



# BY-LAWS OF SOUTHWEST OKLAHOMA COMMUNITY ACTION GROUP, INC.

(Approved by SOCAG Board of  
Directors May 2, 2023)

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## **ARTICLE I. NAME AND DESCRIPTION**

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The name of this Corporation is Southwest Oklahoma Community Action Group, Inc., a non-profit Corporation incorporated under the laws of the State of Oklahoma and recognized by the Department of Commerce, State of Oklahoma as the proper body to carry out the purposes and functions set out in these by-laws.

The Central Office of Southwest Oklahoma Community Action Group, Inc. shall be located at 900 South Carver Road, Altus, Oklahoma.

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## **ARTICLE II. PURPOSES**

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The principle purpose of the Corporation is to operate programs which are designed to alleviate the causes and conditions of poverty by offering opportunities for safe and affordable housing, early childhood education, transportation, nutrition, employment training and job opportunities, access to essential human services which assist people in becoming self sufficient.

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## **ARTICLE III. POWERS**

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The Board is to be the governing policy-making entity of the Agency.

### **1. POWERS AND RESPONSIBILITIES:**

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

- a. Appointing an Executive Director;
- b. Evaluating the Executive Director annually;
- c. Determining the rules of procedures for the Board;
- d. Determining the policies under which the Board and Agency shall operate;
- e. Determining, within regulations and policies, the major fiscal, personnel and program policies;
- f. Reviewing and approving all programs and expenditures;
- g. Considering and approving all program proposals and budgets;
- h. Enforcing compliance with all conditions on grants;
- i. Determining overall program plans and priorities;
- j. Determining the use of all discretionary money;
- k. Compliance with the Oklahoma Open Meeting Act, 25 O.S. §301, et seq., and 25 O.S. §§301-314, as revised; <http://www.odl.state.ok.us/lawinfo/docs/2006-LibraryLaws-PartD.pdf>
- l. Compliance with the Code of Conduct;
- m. Review the agency's mission statement at least every five years and ensure the mission addresses poverty and the agency's program and services are in alignment with the mission;
- n. Ensure the agency's community action plan is outcome based, anti-poverty focused and ties directly to the Community Needs Assessment;
- o. Ensure the agency has a written succession plan in place for the CEO/ED approved by the board that contains procedures for covering an emergency, unplanned short-term absence as well as the process for filling a permanent vacancy; and
- p. Review the agency's annual audit and address all findings.

### **2. ROLE OF THE BOARD:**

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

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## **ARTICLE IV. NON-PROFIT STATUS**

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The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends and no part of its net earnings shall inure to the benefit of any director, officer, or any other individuals. The balance, if any, of all assets received by the Corporation from its operation, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the Corporation particularly set forth in Article X hereof.

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## **ARTICLE V. DIRECTORS**

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### **I. MEMBERSHIP ON THE BOARD:**

The management and operations of the affairs of the Corporation shall be vested in a Board of Directors unless specifically limited by another section of these By-Laws. The Board will consist of **fifteen** Directors selected as herein after provided:

Each member shall be a resident of Jackson, Harmon, or Greer Counties, Oklahoma.

The representatives will follow these guidelines:

- a. One-third of the members shall be **elected public officials** as designated by officials of the government of the State of Oklahoma unless the number of such elected public officials available and willing to serve on the Board is less than one-third of the membership of the Board. Each public official selected to serve on the Board may choose one representative to serve on the Board. These representatives need not be public officials themselves but they shall have full authority to act for the public official whom they represent at meetings of the governing Board.
- b. At least one-third of the members will be **elected representatives of the low-income persons**. Representatives of the low-income must live in the target area and shall be chosen in accordance with democratic selection procedures, nominations, and elections, adequate to assure that they represent the low-income persons in the area served by the Corporation. They need not be low-income themselves, but the selection procedure shall assure that they represent the low-income sector.

The selection of the area representatives of the low-income shall be at a public meeting whose date, time, and place have been adequately publicized. Only residents of the target area may vote.

- c. The balance of the Board shall be comprised of representatives from the **private sector**, not to exceed one-third of the membership, and shall be approved and seated by the Board of Directors. These individuals may be selected from specific organizations whose goals, objectives, and ideals are compatible with the board or individuals with specific skills, experiences, and/or resources valuable to the board.

