

AMADOR-TUOLUMNE COMMUNITY ACTION AGENCY BOARD BYLAWS  
Adopted in 1981

Reviewed/Revised: 06/1983, 06/1986, 10/1989, 07/1991, 07/1993, 04/1995, 10/1996, 08/1998,  
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## **CURRENT BYLAWS**

Approved by the ATCAA Board of Directors

*August 09, 2024*

Board Chair Initials \_\_\_\_\_

The name of this organization shall be Amador-Tuolumne Community Action Agency (*ATCAA*). It shall act as the official Community Action Agency for Amador and Tuolumne Counties, under a Joint Powers Agreement (*JPA*) and in conformance with applicable standards and regulations set forth by the State of California. The mission of the organization shall include the following:

1. To help individuals in Amador and Tuolumne Counties toward self-sufficiency.
2. To support local residents in becoming involved and contributing members of our community.
3. To promote family and other supportive environments so that children, youth, and elderly can achieve their maximum potential.
4. To mentor children, families, and individuals toward achievement of their maximum potential.
5. To form partnerships and coalitions within the community to meet these needs.

The Amador-Tuolumne Community Action Agency carries out its mission through a variety of means including:

- a) Community-wide assessments of needs and strengths.
- b) Comprehensive anti-poverty plans and strategies.
- c) Provision of broad range of direct services including, but not limited to, the provision of prevention and intervention services; early childhood services; adult, youth, and family services; safety net services such as emergency food, emergency and transitional shelter, energy assistance; information and educational services; health, housing (*including preservation & homeless prevention*); energy conservation services; and assistance in access to community wide services, assets, and opportunities.
- d) Mobilization of financial and non-financial resources.
- e) Advocacy on behalf of low-income people.
- f) Partnerships with other community-based organizations to eliminate poverty.
- g) Involvement of the low-income population it serves in the planning, administering, and evaluating of its program.

**ARTICLE I  
GENERAL MEMBERSHIP**

***SECTION A. JOINT POWERS GOVERNING BOARD***

The membership of the Joint Powers Governing Board will be four (4) members, consisting of two (2) Supervisors from Amador County and two (2) Supervisors from Tuolumne County Boards of Supervisors. As members of the ATCAA Board they are meeting simultaneously as the Joint Powers Governing Board.

**ARTICLE II  
MEMBERSHIP REPRESENTATION**

***SECTION A. ATCAA BOARD MEMBERSHIP REPRESENTATION***

The total membership of the ATCAA Board of Directors (*hereinafter called "The Board"*) shall consist of eighteen (18) members. Criteria for representation on the Board of Directors, consistent with the idea of a Tripartite Board, shall be as follows:

1. Elected public officials, or their alternate, shall comprise one-third (1/3) of the Board, including the members of the Joint Powers Governing Board, with no more than three (3) from each county.
2. Persons chosen to represent the low-income sector shall comprise no fewer than one-third (1/3) of the Board as follows:
  - a) One seat will target low-income families with children 0-5 years of age and be assigned to a Head Start Policy Council member designated by the Head Start Policy Council. The designated member shall be a parent/guardian of a child currently or formerly enrolled in Head Start or Early Head Start.
  - b) The remainder of the seats will be as balanced as possible between counties.
3. Representatives of business, labor, religion, industry, human services, education, or other major groups and interests in the community shall comprise the remainder of the Board, with seats being as equally balanced as possible between each county.
4. In accordance with the Head Start Act:
  - a) At least one member shall have a background and expertise in fiscal management or accounting.
  - b) At least one member shall have a background and expertise in early childhood education and development.
  - c) At least one member shall be a licensed attorney familiar with issues that come before the governing body.

If a person described in Section A. Item 4. is not available to serve as a member of the Board, the Board shall use a consultant, or another individual with relevant expertise, with the qualifications described in Section A. Item 4. who shall work directly with the Board.

5. Board members will reflect the composition and diversity of the community to be served.
6. New Board members will receive an orientation packet within 30 days of being voted a member.

The orientation packet will include a series of information including CSBG and ATCAA history, Mission, Vision and governance documents. Each new member will also receive a Head Start training binder containing additional governance policies and procedures.

***SECTION B. PUBLIC SECTOR REPRESENTATION***

The Board of Supervisors of Amador and Tuolumne Counties, being the designating officials, shall select the elected public officials to serve on the Board. The two Supervisors from each County who sit on the Joint Powers Governing Board will also sit on the Board, and each County Board of Supervisors will select the third member to represent elected officials, who will be an elected official of a city, or municipality, or their alternate.

