

**OFFICIAL
BY-LAWS
Of
Macomb Community Action Advisory Board**

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ARTICLE I - Introduction

1.0 This organization shall be known as the Macomb Community Action Advisory Board herein referred to as the "Advisory Board".

1.1 The Macomb Community Action Advisory Board acknowledges and approves of the Agency's adoption of and adherence to:

- a) The national Community Service Block Grant (CSBG) Organizational Standards;
- b) The Results Oriented Management and Accountability (ROMA) cycle;
- c) The Agency's Community Needs Assessment and Strategic Planning process;
- d) The program standards set out in the national Head Start Act.

ARTICLE II - Affiliation

2.0 The Economic Opportunity Act of 1964 created the Community Action Program (CAP) and authorized funding of Community Action Agencies (CAA's). Consequently, the Macomb County Board of Commissioners designated Macomb Community Action (formerly known as Macomb County Community Services Agency, MCCSA) as the official body for the planning, development and administrative community services responsibilities. Other applicable laws governing Community Action include:

- a) The Omnibus Reconciliation Act of 1981 (PL 97-35) and its 1998 amendments which in part created the Community Service Block Grant Program (CSBG) and abolished the Community Services Administration, the successor Agency to the Office of Economic Opportunity;
- b) Head Start Act of 2007;
- c) The Michigan Economic and Social Opportunity Act of 1981 (Public Act 230) which sets forth the organizational and administrative requirements applicable to state Community Action Programs.

ARTICLE III – County Executive Power & Responsibilities

3.0 The County Executive is responsible for the actions of Macomb Community Action pursuant to state law and the Macomb County Charter.

3.1 Macomb Community Action will regularly report to the County Executive or his/her designee.

3.2 Contracts and personnel decisions shall be approved in accordance with the provisions of the County Charter.

ARTICLE IV – Board Power & Responsibilities

4.0 In accordance with the Omnibus Reconciliation Act H.R/ 3982 of 1981, the Advisory Board has the following powers and responsibilities:

- a) Select its own officers, executive committee and other committees;

- b) Recommend the submission of the Community Needs Assessment to the County Executive;
- c) Continuously review and make recommendations when necessary on the policies and programs of Macomb Community Action;
- d) Provide recommendations to the County Executive regarding the selection of the Macomb Community Action Director;
- e) Determine rules and procedures for the Advisory Board, subject to the Department of Human Services, Bureau of Community Action and Economic Opportunity policies;
- f) Provide recommendations regarding overall program plans and priorities;
- g) Provide recommendations regarding approval of all program proposals and budgets;
- h) Provide recommendations regarding the arrangements for delegating the planning, implementation, or evaluating of a program of Macomb Community Action;
- i) Exercise other responsibilities which the County Executive delegates to the Advisory Board;
- j) Make recommendations on strategic plans and priorities for Macomb Community Action, including provisions for evaluating progress against performance;
- k) Review all Macomb Community Action programs and budgets, and ensure compliance with the conditions of federal and state grants and contracts;
- l) Approve Macomb Community Action's monthly financial statements;
- m) Ensure that individual programs and services are supportive of Macomb Community Action's Mission, Goals and Objectives;
- n) Review donation / contribution activities;
- o) Determine that implementation of the Head Start Act and Head Start Performance Standards is enforced for administering, overseeing and evaluating the Head Start 0-5 Program. Ensure compliance with Advisory Board composition; ensure that members of the advisory board adhere to the conflict of interest requirements; determine procedures for recruiting Head Start Policy Council members; approve the Policy Council By-Laws.

ARTICLE V – Board Composition

5.0 The Advisory Board shall consist of fifteen (15) members.

5.1 Public Officials: One third (1/3) of the Board members, appointed by the County Executive, shall be elected public officials currently holding office, or their representative(s).

5.2 Consumer Sector: Not fewer than one-third (1/3) of the members will 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 community served.

5.3 Private Sector: The remainder of the members will be representatives of business, industry, labor, faith-based, law enforcement, education, or other major groups and interests in the community served.

ARTICLE VI - Membership Selection

6.0 Requirements: The Advisory Board members shall come from diverse backgrounds and life experiences in order to elicit a broad spectrum of knowledge, values and attitudes necessary for comprehensive consideration of issues affecting low-income individuals. Further, Advisory Board members will be selected in such a manner as to assure that they speak on behalf of the group or organization, which they represent.

Candidates / appointees shall complete an application. In order to be considered for membership the candidate / appointee shall certify that they:

- a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded by any federal department or agency;
- b) Have not been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction, for violation of federal or state antitrust statutes or for commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, receiving stolen property, or civil or human rights violations;
- c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses above;
- d) Have not had any public transactions (federal, state or local) terminated for cause or default during the three (3) years prior to their application.

