

**Bylaws - Board Approved October 9, 2014  
NEWCAP, Inc.**

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## **I. NAME AND PURPOSE OF CORPORATION**

### **A. Name**

The name of the Corporation shall be NEWCAP, Inc.

### **B. Purpose**

1. Provide a means to achieve the planning, developing, implementing, coordinating, and administering the Community Action Programs in accordance with the Economic Opportunity Act of 1964 and successor legislation in the counties of Brown, Florence, Forest, Langlade, Marinette, Menominee, Oconto, Oneida, Shawano, and Vilas, and any other geographic territories, authorized by action of the Corporation.
2. Strengthen community capabilities for planning and coordinating so as to ensure that available assistance related to the elimination of poverty can be more responsive to local needs and conditions.
3. Better organize services related to the needs of low income communities and residents.
4. Maximize feasible participation of the low income in the development and implementation of all programs and projects designed to serve the low income.
5. Broaden resource base of programs directed to the elimination of poverty so as to include all elements of the community able to influence the quality and quantity of services to the low income. This includes providing affordable decent, safe, and sanitary housing for low- and moderate-income people.
6. Use new types of services and innovative approaches in attacking causes of poverty so as to develop increasingly effective methods of employing available resources.
7. Maximize employment opportunity, including opportunity for further occupational training and career development, for residents of the area and members of the groups served.
8. The purpose of the Corporation and its activities shall be limited to exclusively charitable and education purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as it may be amended from time to time.

## **II. BOARD OF DIRECTORS**

### **A. Authority and Responsibility**

The governing body of the Corporation shall be the Board of Directors, which shall have the following authority and responsibilities:

1. Hire and maintain CEO who shall be given the necessary authority and responsibility for the management of the Corporation, subject only to policies enacted by the Board. The CEO shall serve as an ex officio, non-voting member of the Board and may attend Board meetings and Board Committee meetings unless otherwise restricted due to Board policies. The CEO shall act as the duly authorized representative of the Board in all matters except those in which the Board has formally designated another individual or group to act. The CEO shall be responsible for hiring and firing employees of the

Corporation based upon the general guidelines prescribed by the Board. The CEO is directly accountable to the Board. The CEO may be removed from employment only by the determination of the Board. A two-thirds vote of all seated Board members shall be necessary to remove the CEO. Any removal shall be without prejudice to the general employment contract rights (if any) of the individual removed.

2. Determine major personnel, organization, fiscal, and program policies.
3. Participate in the development, planning, implementation, and evaluation of the programs offered by the Corporation in its service of low-income communities.
4. Supervise, control, and direct the affairs of the Corporation, actively promote and pursue the Corporation's objectives, identify the needs of the area served, and supervise the disbursement of the Corporation's funds.
5. Determine overall program plans and priorities, including provisions for evaluating progress against performance.
6. Make final approval of all program proposals and budgets.
7. Hold CEO responsible for enforcing compliance with all grant conditions.
8. Oversee the extent and quality of participation of low income people in programs.
9. Adopt rules and regulations for the conduct of business and may delegate certain of its authority and responsibilities to one or more committees.
10. Elect the Officers and the Executive Committee of the governing Board.
11. Review committee decisions and approve/disapprove them.
12. Be familiar with the mission, purpose, structure, major activities, and funding of the Corporation.
13. Attend and actively participate in meetings of the Board and committees assigned.

## **B. Representation**

The number of Directors of the Corporation shall normally be thirty (30), unless any Community Action or representative group of the low income has successfully petitioned for expansion of the Board membership, in which case, prescribed selection procedures will be invoked. All Directors shall have residence in one of the ten (10) counties: Brown, Florence, Forest, Langlade, Marinette, Menominee, Oconto, Oneida, Shawano, and Vilas. Any Board member selected to represent a specific geographic area must reside in the area he/she represents.

1. One-third of the members shall be elected Public Officials or their representatives. Each of the ten (10) counties shall have no more than one (1) Public Official.
2. At least one-third of the members shall represent low-income persons in the communities served, being chosen in accordance with democratic selection procedures

adequate to ensure that they are selected by and they represent low-income persons (State Statutes 46.30). Secondly, the Board shall have no less than ten (10) people who are either low-income themselves or represent the interests of low-income people. They shall normally represent each of the ten (10) counties, but may, on occasion, be chosen from an at-large group within the ten- (10-) county service area.

3. The remaining members shall represent specific groups or areas within NEWCAP, Inc.'s service area. This group is known as the Private Sector.