Public officials or their alternates must have general governmental responsibilities that require them to deal with poverty related issues.

***SECTION C. LOW-INCOME SECTOR REPRESENTATION***

Representatives of the low-income sector shall be chosen in accordance with democratic selection procedures adequate to ensure that these members are representative of the low-income individuals and families in the service area; reside in the service area; and are able to participate actively in the development, planning, implementation, and evaluation of ATCAA programs. One seat will be assigned to a Head Start Policy Council member according to Article II, Section A: 2a).

A person seeking to serve as a representative in any of the remaining low-income seats shall circulate an ATCAA petition form. Petition forms shall be signed by a minimum of (10) low-income people who are residents of the County in which the vacancy exists. "Low-Income" is defined as the CSBG defined poverty level, at the time a representative petition for a seat is submitted. It is the seated Board members who shall accept or reject for whatever reason, petitions for membership to the Board.

There shall be two types of low-income representation:

- People who are low-income by virtue of their income situation.
- Those that represent the concerns and interests of low-income people by virtue of their representing agencies, organizations, or institutions whose concern or business, partly or wholly, is involved with the affairs of low-income people.

Low-Income Representatives of the first type must themselves be low-income at the time of election.

However, it is not necessary for a low-income individual, once elected, to maintain that economic status for continuing service. Actual low-income people will be given a higher priority for nomination over those who represent low-income residents.

All representatives of the low-income sector, regardless of economic status, must be elected in such a way that ensures that they truly represent the low-income sector.

A person seeking to serve as a representative in any low-income seat shall:

- 1) Send a letter of interest to the Board Secretary.
- 2) Circulate an ATCAA petition form.

A majority of a quorum of seated Board members shall approve or reject for any lawful reason, the selection of low-income representatives and/or their alternates. The Agency shall have a defined process for the election of low-income representatives.

***SECTION D. PRIVATE SECTOR REPRESENTATION***

The Private Sector representation shall be filled by officials or members of business, industry, labor, religion, human services, education or other major groups and interests in the communities by submitting a letter of interest to the Board Secretary addressing the below criteria.

To ensure a fair and balanced representation of the private sector, organizations/businesses will be selected according to the following criteria:

1. Priority will be given to organizations/businesses demonstrating a commitment to advancing the purposes and activities of the Board.
2. Priority will be given to organizations/businesses representing diverse views or a wide scope of labor, business, or social service interests.
3. No private sector organization/business will be allowed to have more than one (1)
4. Board seat in order to assure balanced representation.
5. Priority will be given to finding representatives whose constituency is not currently represented on the Board.

A majority of seated Board members shall approve or reject for any lawful reason, the selection of private sector representatives and their alternates.

### ***SECTION E. ALTERNATES***

An alternate is a person named to take the place of another Board member in their absence or whenever necessary and holds all voting privileges, and as such, shall comply with all governing and regulatory requirements. These representatives may not select alternates to substitute for them. Each Board member may have only one alternate. Each alternate may substitute for only one Board member.

#### **Public Sector Alternates**

The elected official appointed to serve on the Board may select an alternate. An alternate serve in his/her place or in his/her absence whenever necessary.

#### **Low-income Sector Alternates**

The alternate representatives for the Board's low-income sector shall be selected in the same manner as the principal representatives are selected.

#### **Private Sector Alternates**

The private organizations represented on the Board shall select their own alternate, just as they select their own representative. As with the representative of the organization, the alternate shall be empowered to speak and act on behalf of the organization/business he/she represents.

### ***SECTION F. COMPLAINT PROCEDURES REGARDING BOARD SEAT OR REPRESENTATION***

Any private community agency/business or any low-income representative group that believes itself to be inadequately represented, may address the Board for representation.

If, after hearing said presentation, the Board determines that the group should be represented, the Board shall consider said request and during the next vacancy, determine which group(s) should fill the private/low-income organization representation.

Whether the request is approved or disapproved, a written statement shall be prepared which sets forth reasons supporting the action taken. A copy of this statement shall be promptly submitted to the requested groups(s).

### ***SECTION G. REMOVAL***

Cause for removal shall include but not be limited to:

- a) Change of residence to an area outside the ATCAA service area.
- b) Absence of member or alternate from three Board meetings per calendar year without sufficient notification to the secretary of the Board.
- c) Behavior deemed to be detrimental to the Board.

### **Public Sector Removal**

Removal or reappointment of these members and their representatives will be at the sole discretion of the designating officials; however, it will be the Board's responsibility to notify the designating officials of any possible cause for removal of the members or their representatives.

