



OZARK OPPORTUNITIES, INC.

701 E. PROSPECT • P.O. BOX 1400 • HARRISON, ARKANSAS 72602 • (870) 741-9406 • FAX: (870) 741-0924

Corporate Bylaws

ARTICLE I INCORPORATED STATUS, PURPOSE & LOCATION

The name of this organization shall be known as OZARK OPPORTUNITIES, INCORPORATED.

- A. *Ozark Opportunities, Inc.* is a non-profit corporation incorporated under the laws of the State of Arkansas and recognized by the Arkansas Legislature as the proper body to carry out the purposes as set out in these By-Laws and the Articles of Incorporation as recorded.
- B. Primary Service Area: The counties of Baxter, Boone, Marion, Newton, Searcy and Van Buren Counties in Arkansas.

ARTICLE II RESPONSIBILITIES, POWERS & DUTIES OF THE BOARD

- A. The principal representative and policy making body of this corporation shall be its Board of Directors. The Board of Directors shall possess the fiduciary responsibilities of the corporation. The Chief Executive Officer under the hire and direction of the Board of Directors shall manage the business and affairs of the Corporation.
- B. The Board of Directors is responsible for the hiring, supervising, evaluation and, if necessary, the termination of the Chief Executive Officer.
- C. The Board of Directors' responsibilities includes participation in the planning (including short & long term goals), coordination, evaluation, and administration of the agency (including Community Action Programs.)
 - These duties include, but are not limited to: approving applications for funding, reviewing program progress and monitoring reports, approving agency's personnel policies and financial policies and procedures, review of the agency's annual audit reports, evaluating compliance with operating grants and contracts, and oversee the extent and quality of low income participation.
- D. In this regard the Board shall have the power to receive and administer funds pursuant to the federal Omnibus Budget Reconciliation Act of 1981 and the Arkansas Act 477 of 1977, as amended by Act 345 of 1985; to receive and administer funds and contribution from private or local public sources; to receive and administer funds under any Federal or State assistance program pursuant to the requirements of those programs.
- E. The Board shall have the power to transfer funds so received and to delegate powers to other agencies subject to its overall program responsibilities.
 - It should be noted that CSBG awards are made to the CAA Board, not CAA Staff, and Board Members may be responsible as individuals if they negligently or knowingly allow misuse or abuse of CSBG funds.

*This agency is in compliance with Titles VI and VII Civil Rights Act
"Equal Opportunity Employer"
www.ozarkopp.org*

ARTICLE III MEMBERSHIP OF THE BOARD

- A. The Board of Directors of *Ozark Opportunities, Incorporated* shall consist of Eighteen (18) members from the citizenry of the six counties covered by this agency.
- B. All members of the Board are asked, as a requirement of service, to sign and comply with a Conflict of Interest, Confidentiality, and Code of Conduct Statement. Each of these documents is a necessary and important aspect of membership, and guides members on proper etiquette and protocol. Each must be followed or members may be removed from the Board via action at a quarterly meeting of their peers.
- C. Neither any staff members of the agency nor their prohibited relatives may serve on the Board of Directors; prohibited relatives include: spouse, parents and grandparents, children and grandchildren, brothers and sisters, mothers-in-law, fathers-in-law, sisters-in-law, brothers-in-law, daughters-in-law, son-in-law, and adopted and step-family members.
- D. Board members are not compensated for their service; except for the usual and customary for travel, childcare, etc. (as outlined in Uniform Guidance, Program Regulation and Agency Policy and Procedure).
- E. Members are elected by membership at quarterly meetings as needed in accordance with requirements for each sector. A term is 5 years, and renewable upon action of a quorum of the Board of Directors.
- F. SECTORS:
 - 1. PUBLIC OFFICIALS:
 - a. One-third of the membership must be public officials (elective, appointive) provided that that number of people is available and willing to serve. One-third, therefore, is a maximum, but not necessarily a minimum.
 - b. All the chief elected officials (County Judge) of Baxter, Boone, Marion, Newton, Searcy and Van Buren Counties shall have the right to serve on the Board of Directors, and shall be required to so state their intentions of serving on the Board by letter within (60) days of taking office.
 - c. The Chairperson must receive written notice of the person selected to serve as a representative of a County Judge. If, for any reason, the County Judge does not wish to serve or appoint a permanent representative, the vacancy may be filled with another public official from the same area using a democratic method of selection and seated by the Board of Directors.
 - d. Elected officials may appoint a representative to act in their interest when they are unable to attend; these representatives cannot hold office or be counted toward quorum or cast votes if the primary Board member is present.
 - 2. REPRESENTATION OF LOW INCOME:
 - a. At least one-third of the membership must be low-income or representatives of the low-income selected by democratic procedures. The proportion of representatives of the low-income may exceed one-third of the board. Public officials are prohibited from selecting the representatives of the low-income. Low-income board members or representatives of the low-income shall be selected to the membership on the Board in the manner prescribed in this Article.