If the candidate / appointee cannot certify to all four (4) items above, the candidate / appointee can attach an explanation to the application. The Advisory Board may consider the explanation and decide whether they can be seated or not.

6.1 Public Officials: The County Executive will designate five (5) public officials currently holding office to serve on the Advisory Board. Those designated public officials who are unable to serve may appoint a representative to serve in their place. Appointed representatives shall have responsibilities which require them to deal with poverty-related issues. When the public official no longer holds office they, or their representative, are no longer eligible to serve on the Advisory Board.

6.2 Consumer Sector Representatives: Representatives may be selected at large to represent the community or a specific area or neighborhood served by the Macomb Community Action, or to represent a particular organization designated by the Advisory Board whose membership is composed predominantly of economically disadvantaged persons, including youth organizations. An individual representing an economically disadvantaged group does not

need to meet Macomb Community Action's income eligibility criteria. A vacancy shall be reserved for a Head Start Policy Council member. The Head Start Policy Council shall establish procedures for selecting an Advisory Board representative. In addition, selection procedures may include, either alone or in combination, the following:

- a) Nominations and elections, either within neighborhoods or within the community as a whole;
- b) Selection of eligible low-income persons at a meeting or conference where the date, time, and place of such meeting or conference have been adequately publicized;
- c) Selection of eligible low-income representatives to a community-wide Board by members of neighborhood or sub-area Boards, who are themselves selected by low-income neighborhood or area residents;
- d) Selection on a small area basis, such as a city block, or representatives who in turn select low-income members for a community-wide Board;
- e) Selection of eligible low-income representatives by existing organizations designated by a Board whose membership is predominantly composed of low-income persons;
- f) Any other selection procedure which assures maximum participation of eligible consumers, subject to Department of Human Services, Bureau of Community Action & Economic Opportunity review and approval.

6.3 Private Sector Representatives: Private organizations shall be selected in such a manner as to assure that the Advisory Board will benefit from broad community involvement. The organization will choose the person to represent it on the Advisory Board. Each representative shall be empowered to speak and act on the organization's behalf. The Advisory Board shall draw representation from, but not limited to:

- a) Organizations representing business, industry, and labor;
- b) Social service agencies;
- c) Educational institutions.

6.4 Petition by Other Groups for Adequate Advisory Board Representation: Low-income individuals, community organizations, and faith-based organizations may petition for adequate representation on the Advisory Board if such individual or organization considers itself to be inadequately represented on the Advisory Board. A hearing may be requested by submitting a petition to the Advisory Board Chairperson, signed by at least twenty-five (25) persons who belong to the petitioning group. Upon receipt of the petition, the Chairperson will place the matter on the agenda for the next scheduled Executive Committee meeting. Within ten (10) days after said hearing, the petitioner or petitioners shall be supplied with written determination by the Advisory Board. Said determination shall contain a clear and concise statement of the reasons for the action taken by the Advisory Board. A copy of this determination shall be supplied to the Department of Human Services, Bureau of Community Action & Economic Opportunity.

6.5 Advisory Board Realignment: Should petition for representation be granted, it will be the Executive Committee's responsibility to recommend Advisory Board realignment so the proper percentage of public officials and representatives of consumer sector within the fifteen (15) member limit is maintained. Recommendations by the Executive Committee shall be acted upon at a regular Advisory Board meeting.

6.6 Limitations on Public Officials/Representatives: A public official or their representative serves at the pleasure of the County Executive and as long as the public official is currently holding office.

6.7 Term of Office: Consumer Sector and Private Sector representatives are nominated and elected to a (5) year term. The Advisory Board member may serve two consecutive five (5) year terms for a maximum of ten (10) years. When an Advisory Board public sector representative is no longer a public official, all previous years of service on the Advisory Board shall count toward the ten (10) year maximum. Members may continue to serve on the Advisory Board with two-thirds (2/3) Advisory Board approval.

6.8 Conflict of Interest: No Advisory Board member shall participate in the selection, award or administration of a contract in which federal funds are used, where to their knowledge, their immediate family, partners, or organization in which their immediate family or partner has a financial interest or with whom they are negotiating or has any arrangement concerning prospective employment. Further, the Advisory Board must adhere to the principles of good faith and fundamentally sound practices by:

- a) Avoiding mismanagement;
- b) Avoiding self dealing;
- c) Avoiding activities that would appear as a conflict of interest.

Further Advisory Board members must be:

- a) Off the Board for at least one year before being eligible to be hired by Macomb Community Action;
- b) Prohibited from serving if they are federal employees in any capacity that would require them to act as an agent of or attorney for Macomb Community Action in its dealings with any federal government department or agencies. Former employees may not serve as an Advisory Board member for at least one year from the date they left employment. Former employees may not be considered for Board membership if they were involuntarily terminated from employment.