## **2. Terms:**

There shall be no limitations on the number of terms served by a Board member. Each term shall not exceed three years. Terms will follow a calendar year basis with all terms scheduled to end December 31st. Members may be re-selected or appointed according to the procedures stated above.

Public officials, or their representatives, may serve at the pleasure of the designating officials as long as the public official is holding office, or for a period of three years at which time reappointment must be documented.

A replacement director serves for remainder of his or her predecessor's unexpired term and until his or her successor is chosen and qualified or until s/he dies, resigns, or is removed or becomes disqualified. The time served counts toward term limits.

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## **ARTICLE VI. RESIGNATION, REMOVAL, AND VACANCIES**

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A director may resign at any time upon notice given to the Corporation in writing or by electronic transmission. The resignation is effective upon receipt unless specified to be effective at some other time.

Attendance at Board meetings is a cornerstone for being able to conduct business of the Corporation. Members who are absent three consecutive meetings without contact with the Board Chairperson or SOCAG Executive Director will be considered to have resigned from the Board.

A director who has ceased to meet the qualifications for service as a director, as specified in the bylaws and by the board from time to time, and/or for the seat to which s/he was elected is deemed to have resigned as of the date s/he ceased to meet those qualifications. A public official or his/her representative shall be removed from the Board when the public official ceases to hold public office.

Removal for Cause: The board may remove any director for cause, including but not limited to: false statements on documents completed in connection with service as a director, 3 unexcused absences, failure to comply with the SOCAG's code of ethics, conflict of interest policy, or other policies of the Corporation; or conduct the Board deems contrary to the best interests of the Corporation.

Procedures for Removal for Cause: A notice to remove the director will be sent 20 days before vote to all members of the board. A 2/3 vote of directors present at a meeting at which a quorum is present is needed to remove a member of the board for cause.

Board Member Application for SOCAG Employment: A Board member who chooses to apply for employment within the agency must resign his/her seat on the Board before submitting the application for employment.

Vacancies: Vacancies on the Board shall be filled in a manner consistent with the original selection/election process. Vacancies will be filled as soon as possible.

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## **ARTICLE VII. MEETINGS OF THE BOARD**

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Board of Directors shall meet at least 8 times a year with at least 6 of those monthly meetings having a quorum. The required quorum shall be more than 50 percent of the members in office. The Executive Committee of the Board may meet in the absence of a quorum; however, not to exceed two times in a twelve-month period. All members of the Board shall be notified in writing (or electronically) to all its members of any meeting at least 5 days in advance. Board meetings shall be conducted openly, and the time and place of the meeting shall receive public announcement and shall be held at a time and place convenient to the poor. Board meetings shall be conducted according to accepted rules or parliamentary procedure.

The Board shall keep for each meeting written minutes which include a record of votes on all motions. Minutes of the previous meeting shall be distributed to each Board Member prior to the next regularly scheduled Board meeting. The minutes shall also be made available to the public upon request.

Special meetings may be called by the Chairperson of the Board or upon the request of any ten members of the Board pursuant to the notice requirements of this article.

All meetings shall be open to the general public, except any and all portions of a meeting in Executive Session. Executive Sessions shall be in closed session and in accordance with the Oklahoma Open Meeting Law.

Each member of the Board shall be entitled to one vote. Proxy voting is prohibited.

An Agenda of each meeting of the Board shall accompany the notice of that meeting and shall be sent to all Board members. No meeting may address the issue of (1) removal of a member of the Board for cause, (2) election of officers of the Board, (3) the amendment or revision of these by-laws, or the (4) hiring or firing of the Executive Director of this Corporation unless such items appear on an Agenda circulated pursuant to the requirements of this Article.

Meetings of the committees shall comply with the Open Meeting Law. Public notice of the meeting shall be posted.

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## **ARTICLE VII. QUORUM**

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A quorum of the Board of Directors shall be more than 50 percent of the members in office.