- b. In each county, selection for board representation shall be made at a meeting or conference of low-income persons such that the date, time and place of such a meeting or conference have been adequately publicized. Persons at or below one hundred twenty-five percent (125%) of the poverty line and over the age of 16 shall be eligible to vote in this selection process unless otherwise waived by the State of Arkansas funding source.
 - c. Board members must be duly elected by a clear majority of those voting. In cases of more than one candidate, the highest percentage of votes will determine the winner. Procedures will insure one vote per person.
 - d. Low-Income Target Area – This is defined, unless otherwise amended, as the areas listed Baxter County, Boone County, Marion County, Newton County, Searcy County and Van Buren County.
3. REPRESENTATION OF PRIVATE GROUPS AND INTERESTS:
- a. The remaining members of the Board must be members or officials of business, industry, labor, religious, minority, private welfare, private education, or other major groups and interests in the community. Those interested groups will make selection of representatives themselves. The total of such representatives may be less than one-third.
 - b. Representative of Private Community groups shall be selected to membership on the Board in the manner prescribed in this Article. Local private groups and interests will be contacted to provide representation to the board. Organizations shall be selected in such a manner as to assure the board will benefit from broad community involvement.
4. VACANCIES:
- Any vacancy, which occurs on the Board for any reason, shall be filled in the same manner and by the same body which originally sent a representative to that seat. Such representative will serve for the remainder of the unexpired term.

ARTICLE IV MEETINGS OF THE BOARD

- A. Regular meetings will be held quarterly for the Board of Directors of *Ozark Opportunities, Incorporated*. All other meetings shall be considered “special meetings.”
- B. Special Meetings may be called by the Chairman of the Board, upon request of any ten members of the Board or upon the request of the Chief Executive Officer pursuant to the notice requirements of this Article.
- C. Written notice stating the agenda, the place, date and time of each regular meeting shall be sent so as to be received by each Board Member at least fourteen days prior to such meetings. Notice may be sent via multiple methods; including email, fax, regular mail, etc.; depending on the needs of the member.
- D. The Public shall be notified of Board meetings at least 5 days prior to the meeting. The public notice shall state: “The public is invited to attend”. Notice is provided via multiple methods, including social media, OOI website, local newspaper, etc.
- E. All meetings of the Board of Directors shall be held in the *Ozark Opportunities, Incorporated* service area.

- F. The presence of fifty percent of the non-vacant seats of the Board of Directors of this corporation at any meeting thereof shall constitute a quorum of that body. No business may be conducted at any meeting unless a quorum is present.
- G. Electronic or teleconferencing meetings may be held as deemed appropriate- members present via these methods will be counted for quorum and votes.
- H. The act of the majority of the Directors at any meeting at which a quorum is present shall be an act of the Board.
- I. All regular and special meetings shall be open to the general public except that those meetings, which intend to address sensitive personnel actions or evaluate data of a sensitive nature, may be held in closed session upon a majority vote of a simple quorum of the Board.
- J. The Parliamentary Procedures of all meetings of this corporation shall be conducted in accordance with Robert's Rules of Order, Revised.
- K. Each member of the Board shall be entitled to one vote. Proxy voting is prohibited and alternates are not allowed.
- L. Removal from Membership for Cause: Reasons for removal of a Board Member include the following:
 - 1. False certification on application for membership.
 - 2. Unexcused absences from more than three consecutive meetings (see below.)
 - 3. Failure to comply with the agency's Conflict of Interest Policy.
 - 4. Breach of the Code of Conduct and/or Confidentiality Policy.
 - 5. Other grievous actions that meet the standard of willful misconduct.
 - a. Any member of the Board may be removed for above reasons; removal for cause must be supported by a two-thirds vote of a meeting at which a quorum is present. In the case of public official representation, the public official will be petitioned by the Board for removal of their representative, and petitioned for appointment of a new representative.
 - b. Unexcused absences- if a member is unable to attend three consecutive meetings, upon nonarrival to the fourth meeting they are automatically considered no longer a member of the Board.
- M. An agenda of each special call meeting of the Board shall accompany the notice of that meeting and shall be sent to all Board members. No meeting, be it regularly scheduled or special call, may address the issue of:
 - 1. Removal of a member of the Board for cause
 - 2. The election of officers of the Board
 - 3. The amendment or revision of these by-laws or
 - 4. The hiring or firing of the Executive Director of this corporationUnless such items appear on an agenda circulated pursuant to the requirements of this article.
- N. The Board shall keep for each meeting written minutes, which includes a record of votes on all motions. Minutes of the previous meeting shall be distributed to all members before the next meeting and shall be made available to the public upon request.
- O. All Board members may be reimbursed for cost of transportation to and from meetings at the current agency reimbursement rate.
- P. All Board members will abide by the Code of Conduct as described in *Ozark Opportunities, Inc.* Board Member Handbook.