### **Low- Income Sector Removal**

In removing a representative of the low-income sector, the individual involved is to be notified in writing of the intent to remove, and the grounds, including dates, times, and places that may be applicable. The individual shall have a chance to be heard scheduled at the next regular Board meeting prior to actual removal.

### **Private Sector Removal**

In removing a representative of the private sector, a letter shall be sent to the individual involved, and to the organization/business stating the intent to remove and the grounds including dates, times, and places as may be applicable. The individual/organization shall have a chance to be heard scheduled at the next regular Board meeting prior to actual removal.

### ***SECTION H. VACANCIES***

Vacancies shall occur when a member is removed for cause, resigns, a public official removes a permanent alternate, or a public official leaves office. Member resignation shall be submitted in writing to the Executive Director and Board Secretary and shall include the representatives' last day of service.

All vacancies will be filled in the same manner as the original selection process.

The Board, in collaboration with the Executive Director shall, to the best of their ability, fill all Board vacancies within 120 days of the seat having been vacated.

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If an ATCAA board vacancy arises in the low-income sector Head Start Policy Council member seat, the Head Start Policy Council shall be notified promptly by the board. The Head Start Policy Council shall designate a successor in the manner described in Article II, Section A: 2a) within 60 days of notification. Failure by the Head Start Policy Council to act within 60 days of receiving notice from the board of the vacancy shall constitute a forfeiture of the right to designate a Head Start Policy Council seat until the successor's resignation or expiration of the successor's term. In the case of forfeiture, the board shall select a low-income sector board member to fill the vacancy as outlined in the written democratic selection procedures.

***SECTION I. TERMS***

**Public Sector Term:** Public Sector Representatives are appointed annually by the Board of Supervisors or by the municipality or city making the appointment of the seat designated for them by the Board of Supervisors.

**Private Sector Term:** Term of service is ten years. At the end of the term a Private Sector Representative may apply for additional terms through the same manner they originally applied.

**Low-Income Sector Term:** Term of service is ten years. At the end of the term a Low-Income Sector Representative may apply for additional terms through the same manner they originally applied.

**ARTICLE III  
OFFICERS**

***SECTION A.***

The officers of the Board shall be the Chairperson, Vice-Chairperson, Treasurer.

***SECTION B.***

All officers shall be elected every two years by a majority vote at the December Board meeting and automatically seated as officers effective January 1st of even numbered years.

***SECTION C.***

In the event a vacancy occurs for any of the officers of the Board, an election shall be held at the next succeeding regular meeting to fill the existing vacancy for the remainder of the term.

***SECTION D.***

The Chairperson shall preside over all meetings of the Board and shall perform such additional duties as required by the Board.

***SECTION E.***

In the absence of the Chairperson, the Vice-Chairperson shall preside over meetings and perform such additional duties as required by the Board.

***SECTION F.***

The Treasurer will be responsible for review of Agency financial audits and report findings to the Board and will perform such additional duties as required by the Board, including presiding at meetings in the absence of both the Chairperson and the Vice- Chairperson.



## ARTICLE IV MEETINGS

### ***SECTION A. MEETINGS***

The Board shall normally meet every other month but shall meet at least four times a year at the convenience of the Board members and public within these time frames.

### ***SECTION B. SPECIAL MEETINGS***

Shared Governance Meeting: A meeting of Head Start Policy Council and ATCAA Board officers shall be held annually. The annual meeting will be held before the first ATCAA Board meeting in February and will address shared governance topics including Head Start leadership responsibilities and impasse resolution. All members of the Policy Council and ATCAA Board are invited but officers are required to attend.

Special meetings shall be called by the Chairperson, in collaboration with the Executive Director, as needed.

### ***SECTION C. NOTICES AND ACTION ON NON-AGENDA ITEMS***

All meetings of the Board shall be noticed, held, and conducted in accordance with the provisions of the Ralph M. Brown Act Government Code 54950 Et Seq.

Notice about regular or special meetings shall specify the business to be transacted at the meeting in reasonable detail. Only the Agenda items described in the notice of the meeting shall be discussed and voted upon, except that a majority of a quorum of Board members may authorize other matters to be placed on the agenda of a regularly scheduled meeting pursuant to Gov. Code 54950 Et Seq. At any regular meeting, the agenda shall provide space for persons from the community to speak regarding the anti-poverty program or relevant problems.

### ***SECTION D. QUORUMS***

A majority of seated members of the Board shall constitute a quorum for the transaction of business, but no action of the board shall be effective without the concurrence of a majority of seated ATCAA and JPA board members.

A quorum of all committees, both standing and Ad Hoc, shall be no less than a majority of committee members.

