Country Community Action Association, Incorporated ("the Corporation"), with its principal place of business and registered office being 2905 West Wallace Street, San Saba, Texas 76877.

The Corporation shall have and continuously maintain in the State of Texas a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act, Chapter 22, Texas Business Organizations Code, as amended from time to time.

**ARTICLE II**

**Purpose**

The intent and purpose of the Corporation shall be "To provide accessible, quality, and cost effective services, opportunities and resources, as well as affordable housing, in an effort to promote the reduction of poverty, the revitalization of low-income communities, and the empowerment of low-income families and individuals to maintain personal independence and become fully self-sufficient, particularly families who are attempting to transition out of poverty."

**ARTICLE III**

**Section 501(c)(3) Requirements**

No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any director, officer, or employee of the Corporation or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes described in section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be distributed to one or more organizations exempt from taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

#### **ARTICLE IV**

##### **Authority and Responsibility of the Board and Members**

The Corporation's Board of Directors (the "Board") shall supervise, control and direct the business and affairs of the Corporation. All directors shall fully participate in the development, planning, implementation and evaluation of the programs offered by the Corporation in its service of low income individuals and families.

The Corporation shall have no members.

#### **ARTICLE V**

##### **Board of Directors**

**Section 1: Number of Directors.** The Board shall consist of at least fifteen (15) but not more than thirty-six (36) members. The number of directors shall be set from time to time by resolution of the Board, provided, that each designated County shall be entitled to at least one representative on the Board, the tripartite Board structure is adhered to and that no decrease shall have the effect of shortening the term of any incumbent director. The Chief Executive Officer shall serve as ex officio non-voting member of the Board.

##### **Section 2: Tripartite Board Structure.**

One-third of the directors shall be elected public officials appointed from the Designated Counties to be served by the Corporation and holding office on the date of selection or their representatives, except that if the number of such elected officials reasonably available and willing to serve on the Board is less than one-third of the membership of the Board, appointive public officials or their representatives may be counted in meeting such one-third requirement (Public Sector Directors);

At least one-third of the directors shall be persons chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the communities served (Low-Income Sector Directors); and

The remainder of the directors shall be private sector representatives selected by the Board representing officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served (Private Sector Directors).

### **Section 3: Head Start Grantee Composition Requirements for the Board.**

At least one director shall have a background and expertise in fiscal management or accounting. At least one director shall have a background and expertise in early childhood education and development. At least one director shall be a licensed attorney familiar with issues that come before the Board. However, if a person described in any one of the three preceding sentences is not available to serve as a director, the Board shall use a consultant, or another individual with relevant expertise, with the required qualifications, who shall work directly with the Board.

Other directors shall: (1) reflect the community to be served and include parents of children who are currently, or were formerly, enrolled in Head Start programs; and (2) be selected for their expertise in education, business administration, or community affairs.

### **Section 4: Selection of Directors.**

Public Sector Directors. The Board of directors shall allow governing officials of the counties designated to be served by the Corporation to select and/or recommend an elected or appointed official to serve on the Board. If the number of elected officials reasonably available and willing to serve on the Board is less than one-third of the Board, appointed public officials may be selected to serve. If a public official selected cannot serve him- or herself, s/he may designate a representative, subject to approval of the Board, to serve as a Public Sector Director; the representative may, but need not be, a public official. Should a public official fail, within the period specified by the Board, to accept the seat him- or herself or to designate a representative to serve, the Board shall select another public official to fill the seat or to appoint a representative, subject to approval of the Board, to fill the seat.

Low-Income Sector Directors. Low-income representatives need not themselves be poor, but they must be selected in a manner that ensures that they truly represent low-income individuals. The procedure used to select the low-income representatives must be documented to demonstrate that a democratic selection process was used. Among the selection processes that may be utilized, either alone or in combination, is: (1) Selection of representatives by existing organizations whose membership is predominately composed of low-income persons or persons who advocate/represent low-income persons; (2) Through a generally recognized democratic process such as election to a position of responsibility in another significant service or Community organization such as a school PTA, a faith-based organization leadership group; or an advisory Board/governing council to another low-income service provider; and/or (3) designation by organizations in the Corporation's service area composed of a majority of low-income people (Low-Income Organizations).

Private Sector Directors. The Board shall select individuals who are officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served to serve as Private Sector Directors.

**Section 5. Alternate Directors.** An alternate for the public official may be designated by the public official to serve whenever the public official is unable to attend a meeting.