ARTICLE V OFFICERS OF THE BOARD

- A. The officers of this corporation shall be the Chairperson, Vice Chairperson and Secretary/Treasurer. All officers of this corporation shall be duly selected members of the Board. No officer of this corporation shall receive compensation for duties performed in the exercise of his office.
1. **CHAIRPERSON OF THE BOARD** – The Chairperson shall be the principal representative of the Corporation and the only member authorized to speak on behalf of the Board. When present, the Chairperson shall preside at all meeting of the Board. The Chairperson may sign any contract, agreement, or other instrument that the Board has authorized.

The Chairperson shall, in general, perform all duties incident to the office of the Chairperson and such other duties as may be prescribed by the Board from time to time.
 2. **VICE CHAIRPERSON** – The Vice-Chairperson shall perform all duties of the Chairperson of the Board in the absence of that Officer. The Vice-Chairperson of the Board may perform such other duties as may be assigned by the Board.
 3. **SECRETARY-TREASURER** – The Secretary-Treasurer shall, in general, perform all duties incident to the office of Secretary-Treasurer. These may include: Responsibility for the minutes of each Board meeting, ensuring timely notices of each Board meeting to the membership and to the public, reviewing of financial reports of the agency, etc. The officer may delegate the authority to the proper staff members if necessary.
- B. All officers of this corporation shall be elected at the second regular meeting of the calendar year. Each officer shall serve for a period of one year and may succeed himself in office upon a proper act of the Board.
- C. Any vacancy in any office because of death, resignation, or otherwise, may be filled by the Board for the unexpired portion of the term.

ARTICLE VI COMMITTEES OF THE BOARD

- A. **Executive Committee** – The Chairperson of the Board may appoint an Executive Committee to transact routine and ordinary Board business between meetings of the full Board. All actions must be ratified by the full Board. The Executive Committee shall be composed of the Officers of the Board and any others necessary to maintain tri-partite representation.
- B. **Other Standing Committees**– The Chairperson of the Board will appoint, at a minimum, these other standing committees:
- (1) **Finance Committee**: reviews financial reports, applications for funding, agency audits, agency Financial Policies and Procedures Manual.
 - (2) **Planning Committee**: along with agency staff establishes agency-wide priorities and conducts planning and evaluation.
 - (3) **Grievance Committee**: handles formal employee, client, or community grievances when they have reached the point that they are required to be reviewed by the Board of Directors of the Corporation.

- C. The Chairperson of the Board may appoint special committees from time to time depending 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.
- D. Membership- All committees of the Board shall fairly reflect the composition of the full Board and at least one-third of their number shall be representative of the poor.
- E. Ratification- Any and all acts of any committee must be ratified by an act of the board at the next scheduled meeting of that body.
- F. Quorum and Act- A simple majority of any committee shall constitute a quorum of that committee. Any act of the majority of a committee at which a quorum is present shall constitute an act of that committee.
- G. Notice- Each member of any committee must be notified in writing of the time, date and location of such meeting at least five (5) working days before the committee shall meet. The requirement for notice may be waived; however, upon agreement of all members of the committee that is meeting.

ARTICLE VII

PETITIONING PROCEDURE

- A. Any private community group or representative group of the poor that feels itself inadequately represented on the Board may petition for adequate representation.
- B. Fifty members of the petitioning group or by 50% of the bonafide members of that group or organization must sign any such petition.
- C. The organization or group presenting such a petition shall be promptly afforded an informal open hearing before the Board in order that they may have a full and fair opportunity to present their request.
- D. When a petitioning group is granted a seat on the Board pursuant to such a hearing, that representative should be promptly seated and afforded all rights and privileges of any other member of the Board.
- E. The Board shall then be readjusted and realigned in order to maintain the proper representation of public officials and the low-income within the eighteen (18) member limitation.
- F. A written statement of the Board's action on such petitions shall be submitted to the petitioning group and a copy of that statement to the State of Arkansas Office of Community Services.

**ARTICLE VIII
AMENDMENT OF BY-LAWS**

These by-laws may be amended, altered or revised at any time by an act of the Board. The amendment, alteration or revision of these by-laws shall be subject to the notice and agenda requirements of Article V. All amendments, alteration or revisions of these by-laws shall be promptly transmitted to the State of Arkansas, Department of Human Services.

**ARTICLE IX
DISSOLUTION OF THE CORPORATION**

Dissolution of this corporation shall be in compliance with the laws of the State of Arkansas. The disposition of all property and assets of this corporation shall be in accordance with state and federal laws.

ACCEPTED BY BOARD ACTION: May 31, 2018.

Signed by Board Chair: _____

Paula Hiep