### **C. Composition and Selection**

#### **1. Public Officials**

The chief executive of each County Board of Supervisors shall normally select the elected Public Officials to serve on the Board. Public Official representatives shall be approved for Board membership by vote of the Board of Directors. The individuals appointed as Public Official representatives shall be elected Public Officials from each of the 10 counties that make up the service area.

In the event that there are not enough elected Public Officials reasonably available and willing to serve on the Board, then Public Officials with general governmental responsibilities that require them to deal with poverty-related issues may be appointed. Each Public Official selected to serve on the Board may choose one (1) permanent representative to serve on the Board either full time in his/her place or whenever he/she is unable to attend a meeting. These representatives need not be Public Officials themselves, but they shall have full authority to act for the Public Officials whom they represent at meetings of the Board. If the Public Officials, both elected and appointed, who are willing to serve do not comprise ten (10) in number, then the remainder of the seats allotted to the Public Officials shall remain vacant.

The designating Official may fill these seats at any time, as soon as an Official is willing to sit on the Board. Term of office shall be from date of appointment until date of replacement's appointment.

#### **2. Private Officials**

Since the NEWCAP, Inc. Board is not normally more than thirty (30) in number, with no more than ten (10) Public Officials and at least ten (10) Low-Income Representatives, the number representing private organizations shall be the difference between Public and Low-Income Representatives and the number 30. These representatives shall be selected in such a manner as to ensure that the Board will benefit from broad community involvement. The Board shall draw representation not only from among private social service agencies, private educational institutions, constituencies of the low income concerned with specific problems (for example, the disabled, low income, and other private organizations within the community), but also from among business industry labor organizations. While the Board will seek a balanced representation from the various counties, these representatives may be chosen at large within the service area.

### 3. Low-Income Representatives

At least ten (10) of the Directors shall be democratically elected representatives of the low income, that is, residents of the ten (10) counties and members of the groups the Community Action Program is intended to serve.

There shall be two kinds 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 sort 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. All representatives of the Low-Income Sector must not only be economically eligible, but must be elected in such a way that ensures that they truly represent the Low-Income Sector.

### 4. Petitions for Representation

Any community agency or representative groups of the low income, including, but not limited to, minority groups, the elderly, and any persons residing in pockets of poverty, which feel themselves inadequately represented on the Board, may petition for adequate representation on the Board. Petitions will be addressed to the Board Chairperson.

Upon receipt of a petition of at least fifty (50) signatures by any representative group, a fair hearing shall be conducted by the Board within sixty (60) days to determine representation on the Board. The petitioning individual or organization shall be given the opportunity to be heard at a meeting of the Board, upon such terms as the Directors shall determine.

It is hereby provided that the thirty- (30-) member Board can be expanded to include this community agency or Low-Income Representative in the event this petition is approved. Petitioning groups may obtain representation on the Board by a majority vote of eligible voting members. However, any person added as a result of petition procedures may not be considered to be a representative of the areas and groups to be served.

## **D. Term of Office**

New Board members can be seated at any time.

### 1. Low-Income and Private Sectors

Directors representing Low-Income and Private Sectors shall be elected to a 5-year term. To serve a second 5-year term, and any other additional terms, a majority vote of support by the Board of Directors will be necessary to be seated again.

## 2. Public Sector

Public Officials, or their representatives, serve at the pleasure of the appointing authority and as long as the Public Official is currently holding office.

### **E. Attendance**

Directors who fail to attend two (2) successive regular meetings of the Board, unless excused in advance, may immediately be placed on removal probation.

Such Board members will be notified and given opportunity to have such probation removed in the event that the member attends the next regular meeting of the Board.

1. Excused Absence - Members shall be excused provided they notify the Agency office prior to a meeting or any time on the next day before the close of business.
2. Leave of Absence - Any member of the Board temporarily unable to actively participate in the duties of the Board because of illness or absence from the community, may request a leave of absence from the Board. Such a leave may be granted by a majority vote of the members present at a regular meeting or by the Executive Committee.

### **F. Removal**

Any Director may be removed from the Board by a majority vote of the members present, when deemed appropriate.

### **G. Vacancies**

Any vacancies caused by death, resignation, or removal, as provided above, shall be filled in the same manner as the original selection or appointment, and the replacement Director shall serve for the balance of the unexpired term.