Alternates for representatives of the low-income and private sector will be selected in the same manner as the directors for these sector positions. If there is no one reasonably available or willing to serve as an alternate, this position will remain vacant until such time as an alternate representative is selected. Alternate directors may vote only in the absence of the director they represent. Alternates may not hold an officer position on the Board.

**Section 6. Petitions for Board Representation.** A low-income individual, community organization, or religious organization, or representative of low-income individuals that considers its organization, or low-income individuals, to be inadequately represented on the Board may submit a petition for representation to the Board. The petition must be signed by at least 20 individuals, unless the President determines that it is appropriate to waive this requirement in a particular case. A written statement of the Board's action on the petition shall be provided to the petitioning individual or group (and, if required by law, regulation or government funding source policy, a copy of the statement shall be sent to the appropriate government funding source(s)). 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.

## **ARTICLE VI**

### **Terms of Office**

Each director shall serve for a three-year term, or until he or she sooner dies, resigns, is removed, or becomes disqualified. Directors may serve consecutive terms without limit.

A public official shall serve as a Public Sector Director only while s/he continues to hold public office. A representative of a public official shall serve as a Public Sector Director only while the public official who designated him/her continues to hold public office.

## **ARTICLE VII**

### **Removal of Directors**

A director may be removed from office with or without cause by majority vote of directors. A director may be removed for cause only after reasonable notice and an opportunity to be heard before the Board .

### **Grounds for Removal:**

***Incapacity.*** The Board may remove a director, if in the opinion of the Board, the director is incapacitated or otherwise unable to carry out the duties of his/her office.

***Cause.*** The Board may remove a director for cause for one or more of the following reasons: conduct the Board deems contrary to the best interests of the Corporation; violations of the Corporation's articles of incorporation, bylaws, conflict of interest policy, Board resolutions or other policies; absence from three (3) or more consecutive Board meetings; repeated disruptions of Board and/or committee meetings; or false statements on documents completed in connection with service as a director or officer of the Corporation.

## **ARTICLE VIII**

### **Resignation of Directors**

A director may resign by delivering his or her written resignation to the President, to a meeting of the directors or to the Corporation at its principal office. The resignation shall be effective at the next regularly scheduled Board meeting following receipt of the resignation. A director who has ceased to meet the qualifications for service as a director, as specified in these bylaws and by the Board from time to time, and/or for the Board seat to which s/he was elected, is deemed to have resigned as of the date s/he ceased to meet those qualifications.

## **ARTICLE IX**

### **Vacancies**

The Board shall take steps to ensure that vacant seats are filled in a timely manner. 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, subject to Board approval, 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, subject to approval by the Board, 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, subject to Board approval, to so serve. Vacancies in the low-income sector shall be filled using the same democratic process originally used to fill the seat. The Board shall fill vacancies in the Private Sector. Each successor shall hold office for the unexpired term of his/her predecessor until the successor sooner dies, resigns, is removed or becomes disqualified.

## **ARTICLE X**

### **Conflict of Interest**

Subject to the articles of the Corporation, bylaws and any applicable law, the Board shall adopt and implement a conflict of interest policy covering the Corporation's directors, officers and such employees and other persons as may be specified in the policy.

Directors of the Corporation may not: have a financial conflict of interest with the Corporation or its delegate agencies; be employees of the Corporation; or be immediate family members of any employees of the Corporation or its delegate agencies. For this purpose, the term "immediate family member" means: a spouse, parents and grandparents, children and grandchildren, brothers and sisters, mother-in-law and father-in-law, brothers-in-law and sisters-in-law, daughters-in-law and sons-in-law, and adopted and step family members.

## **ARTICLE XI**

### **Compensation of Directors**

Directors may not receive compensation for serving on the Board or for providing services to the Corporation. However, directors may receive reimbursement from the Corporation for reasonable and documented expenses incurred in the course of

performing services as directors or officers. To the extent the Corporation makes any such reimbursements, it shall do so only in accordance with financial policies established from time to time by the Board.

## **ARTICLE XII**

### **Meetings**

**Section 1. Notice of Meetings.** Board meetings shall be conducted pursuant to the requirements of the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended from time to time. Notice to the general public of a meeting of the Board shall be posted at least 72 hours prior to the time of the meeting. Written notices of each meeting stating the agenda, the place, date and time shall be sent to each member of the Board no less than five (5) calendar days in advance of the meeting.