6.9 Advisory Board Member Removal Members may be removed with two-thirds (2/3) vote if a member is absent from three (3) regularly scheduled Standing Committee and/or regular Advisory Board meetings combined in a term year. A member can be removed with two-thirds (2/3) vote for just cause. Upon an affirmative vote both the member and the organization will be notified by certified mail. In the case of public officials or their representatives, the County Executive is responsible for removal.

Making a false certification on an application is cause for removal from the Board.

The Advisory Board's Chairperson may notify, by certified mail, the organization whose representative has had three (3) absences.

6.10 Resignation/Vacancies: As resignation and vacancies may occur, it shall be the Director's and/or the Advisory Board Chair's responsibility to notify the appropriate entity of such vacancy and to request the expired term be filled in accordance with selection procedures in the By-Laws. The Advisory Board shall fill all vacancies as soon as is reasonably possible. A representative filling a vacancy shall complete the remaining time of that term and shall be eligible to serve two (2) additional five (5) year terms.

6.11 Designee: With the exception of public officials, no Advisory Board member shall have a designee.

6.12 Proxy Voting: Voting by proxy is not permitted at Advisory Board meetings or of its Standing Committees. This prohibition applies to all Advisory Board members.

6.13 Compensation: A stipend shall be paid to consumer sector representatives in attendance at a Standing Committee, Ad Hoc Committee, and regular Advisory Board meetings for transportation and childcare. Compensation shall be paid within ninety (90) days of the meetings attended for the month. Regular compensation by Macomb Community Action to Advisory Board members for their services is not permitted.

ARTICLE VII Officers

7.0 Officers: The Advisory Board officers shall consist of a Chairperson, First Vice Chairperson and Second Vice-Chairperson. Macomb Community Action staff shall perform the Recording Secretary duties.

7.1 Election of Officers: The election of officers shall occur every two (2) years at the regular scheduled Advisory Board meeting held in October. All voting shall be an open voting process in accordance with the Open Meetings Act. Newly elected officers shall immediately begin their duties. The Advisory Board may elect other officers as it sees the need.

7.2 Chairperson: The Chairperson shall preside at all Advisory Board meetings and the Executive Committee. The Chairperson shall:

- a) Appoint all Committee Chairpersons, unless otherwise provided by the By-Laws;
- b) Be a member of each Standing Committee and has voting rights;
- c) Appoint such special committees and sub committees as the Chairperson sees fit to make studies, reports, or recommendations for and to the Advisory Board;
- d) Appoint an Advisory Board member to complete the term of office should a vacancy occur within the Officers.

7.3 First Vice-Chairperson: The First Vice-Chairperson shall:

- a) Serve as an Executive Committee member;
- b) Perform the Chairperson duties in the Chairperson's absence, or inability to perform their duties;

- c) Assume the Chairperson's office in the event of resignation, and will complete the term of the office;
- d) Perform other duties delegated by the Chairperson.

7.4 Second Vice-Chairperson: The Second Vice-Chairperson shall:

- a) Perform the Chairperson duties in the event of both the Chairperson and First Vice-Chairperson's absence or inability to perform their duties;
- b) Assume the office of Chairperson in the event the Chairperson and/or First Vice-Chairperson resign, and will complete the term of the office;
- c) Perform other duties delegated by the Chairperson.

ARTICLE VIII – Standing Committees

8.0 Appointments: Each Advisory Board member shall serve on at least one (1) Standing Committee. The Chairperson will strive to accommodate each member's request to serve on a Committee of their choice. The Chairperson shall appoint the Committee Chairpersons. Committee Chairpersons and members shall be selected by the December Full Advisory Board meeting. A Committee assignment notice shall be provided no later than the December regular Advisory Board meeting.

8.1 Standing Committees shall report to the Advisory Board concerning their activities, conclusions, and recommendations. The Standing Committees are as follows:

- a) Executive Committee;
- b) Budget Committee; and the
- c) Program Planning and Evaluation Committee.

8.2 Executive Committee

The Chairperson of the Macomb Community Action Advisory Board shall appoint Executive Committee members every two (2) years. The Committee shall be composed of six (6) members and the Chairperson. There must be at least two (2) Advisory Board members from each sector. The Executive Committee is authorized to transact business of the Board between meetings. The actions taken by the Executive Committee shall be presented for full Board approval at the next regularly scheduled meeting.

Functions

- a) Review functions for the Board and its committees when necessary;
- b) Establish guidelines for creating reports for Board review;
- c) Review of all program proposals and plans, including budgets, for submission;
- d) Transact routine and ordinary business between meetings of the Board;

- e) Review and approve any revisions to administrative policies;
- f) Review the current By-Laws and make recommendations as deemed necessary to accommodate changes in applicable laws and regulations as well as Board requests for changes;
- g) Make membership recommendations to the Board for final approval.