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## **ARTICLE IX. COMMITTEES OF THE BOARD**

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Where possible, all standing and special committees of the Board shall fairly reflect the composition of the full Board. The Board of Directors is empowered to create Board Committees as hereinafter stated:

1. **Executive Committee**: The elected officers of the Board of Directors plus other members selected by the Board Chairperson shall constitute the Executive Committee. This committee shall be empowered to transact only routine and ordinary business between meetings of the full Board and need only to report at the next meeting of the full Board.

The Executive Committee shall have responsibility for administering emergency problems requiring decisions prior to meetings of the full Board. Such decisions must be ratified by the Board. They shall establish reporting requirements from all committees and sub committees, ensure compliance with By-Laws and recommend changes in By-Laws, hear petitions for membership to the Board, and recommend action, investigate problems affecting the overall operation of the Corporation and make recommendations to the Board regarding the solution of these problems, interview candidates for the position of Executive Director, and recommend selection to the full Board, and periodically review the performance of the Executive Director.

2. **Personnel/Equal Opportunity Committee**: The Chairperson of the Board will appoint certain members of the Board to serve on the Personnel/Equal Opportunity Committee.

The Committee shall periodically review the Affirmative Action Plan.

The Committee shall investigate grievances which cannot effectively be handled through the agency personnel policies, and shall make recommendations to the Board concerning such grievances. The Committee shall review the determination of the Equal Opportunity Officer (EOO) regarding complaints of discrimination and shall oversee the enforcement of the grantee's civil rights program.

The composition of the Personnel/Equal Opportunity Committee shall have at least **three** members on the Committee.

3. **Planning/Finance Committee:** The Chairperson of the Board will appoint certain members of the Board to serve on the Planning/Finance Committee.

The Committee will review and analyze proposed new programs and review and consider all matters which may affect the financial condition of the Corporation.

4. **Special Committees:** The Chairperson of the Board shall appoint special committees from time to time upon the needs of the Board. Such committees may have policy-making or advisory functions and shall serve for as long as their need exists.

All special committees of the Board shall fairly reflect the composition of the full Board. Any and all acts of any and all standing and special committees must be ratified by an act of the Board at the scheduled meeting of that body.

More than 50 percent of membership of any special committee shall constitute a quorum of that committee. Any act of the majority of a committee at which a quorum is present shall constitute an act of that committee.

5. **Notice of Committee Meetings:** Each member of any committee must be notified in writing of the time, date, and location of such a meeting at least five days before the committee shall meet.

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## **ARTICLE X. OFFICERS**

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The officers of the Corporation shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer. They shall be elected from the membership of the Board of Directors at the annual meeting each year and serve for one year or until their successors are elected and qualified. All officers and employees are prohibited from practicing nepotism in making any contracting or hiring decisions. Any vacancy in office because of death, resignation, or otherwise may be filled by the Board for the unexpired portion of the term.

The Executive Director may not serve as an Officer of the Board.

**1. Duties of the Chairperson**

The Chairperson shall preside at all meetings of the Board of Directors and Executive Committee. The Chairperson, in consultation with the Executive Director, shall have authority to call meetings. If the Chairperson is incapacitated or absent. The responsibility for calling meetings shall rest with the Vice-Chairperson and the Executive Director. The Chairperson shall appoint members to all standing and special committees of the Board, subject to approve of the Board of Directors. The Chairperson shall perform such other duties and have such other powers as the Board shall determine from time to time.

**2. Duties of the Vice-Chairperson**

The Vice-Chairperson shall preside at meetings in the absence of the Chairperson. In the absence of the Chairperson, the Vice- Chairperson shall assume all duties of the Chairperson.

**3. Duties of the Treasurer**

The Treasurer shall review the Corporation’s financial reports provided by the Fiscal Department and report on the state of finances at periodic intervals.

The agency’s Fiscal Officer shall oversee all funds and assets of the Corporation, as well as the keeping of full and accurate accounts and records. The Fiscal Officer shall have charge of all financial papers and records of the Corporation, which shall be kept at the Corporation’s principal place of business.

**4. Duties of the Secretary**

The Secretary shall see that the proceedings of all meetings of the Corporation are properly kept. The Secretary shall call roll at the meetings and determine a quorum is met.

**5. Secretary-Treasurer Office**

The positions of Treasurer and Secretary shall be held by the same person.