**Section 2. Regular Meetings.** Regular meetings of the Board shall be held five times per year holding at least one meeting per quarter on such dates and at such times and places as the Board may determine.

**Section 3. Special Meetings.** Special meetings of the Board may be called by the President.

**Section 4. Closed or Executive Sessions.** All meetings of the Board shall be open to the general public, except the Board may deliberate certain agenda items that are excepted from the requirement of open meetings under the Texas Open Meetings Act in closed or executive session. Items discussed or reviewed in closed session shall be confidential, as provided by the Texas Open Meetings Act, and shall be treated as confidential by all Board members and staff. Whenever any deliberation or any portion of a meeting is closed to the public, no final action, decision, or vote with regard to that matter shall be made except in a meeting open to the public.

**Section 5. Quorum.** A quorum of the director's shall be a majority of the voting directors in office.

**Section 6. Minutes.** The Board shall keep written minutes of each open meeting that include a record of the members present by category, items presented to the Board for action, and the votes on all motions. Minutes of the previous meeting shall be distributed to Board members before the next meeting. The minutes shall be made available to the public upon request in accordance with the Texas Public Information Act, Chapter 552, Texas Government Code, as amended from time to time.

## **ARTICLE XIII**

### **Voting and Action by the Board**

Unless a greater number is required by 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. Each director with voting rights shall have one vote (provided that s/he is not prohibited from voting on a particular matter due to a conflict of interest). Votes by proxy are prohibited.

**ARTICLE XIV**  
**Parliamentary Procedure**

Where necessary and in matters not covered by these bylaws, *Robert's Rules of Order, Newly Revised* shall serve as a guide to proper procedure at meetings of the Board.

**ARTICLE XV**  
**Officers of the Board**

**Section 1. Officers.** The officers of the Corporation shall consist of the president, vice-president, secretary and treasurer (the "Primary Officers") and such other officers, if any, as the Board of directors may determine from time to time. All officers must be directors. No director shall hold more than one office at the same time.

**Section 2. Duties of Officers.** The duties and powers of the officers shall be as follows or as shall be set hereafter by resolution or policy of the Board:

1. **President.** The President shall: (1) be the chief volunteer officer of the Corporation, subject to the direction and control of the Board; (2) preside at meetings of the Board; and (3) perform such other duties and have such other powers as the Board may determine from time to time.

2. **Vice-President.** In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall also perform such other duties and have such other powers as the Board may determine from time to time.

3. **Secretary.** The Secretary shall record (or see to the recording of) and maintain records of all proceedings of the Board, including the attendance of directors at meetings, in a book or books kept for that purpose, which shall be kept 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 bylaws (as well as any amendments thereto) and the names of all directors and the address of each. The Secretary shall perform such other duties and have such other powers as the Board shall determine from time to time. If the Secretary is absent from any meeting of the Board, the assistant secretary, if one be appointed, or, if there is no assistant secretary, a temporary secretary chosen at the meeting, shall exercise the duties of the Secretary at the meeting.

4. **Treasurer.** The Treasurer shall: (1) oversee the Corporation's financial management practices, subject to the direction and control of the Board; (2) ensure that the directors understand the financial situation of the Corporation (including ensuring that financial statements for each month are available for each meeting of the Board and are kept on file at the Corporation's principal office); and (3) perform such other duties and have such other powers as the Board may determine from time to time.

5. **Other Officers.** The duties and powers of other officers shall be established from time to time by resolution of the Board.

**Section 3. Delegation of Duties.** An officer may delegate the 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 work of the other individual and the records and documents prepared and distributed by that individual.

**Section 4. Election.** The Primary Officers shall be elected by the Board at the final meeting held each year. In the event that any or all of the Primary Officers are not elected at this meeting, they may be elected at a subsequent Board meeting. Other officers may be elected from time to time by the Board. A Nominating Committee appointed by the President shall present a slate of officers to the Board, at which time floor nominations will be accepted.

**Section 5. Term of Office.** Each Primary Officer shall hold office for a two (2) year term or until his or her successor is elected and qualified or until s/he sooner dies, resigns, is removed or becomes disqualified. Primary Officers may serve consecutive terms without limit. Each other officer shall hold office until the next election unless a shorter period shall have been specified by the terms of his or her election or appointment, or until s/he sooner dies, resigns, is removed or becomes disqualified.