### **H. Meetings**

#### 1. Annual Meeting

The Annual Meeting of the Corporation shall be held in the month of October at a place, day, and hour determined by the Board for the purpose of electing Officers and Members at Large.

#### 2. Bimonthly Meeting

The Board of Directors shall meet no less than bimonthly at a place, day, and hour determined by the Board, with the Executive Committee conducting necessary business on those off months.

#### 3. Special Meetings

Special meetings of the Board of Directors may be called by the Board Chairperson, the Executive Committee, or by the Board Chairperson upon the written request of any twelve (12) Directors. Any lawful business may be transacted at such special meetings.

4. Meeting Notice

Written notice for all meetings of the Board of Directors shall be mailed at least seven (7) days prior to the meeting to all Board members, specifying time, place, and agenda. Regular meetings will also be publically announced in the major area newspapers.

5. Meeting Minutes

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 all members before the next meeting and shall be made available to the public upon request. The Board shall also make available to the public, upon request, translations of the minutes in areas where a significant portion of the poverty population does not speak English.

6. Quorum

A quorum shall consist of 50% of the non-vacant seats of the Board of Directors. If a full Board meeting is called and a quorum is not present for the full Board, but there is a quorum for the Executive Committee of the Board, then the Executive Committee shall convene and transact any business on behalf of the full Board. The Board Chairperson shall normally determine whether there is sufficient business to be considered by the full Board or Executive Committee to warrant meetings beyond six (6) per year.

Any action of the majority of those present shall be the action of the Board, unless the act of a greater proportion is required by applicable state or federal laws or regulations or the Articles of Incorporation or by these Bylaws.

Proxy voting and alternates are prohibited.

### **III. OFFICERS OF THE CORPORATION**

Officers of the Corporation shall be Board Chairperson, Board Vice Chairperson, Secretary, and Treasurer and shall serve as Officers of both the Board of Directors and the Executive Committee.

#### **A. Chairperson**

1. The Board Chairperson shall be the principal Officer to the Corporation and shall, when present, preside at all meetings of the Board of Directors and the Executive Committee.
2. The Board Chairperson shall be an ex-officio voting member of all committees and shall be counted in determining whether a quorum is present, except that the Board Chairperson is a member of the Executive Committee.
3. The Board Chairperson shall have the authority to sign, execute, and acknowledge on behalf of the Corporation all deeds, contracts, leases, reports, and all other documents or instruments necessary and proper to be executed in the course of the Corporation's regular business provided no present or contingent aspect of such action shall be authorized by the Board of Directors.

**B. Vice Chairperson**

The Board Vice Chairperson shall perform the duties of the Board Chairperson in his/her absence, and when so acting, shall have all the powers of, and be subject to, all of the restrictions of the Board Chairperson.

**C. Secretary**

1. The Secretary or designee shall call the roll of the members at meetings of the Board of Directors and the Executive Committee.
2. The Secretary or designee shall ensure that members of the Board of Directors and other appropriate parties are provided with timely notices of all regular and special meetings.
3. The Secretary or designee shall ensure that minutes of meetings are accurately recorded and maintained and that the records of the Corporation are maintained in good order and in compliance with legislation.

**D. Treasurer**

The Treasurer shall request financial reports of the Corporation for review by the Board.

**E. Election**

To be elected as an Officer of the Corporation or the Chairperson of a standing committee, a Board member must have completed no less than a one- (1-) year term in good standing. Election of Officers is held at the Annual Meeting of the Corporation every two years (opposite of Members at Large). Nominations shall be from the floor and election shall be by ballot.

**F. Term**

1. Officers of the Corporation shall be elected for two- (2-) year terms by the Board of Directors at the Annual Meeting of the Corporation.
2. Terms of office shall commence the day following election.
3. Each Officer shall hold office until his/her successor shall have been qualified or until death or removal in the manner hereinafter provided.

**G. Removal**

Any Officer may be removed from the Board by a majority vote of the members present, when deemed appropriate.

**H. Vacancies**

Any vacancies in the Officers caused by death, resignation, or removal shall be filled in the same manner as the original election or shall be appointed by the Board Chairperson and ratified by the Board of Directors, and the replacement Officer shall serve for the balance of the unexpired term. If the office of Chairperson is vacated, the Vice Chairperson will automatically assume the duties of Chairperson through the remainder of the term.

## **IV. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the Officers of the Corporation and a maximum of seven (7) additional Directors (Members at Large and the Personnel Committee Chair) for a total of a maximum of eleven (11) members, reflecting geographic and representative composition of the Board.