If at any time a quorum of the ATCAA Board is not met, then the meeting shall be adjourned with no further discussion.

***SECTION E. COMPENSATION***

Compensation for services while on the Board will not be permitted except for expenses incurred in conducting the business of the Board such as travel, childcare, and per diem for out-of-area travel, if necessary, per approved ATCAA policy.

***SECTION F. RECORDING***

Written minutes including a record of all votes on all motions shall be kept for each meeting and distributed to all Board members prior to the next regular meeting. Board approved minutes shall also be made available for public inspection.

The Board shall publicly report specified closed session actions and the vote taken on those actions, but does not keep, for public record, written or taped minutes of closed sessions (*Gov. Code 54957 Et Seq.*).

***SECTION G. PROXY***

Proxy voting is prohibited at meetings of the Board.

***SECTION H. RULES***

When not addressed in the bylaws, the Board Chairperson will determine meeting rules of order.

**ARTICLE V  
POWERS**

***SECTION A.***

The powers of the Board shall include but not be limited to the power to:

1. Formally select the Executive Director.
2. Exercise all powers that the Joint Powers Governing Board chooses to delegate to the ATCAA Board.
3. Oversee the extent and the quality of programs of ATCAA and impact on the low-income population.
4. Determine Administration policies and rules for ATCAA.
5. Select the officers and the Committees of the Board, including ATCAA Board representative to the ATCAA Head Start Policy Council.
6. Determine, subject to Federal law and California government code and law, major personnel, organization, fiscal, and program policies.

7. Approve program policies that will be determinants for proposals and budgets.
8. Approve all CSBG evaluation and assessment studies and reports.
9. Approve all policies that determine arrangements for delegating the planning, conduct, or evaluation of a component of the work program, including owning property, entering leases, and entering contracts.
10. Determine policy and define shared responsibilities for oversight of the delivery of the Head Start services and the decision-making process, including impasse procedures, with the ATCAA Head Start Policy Council, in accordance with the Head Start Act.

## **ARTICLE VI COMMITTEES**

### ***SECTION A. STANDING COMMITTEES***

There shall be the following standing committees: Executive Committee, Internal Affairs Committee, Finance Committee, and Nominating Committee. Only Board members shall be eligible to serve on these committees.

The Board may develop Ad-Hoc committees with special charges and memberships. The Brown Act does not apply to ad hoc committees consisting solely of less than a quorum of the legislative body,

provided they are composed solely of members of the legislative body and provided that these ad hoc committees do not have some “continuing subject matter jurisdiction,” and do not have a meeting schedule fixed by formal action of a legislative body. Thus, Ad-Hoc committees would generally serve only a limited or single purpose, they are not perpetual, and they are dissolved when their specific task is completed.

The Chairperson of the Board will appoint, with the advice and consent of the Board, the Chairperson (*except for Executive, Internal Affairs, and Finance*) and members of all standing and Ad-Hoc committees, with the exception of the Nominating Committee. The Chairperson of the Board will be an ex-officio member (*except for the Executive Committee*) of all Board Committees and be able to cast a committee vote only in cases of a tie among the committee members.

Proxy voting is prohibited at meetings of the Standing Committees.

### ***SECTION B. EXECUTIVE COMMITTEE***

The Executive Committee shall not consist of a majority of seated board members. At a minimum, the membership will consist of the Board Chair, Vice-Chair, Treasurer, and one Joint Powers Governing Board member from each county. Any remaining seats will be appointed in such a way as to adhere closely to the appropriate proportions of the public, private, and low-income sector, each sector being made up of members from both counties. The Board Chair shall be the Chair of the Executive Committee. The Executive Committee shall have the following responsibilities:

1. Review and report to the Board on proposed new programs presented by the ATCAA staff or Board members.
2. Advise and confer with the Executive Director on project planning, program development, budget proposals and program administration.
3. Make recommendations to the Board on policies for project developments.
4. Review and evaluate projects in operation.
5. Transact routine and ordinary business between regular meetings of the Board with the authority of the Board for those items of business where time is of the essence and cannot be held over until the next regular Board meeting. The exception to this authority is Early Head Start/Head Start actions which require Board approval.
6. Report to the Board on actions taken between regular Board meetings.
7. The Chairperson of the Board will appoint an Ad Hoc committee, composed of a majority of members of the Executive Committee; to annually review and evaluate the Executive Director's performance and recommend the Executive Director's contract and salary to the full Executive Committee or to the Board in the event the Ad Hoc committee consists of all members of the Executive Committee.