**Section 6. Removal of Officers.** The Board shall provide all directors, including the officer proposed to be removed, with prior notice of the meeting at which the removal is to be considered. The notice must specify that a purpose of the meeting is to consider removal of the officer. The officer proposed to be removed shall be entitled to an opportunity to be heard by the Board at that meeting. A majority vote of directors is required to remove the officer.

### **Grounds for Removal.**

(a) ***Incapacity.*** The Board may remove an officer, if in the opinion of the Board, the officer is incapacitated or otherwise unable to carry out the duties of his/her office.

(b) ***Cause.*** The Board of directors may remove an officer for cause for one or more of the following reasons: conduct the Board deems contrary to the best interests of the Corporation; violations of the Corporation's articles of incorporation, bylaws, conflict of interest policy, Board resolutions or other policies; absence from three (3) or more consecutive Board meetings; repeated disruptions of Board and/or committee meetings; or false statements on documents completed in connection with service as a director or officer of the Corporation.

**Section 7. Resignation of Officers.** An officer may resign by delivering his or her written resignation to the president, to a meeting of the directors or to the Corporation at its principal office. Such resignation shall be effective at the next regularly scheduled Board meeting following receipt of the resignation.

**Section 8. Vacancies.** The Board shall fill promptly vacancies in the Primary Officer positions, and may fill vacancies in other officer positions, either at a regular meeting or at a special meeting called for that purpose. Each successor shall hold office for the unexpired term of his/her predecessor or until the successor sooner dies, resigns, is removed or becomes disqualified

**ARTICLE XVI**  
**Chief Executive Officer**

The Board shall appoint and employ a Chief Executive Officer 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 report on and advise the Board and its committees concerning the affairs and activities of the Corporation. The Chief Executive Officer 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 Chief Executive Officer shall perform such other duties and have such other powers as the Board may determine from time to time. The Board shall evaluate the Chief Executive Officer and set his/her compensation on an annual basis. The Chief Executive Officer may (and where required by the Board or one of its committees, shall) attend meetings of the Board and its committees unless excluded by a majority vote of the Board or committee at a meeting at which a quorum is present or by a policy established by the Board. The Board may remove the Chief Executive Officer at any time with or without cause. Removal without cause shall be without prejudice to the Chief Executive Officer's contract rights, if any, and the appointment of the Chief Executive Officer shall not give rise to an implied employment contract between the Corporation and the Chief Executive Officer without a separate written employment agreement.

**ARTICLE XVII**  
**Agents**

The Board may appoint agents who shall have such authority and shall perform such duties as may be prescribed by the Board. The Board may remove any such agent at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not give rise to an implied employment contract between the Corporation and the agent without a separate written employment agreement.

**ARTICLE XVIII**  
**Committees of the Board**

**Section 1. Committees Generally.** The Board may establish one or more committees (standing and/or ad hoc) and may delegate to any such committee or committees any or all of its powers. Any committee to which the powers of the directors are delegated shall consist solely of directors and shall, to the extent possible, reflect the tripartite composition of the full Board. Committee members shall be appointed by the president and shall serve at the pleasure of the Board. The Board President shall appoint committee chairs.

Each committee shall make a report of its actions and proceedings to the Board. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as the Board as is provided in these bylaws.

**Section 2. Executive Committee.** The executive committee shall be composed of the President who will serve as chair, vice-president, secretary, treasurer, immediate past president and other members as appointed by the president assuring at least one representative from each of the counties not otherwise represented.

This committee shall have all the powers and authority of the Board of directors in the intervals between meetings of the Board and is subject to the direction and control of the full Board. The executive committee shall make a report of its actions and proceedings to the Board at the next meeting of the Board held after such actions or proceedings.

**Section 3. Finance and Audit Committee.** The finance and audit committee shall: (1) oversee the preparation of the annual budget and the financial statements of the Corporation (2) oversee the administration, collection, and disbursement of the financial resources of the organization; (3) advise the Board with respect to significant financial decisions; (4) assist the Board of directors in fulfilling its oversight responsibilities by monitoring: (a) the overall systems of internal control and risk mitigation; (b) compliance by the Corporation with legal and regulatory requirements and ethical standards; and (c) the independence and performance of the Corporation's independent auditors. In addition, the finance and audit committee shall have such other powers and perform such other duties as the Board may specify from time to time.