### **A. Duties**

1. The Executive Committee shall function for the Board between meetings of the Board when necessary.
2. The Executive Committee may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authorization may be general or confined to specific instances.
3. The Executive Committee shall have authority to transact the business of the Agency as delegated to it by the Board.

### **B. Meetings**

1. Meetings of the Executive Committee shall be held at a time, place, and date selected by the members.
2. Special meetings of the Executive Committee shall be called by the Board Chairperson as needed, or a conference call may be counted as a legitimate meeting at the request of any three (3) Board members.
3. Notice of any special meeting shall be normally given at least forty-eight (48) hours previously by written notice to each committee member.
4. Written Notice of all regular meetings shall be normally given seven (7) days in advance, indicating time, place, and agenda.

### **C. Election**

Election of Members at Large of the Executive Committee is held at the Annual Meeting of the Corporation every two years (opposite of Officers). Nominations shall be from the floor and election shall be by ballot.

### **D. Term**

1. The terms of office for Officers serving on the Executive Committee shall be for two (2) years, except where a vacancy has caused an unexpired term; in that case, election shall be for the balance of the unexpired term.
2. The terms of office for Members at Large serving on the Executive Committee shall be for two (2) years.
3. Terms of office shall commence the day following election.

**E. Vacancies**

Any vacancies shall be filled by the Board of Directors at the next appropriate Annual Meeting of the Corporation.

**V. OTHER COMMITTEES**

**A. Standing and Ad Hoc Committees**

Committee shall carry out the duties and responsibilities of the Board and oversee the functions of the Corporation. Composition of the permanent committees shall be constituted in such a manner as to reflect the pattern of representation of the Board as a whole, except that low-income people may comprise more than one-third of such committees.

**VI. MISCELLANEOUS**

**A. Parliamentary Procedure**

Roberts Rules of Order shall be followed at all meetings of the Corporation.

**B. Electronic Transactions**

The Corporation recognizes and accepts email and electronic signatures as a legally binding method for authorizing and approving a document's content/meaning and conducting other Agency business. The Corporation also recognizes and accepts business and transactions conducted via telephone, as long as all parties agree or unless policy or requirements dictate otherwise. Documentation shall be retained as defined by law.

**C. Fiscal Year**

The Corporate Fiscal Year shall be from January 1 to December 31.

**D. Expense Reimbursement and Allowances**

Allowances for the low income and private member reimbursement to all members of the Board are permitted.

**E. Conflict of Interest**

No person may sit on the Board who is an officer or an employee of an organization contracting to perform a component of the NEWCAP, Inc., work program funded by DHFS. No employee of NEWCAP, Inc., or of DHFS may serve on the Board, and no other state employee may serve on the Board in a capacity which will require him or her to act as an agent of, or as attorney for, NEWCAP, Inc., in his dealing with DHFS or any other state agency.

**F. Political Activity**

No part of the activities of the Corporation shall include direct participation or intervention in any political campaigns on behalf of any candidates for public office.

**G. Dissolution**

Upon dissolution, all assets not requiring distribution or discharge of liabilities and obligations of the Corporation, or which are held by the Corporation, upon the condition

requiring return whereas specifically provided by Section 181.5 (1), (2), (3) of the Wisconsin Statutes, for 1963, shall be distributed to groups working on behalf of the elimination of poverty in the areas served. The purposes are intended to be exclusively charitable within the means of 501(c)(3), Internal Revenue Code, and primarily to administer government-sponsored projects; If the Corporation dissolves its assets, they will be distributed or used exclusively for charitable purposes. No Director or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

## **VII. INDEMNIFICATION AGAINST LIABILITY**

The Corporation shall indemnify and hold harmless each person who shall serve at any time as a member of the Board or Officer of the Corporation from and against any and all claims and liabilities to which such person may become subject by reason of his/her having been a Board member or Officer of the Corporation or by reason of any action alleged to have been taken or omitted by him/her as such Board member or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claims or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expenses incurred in connection with any claims or liability arising out of his/her own negligence or willful misconduct.

## **VIII. AMENDMENTS**

1. These Bylaws may be amended by a two-thirds majority vote of all the members present at a regular or special meeting of the Corporation. Notice of proposed amendments must be given to all members at least seven (7) days prior to the date of such meeting.
2. These Bylaws shall become effective upon the date of approval of the Board of Directors. All previous Bylaws, amendments, and additions of this Corporation are rescinded as of the date of this approval.