***SECTION C. INTERNAL AFFAIRS COMMITTEE***

The Internal Affairs Committee shall not consist of a majority of seated board members. If possible, membership will be made up of equal members from the public, private, and low-income sectors of the Board, each sector being made up of members from both Counties. The Vice-Chairperson of the Board will be a member of the Internal Affairs Committee and will be the Chair of the Committee. The Internal Affairs Committee shall have the following responsibilities:

1. Review and make recommendations to the Board regarding personnel policies.
2. Periodically review and make recommendations to the Board regarding Wage Comparability Studies.
3. Advise the Executive Director and the Board in matters relating to internal communications and the education and training of Board and staff members.
4. Act as the Affirmative Action/Equal Employment Opportunity Committee.

***SECTION D. FINANCE COMMITTEE***

The Finance Committee shall not consist of a majority of seated board members. If possible, membership will be made up of equal members from the public, the private, and the low-income

sectors, each sector being made up of members from both Counties. The Treasurer of the Board will be a member of this committee and will be the Committee Chair. The Finance Committee shall have the following responsibilities:

1. Periodically review agency expenditures and budget status, annually review, and recommend an agency administrative budget to the Board.
2. Periodically review agency property inventory.
3. Make recommendations to the Board regarding property purchase, sale, or related matters.
4. Review and advise the Board as to its financial responsibilities on contracts and grants.
5. Review and make recommendations to the Board concerning agency financial policies and procedures.
6. Advise the Board on matters relating to the agency's fiscal activities.
7. Establish the agency's audit needs, approve potential auditors, and review and monitor the fiscal audit.

***SECTION E. NOMINATING COMMITTEE***

The Nominating Committee shall be selected by the Board every odd year in June. The Committee members must have served a minimum of one (1) year on the Board. The Committee shall elect its own Chairperson. The committee shall consist of a minimum of three (3) members. The Nominating Committee will have the following responsibilities:

1. Receive communications related to the selection of officer candidates.
2. Present a slate of candidates and open the floor for additional nominations at the regular meeting of the Board held in October.
3. Officer election will be held at the regular meeting of the Board held in December. If there is more than one interested candidate for any office the vote will be held by secret ballot with no proxies or absentee ballots allowed.
4. If presented slate is accepted with no additional nominations from the floor, vote will be open.

**ARTICLE VII  
EXECUTIVE DIRECTOR**

***SECTION A.***

The Board delegates to the Executive Director the overall responsibility to the Board for the conduct and administration of all agency programs and day-to-day operation of the agency consistent with Board policies and sound management principles.

***SECTION B.***

The Executive Director shall prepare an Annual Administrative budget for review by the Finance Committee and approval of the Board.

***SECTION C.***

The Executive Director shall employ and terminate personnel in accordance with the terms set forth by personnel policies and procedures, as adopted by the Board.

***SECTION D.***

It shall be the duty of the Executive Director to inform the staff and Board of projects, proposals and pertinent matters.

***SECTION E.***

The Executive Director will review and approve Board training plans, activities and topics that are consistent with those recommended by Community Services Block Grant (*CSBG*).

***SECTION F.***

The Executive Director shall be responsible for assuring that written minutes of all meetings are kept, except for closed session minutes, and that all minutes include a record of votes on all motions. He/She shall be responsible for assuring that minutes of all meetings are provided prior to the next meeting of the Board, and that Board approved minutes are made available for inspection by the public where applicable. He/She shall be responsible for approving and/or making payments on all obligations within funding source guidelines and agency accounting procedures.

**ARTICLE VIII  
CONFLICT OF INTEREST CLAUSE**

***SECTION A.***

1. The Board has adopted a Conflict-of-Interest Code as required under the State of California Fair Political Practices Commission (*FPPC*), Government Code Act 81000 Et Seq. ATCAA will adhere to and review this code as required and will perform all duties and obligations including:
  - a) Statement of Economic Interests (*Form 700*) filed with the Agency within 30 days for members assuming office, 30 days for members leaving office, and annually for all members by the due date set forth by the FPPC.
  - b) Board Ethics Training (*AB134*): Complete training and file a signed Certificate of Completion with the Agency within 90 days of being seated on the Board and biennially thereafter.
2. No employee of ATCAA may serve on the Board.
3. The Board has adopted and will periodically review a Code of Conduct and Conflict of Interest Policy. In accordance with Government Regulations, Board members and their alternates will biennially sign a copy of said policy and file with the Agency.

**ARTICLE IX  
AMENDMENTS**

***SECTION A.***

The Board has the power to adopt and amend its own Bylaws subject only to California government codes and regulations.