**Section 4. Program Planning and Evaluation Committees for Head Start and Senior and Community Services.** Subject to the direction and control of the full Board, the program planning and evaluation committees shall: (1) oversee implementation of the Corporation's and programs' community needs assessment and strategic planning processes approved by the Board and conduct periodic reviews to determine to what degree the Corporation is addressing the needs and goals identified through these processes; (2) track the progress of the Corporation's programs in meeting identified goals and objectives; (3) oversee the Corporation's processes for outcome reporting for its programs; (4) review monitoring reports, evaluations, and other feedback on the Corporation's programs provided by funding sources and other interested parties; (5) work with the Corporation's staff and full Board to ensure that monitoring findings are addressed in a timely way; (6) oversee the regular evaluation of the Corporation's programs by the Corporation's Board and staff; (7) consider funding applications and make recommendations for new and continuing programs; (8) examine and make recommendations on program budgets and budget amendments; and (9) regularly report to the full Board on these matters. In addition, the program planning and evaluation committees shall have such other powers and perform such other duties as the Board may specify from time to time.

**ARTICLE XIX**  
**Fiscal Year**

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

**ARTICLE XX**  
**Execution of Instruments**

Except as the Board of directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks,

drafts, and other obligations made, accepted and endorsed by the Corporation shall be signed by the President or the **Chief Executive Officer**. Checks drawn on any account of the Corporation shall be signed by the **Chief Executive Officer** and/or signators approved by the Board. Unless authorized by the Board, no officer, employee or agent shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge the Corporation's credit, or to render the Corporation liable for any purpose or for any amount.

## **ARTICLE XXI**

### **Bonding**

The Board of directors shall require all officers of the Corporation charged with handling of funds, and may require any other officer, director, employee or agent, to be bonded for performance of their duties in such amount and by such bonding company registered in the State of Texas as shall be satisfactory to the Board.

## **ARTICLE XXII**

### **Indemnification of Officers and Members**

Section 1. The Corporation shall indemnify and hold harmless the directors and officers of the Corporation from any damages arising from actions in their official capacity to the fullest extent allowed by the non-profit laws of the State of Texas. Any officer or director seeking indemnification under this section shall notify the Corporation in writing promptly after any such coverable incident or situation giving rise to the need for indemnification. In no event shall the Corporation be liable for any attorney's or collateral fees incurred by a director or officer without the Corporation's prior written approval.

Section 2. The Corporation shall purchase and maintain a policy of directors and officer's liability insurance with dollar limits, coverage, exclusions and other terms and conditions deemed to be in the best interest of the Corporation.

## **ARTICLE XXIII**

### **Amendment of Bylaws**

These bylaws may be altered, amended or repealed by two-thirds (2/3) vote of the directors present at any meeting at which a quorum is present provided that notice of the meeting was provided to the directors at least five (5) calendar days before the date of the meeting. The notice must include the text of the proposed alteration, amendment or repeal.

## **ARTICLE XXIV**

### **Date in Effect**

The foregoing by-laws were adopted on February 6, 2018.

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John Fisher, President





**Hill Country Community Action Association, Inc.**  
**Tama Shaw, Chief Executive Officer**

2905 W. Wallace, P.O. Box 846, San Saba, TX 76877

Telephone: 325.372.5167 FAX: 325.372.3526

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*Case Management, Outreach, Energy, Weatherization, Aging, Nutrition, RSVP, Head Start*

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RECEIPT FOR CORPORATE BY-LAWS

I, \_\_\_\_\_, received a copy of the By-Laws for Hill Country  
Printed Name  
Community Action Association, Inc. and agree to abide by them while servicing on the  
Governing Board of Directors.

\_\_\_\_\_  
Signature of Board Member

\_\_\_\_\_  
Date



**Hill Country Community Action Association, Inc.**  
**Tama Shaw, Chief Executive Officer**

2905 W. Wallace, P.O. Box 846, San Saba, TX 76877

Telephone: 325.372.5167 FAX: 325.372.3526

*Case Management, Energy Assistance, Weatherization, Aging, Nutrition, RSVP, Head Start*

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**STATEMENT OF RECEIPT**

**HCCAA BOARD MANUAL & ORIENTATION**

I, \_\_\_\_\_, certify that I have received the HCCAA Board Manual  
Printed Name  
and have been orientated in my duties as a member of the Governing Board of Directors of Hill  
Country Community Action Association, Inc.

\_\_\_\_\_  
Signature of Board Member

\_\_\_\_\_  
Date