8.3 Program Planning and Evaluation Committee

The Chairperson of the Macomb Community Action Advisory Board shall appoint every two (2) years a Program Planning Committee Chairperson. The Committee shall be composed of seven (7) Advisory Board members, and the Chairperson. There must be at least two (2) Advisory Board members from each sector. With direction from the Executive Committee, the Program, Planning and Evaluation Committee shall oversee program planning and evaluation matters. The actions taken by the Program Planning and Evaluation Committee shall be presented for Full Advisory Board approval at the next regularly scheduled Full Advisory Board meeting.

Functions

- a) Establish a reporting cycle for making presentations on programs and services provided by Macomb Community Action;
- b) Present programmatic reports to the full Advisory Board;
- c) Review on a quarterly basis the progress on the recommendations from the Community Needs Assessment;
- d) Review Results Oriented Management and Accountability (ROMA) performance goals;
- e) Review and approve Head Start Federal compliance items; the annual self-assessment; financial audit; community assessment; personnel policies; results from monitoring; standards of conduct; policies and procedures; and monthly programmatic reports.

8.4 Budget Committee

The Chairperson of the Macomb Community Action Advisory Board shall appoint every two (2) years a Budget Committee Chairperson. The Committee shall be composed of seven (7) Advisory Board members, and the Chairperson. There must be at least two (2) Advisory Board members from each sector. With direction from the Executive Committee, the Budget Committee shall oversee budget matters. The actions taken by the Budget Committee shall be presented for full Board approval at the next regularly scheduled Full Advisory Board meeting.

Functions

- a) Review and approve Macomb Community Action financial statements;
- b) Review and approve new grant budgets and modifications;

- c) Annually review and analyze budget plan vs. actual expenditures for each program component;
- d) The committee shall report findings at the next regularly scheduled Full Advisory Board meeting;
- e) Review donations / contribution activities;
- f) Review year by year any necessary major funding allocations;
- g) Review program financial detail reports, including Agency credit card activity report;
- h) Review at least annually the Agency's financial procedure manual;
- i) Review and approve Head Start Federal compliance items, monthly financial reports, and financial audit reports.

8.5 Ad Hoc Committee: The Advisory Board Chairperson has the authority from time to time to appoint an Ad Hoc Committee for a specific purpose. Upon completion of its task, the Ad Hoc Committee will cease to exist.

ARTICLE IX - Meetings

9.0 Regular Advisory Board Meetings: The Advisory Board's membership shall meet a minimum of six (6) times per year. Committee Chairpersons or their designee will be responsible for presenting Committee action that took place in the prior months. The Advisory Board business shall be conducted at a public meeting held in compliance with the Open Meetings Act. Public notice of Advisory Board meetings shall be given in a manner required by the Open Meetings Act.

9.1 Standing Committee Meetings: Standing Committees shall agree on a schedule that includes time and location of meetings. Macomb Community Action staff shall provide support as needed.

9.2 Special Meetings: Special Advisory Board meetings may be called by the Chairperson or upon request of two thirds (2/3) or more Advisory Board members at a time and place to be determined by the Chairperson and agreed upon by two thirds (2/3) or more Advisory Board members. Matters, which shall be acted upon at a special meeting, shall be identified in a notice, which shall be provided to all members at least seven (7) days in advance. No other official action may be taken without Advisory Board unanimous consent.

9.3 Quorum: At least fifty (50) percent of the Advisory Board's non-vacant seats must be present at regular Advisory Board meetings to constitute a quorum for the transaction of business. At least fifty (50) percent of appointed Standing Committee members must be present to constitute a quorum for the transaction of business of any Standing Committee. In the event that a member cannot attend a regular Advisory Board meeting, the member shall have the option to attend virtually to participate in the meeting.

9.4 Rules of Order: The rules contained in Robert's Rules of Order Revised shall govern in all cases wherein they do not conflict with the By-Laws.

9.5 Committee Meeting Schedule: Committee Chairpersons in cooperation with the Committee members will schedule bi-monthly meetings when the full Board meetings are not scheduled.

ARTICLE X - Amendments

9.0 These By-Laws may be amended by a two-thirds (2/3) vote of the membership present and voting at any duly scheduled meeting of the Advisory Board. Notice of any proposed amendments to the By-Laws shall be provided to all members so as to provide at least five (5) days' notice of said meeting.

ACKNOWLEDGEMENT PAGE

I hereby acknowledge reviewing and receiving a copy of the Macomb Community Action Advisory Board's By-Laws.

Signature of MCAAB Member

Print Name

Date