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**ARTICLE XI. COMPENSATION OF DIRECTORS**

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No member of the Board will receive compensation for services as a member of the Board.



The Corporation will reimburse members of the Board for expenses incurred when conducting business on behalf of the Corporation.

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**ARTICLE XII. CODE OF CONDUCT AND CONFLICT OF INTEREST**

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No person may sit on the Board who is an officer or an employee of an organization contracting to perform a component of the Corporation work program.

No employee of the Corporation may serve on the Board, and no other Federal employee may serve on the Board in a capacity which will require him/her to act as an agent of or as attorney for the Corporation in its dealings with the Oklahoma Department of Commerce or with any other agency of the State of Oklahoma.

A former employee of the agency may not serve on the Board of Directors for a period of three years after the date their employment has ended.

Board members are required to sign the Conflict of Interest Disclosure and to comply with requirements of the Organizational Standards and any other grant requirements such as training.

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**ARTICLE XIII. EXECUTION OF INSTRUMENTS**

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The Executive Director, Administrative Resources Director, and three other senior staff members shall be authorized by the Board of Directors to sign checks for the Corporation. Two signatures are required on checks.

All documents relating to any trust or gift, and all deeds, leases, contracts, notes, transfers or assignments of securities, or otherwise, and other obligations of the Corporation, shall be signed by the Executive Director of the Corporation or the Chairperson.

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**ARTICLE XIV. EMPLOYEES AND AGENTS**

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The Board of Directors shall appoint and employ an Executive Director who, subject to the Board's direction, shall manage the day-to-day affairs of the Corporation, implement goals and policies established by the Board, and advise the Board and its committees concerning the affairs and activities of the Corporation. The Executive Director shall be empowered to hire, supervise, and terminate the Corporation's other employees in accordance with personnel policies established by the Board including the Head Start Director, Chief Financial Officer, or any other person in an equivalent position with the agency. In addition, the Executive Director

shall perform such other duties and have such other authority as the Board may designate from time to time. The Board shall evaluate the Executive Director and set his/her compensation on an annual basis. The Board may remove the Executive Director at any time with or without cause.

The Board of Directors may appoint agents who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any such agent at any time with or without cause.

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#### **ARTICLE XV. AMENDMENTS**

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These By-Laws may be changed in part or in their entirety by a two-thirds vote of the members of the Board of Directors present at a Board meeting. Notice of proposed change or changes shall be mailed to each member of the Board of Directors not less than five (5) days prior to the meetings. All amendments, alterations, or revisions shall be promptly transmitted to the Oklahoma Department of Commerce.

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#### **ARTICLE XVI. PETITION PROCEDURES**

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A low-income individual, community organization, or religious organization, or representative of low-income individuals that considers its organization, or low-income individuals, to be inadequately represented on the Board may submit a petition for representation to the Board. The petition must be signed by at least twenty-five (25) individuals, unless the chairperson determines that it is appropriate to waive this requirement in a particular case. A written statement of the Board's action on the petition shall be provided to the petitioning individual or group and a copy of the statement shall be sent to the appropriate government funding sources as required by law or procedure in effect from time to time. Should it decide to provide representation to the petitioning organization or interest, the Board shall take any actions necessary to provide that representation while ensuring that the Board's composition meets the requirements of the federal Community Services Block Grant Act, the federal Head Start Act, and any other applicable laws or regulations.

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#### **ARTICLE XVII. DISSOLUTION, WINDING UP, OR OTHER LIQUIDATION**

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In the event of the dissolution, winding up, or other liquidation of the assets of the Corporation, the net assets of this Corporation shall be conveyed to Oklahoma non-profit,

charitable, benevolent, educational, or community entities qualified as tax-exempt organizations under Section 501 of the Internal Revenue Code as now set out of hereafter amended, such tax-exempt entities to be selected by the Board of Directors with the extent of participation of each being similarly determined.

Dissolution of this Corporation shall be in compliance with the laws of the State of Oklahoma and those pertinent requirements and regulations of the Department of Commerce.

The disposition of all property and assets of this Corporation shall be in accordance with the then most current edition of Oklahoma Department of Commerce CAA Implementation Manual.