

**BY-LAWS
OF
MID-CUMBERLAND COMMUNITY ACTION AGENCY, INC.
(Last Revised February 22, 2018)**

The Charter for the Mid-Cumberland Community Action Agency, Inc., a Section 501(c)(3) not for profit corporation (hereinafter MCCA) was filed with the Tennessee Secretary of State on December 2, 1971. The By-Laws have been revised several times, including but not limited to, November 24, 1981, in 1993, April 25, 1996, December 9, 1999, and August 28, 2014, all of which are hereby replaced in their entirety by the following By-Laws. These By-Laws shall regulate the affairs of the Corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, Section 48-51-101 *et seq.*, Tennessee Code Annotated. Any reference to individuals include both the masculine and feminine meaning.

**ARTICLE 1
NAME, OFFICES, AND REGISTERED AGENT**

Article 1.01. *Name.* The name of the Corporation is Mid-Cumberland Community Action Agency, Inc., and it shall hereinafter be referred to as MCCA or the "Corporation".

Article 1.02. *Registered Office.* The Corporation shall designate and continuously maintain a registered office in the State of Tennessee. The office on the date of this instrument is 233 Legends Drive, Suite 103, Lebanon, Tennessee 37087.

Article 1.03. *Principal Office.* The principal office of the Corporation shall be that which is designated as such in its Charter. The office on the date of this instrument is 233 Legends Drive, Suite 103, Lebanon, Tennessee 37087.

Article 1.04. *Other Offices.* The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine. On the date of this instrument the Corporation maintains an office in each of the following seven (7) counties: Cheatham, Robertson, Rutherford, Sumner, Trousdale, Williamson, and Wilson.

Article 1.05. *Registered Agent.* The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office. That agent shall typically be the Executive Director.

ARTICLE 2 PURPOSE

Article 2.01. MCCA is committed to providing resources and opportunities for families, children, and individuals to improve their quality of life, through a wide array of agency programs and partner programs.

Article 2.02. MCCA shall administer some of the programs of the Tennessee Department of Human Services, The Tennessee Housing and Development Agency, the U.S. Dept. of Health and Human Services, and the Department of Energy, and other appropriate agencies in the counties of Cheatham, Robertson, Rutherford, Sumner, Trousdale, Williamson, and Wilson, or in any other county so authorized.

Article 2.03. MCCA shall work with the public, private, and target sectors in an effort to serve the needs of the lower income community and to seek out, identify, and work to eliminate the causes of poverty within the communities it serves.

Article 2.04. MCCA shall work to make the communities served more aware of and responsive to the needs and interests of the lower income population by mobilizing available resources.

Article 2.05. MCCA shall work to assist the lower income population in securing and keeping affordable and safe housing.

Article 2.06. MCCA shall work to plan and develop a system of priorities among projects, activities and areas as needed for the most effective and efficient use of resources.

ARTICLE 3 BOARD OF DIRECTORS

Article 3.01. *General Powers.* All corporate powers of the Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

Article 3.02. *Qualifications.* MCCA shall administer the Community Services Block Grant program through a tripartite board that fully participates in the development, planning, implementation, and evaluation of the program to serve low income communities. All Directors must be natural persons and shall be at least eighteen (18) years of age. MCCA directly serves the counties of Cheatham, Robertson, Rutherford, Sumner, Trousdale, Williamson, and Wilson Counties. Those named counties shall have representation on the Board of Directors. All Directors must be a resident of the county for which they were appointed or elected to serve.

Employees of the MCCA, and their spouses, relatives by blood or by adoption or by marriage are prohibited from membership on the Board of Directors during the term of the employment and for a period of five years after such employment with MCCA. However, interim (temporary) employees are not precluded from serving on the Board of Directors upon completion of their interim employment.

Article 3.03. Representative Selection. After each prospective Director has been selected to serve on the board through the appropriate selection process described below for the sector in which he proposes to serve, and has been determined by the board to meet the qualifications set by the board from time to time for service as a Director, the Board of Directors shall vote whether to elect him/her to the board. In accordance with Section 676B of 42 USC 9910, Tripartite Boards for Private Non-Profit Entities administering the Community Services Block Grant Program, the Board of Directors shall have representatives from the following sectors:

Target or Low Income Sector: The board shall implement a democratic selection process for Target or Low Income Sector Directors. Such procedures may include, either alone or in combination: (1) election cast by the corporation's clients and/or by other low-income people in the corporation's service area; (2) selection at a community meeting in a low-income neighborhood in the corporation's service area and/or on a topic of interest to low-income people and publicized to low-income people in the corporation's service area; and/or (3) designation by organizations in the corporation's service area composed of a majority of low-income people (Low-Income Organizations). Once a person is selected through a democratic process, that person is submitted to the board to be voted upon.

Private Sector: The board shall vote on individuals who are officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served as Private Sector Directors.

Public Sector: The Board of Directors shall vote on elected public officials to serve as Public Sector Directors. If the number of elected officials reasonably available and willing to serve on the board is less than one-third of the board, the corporation may select appointed public officials to serve. If a public official selected by the Board of Directors cannot serve himself, he may designate a representative, subject to approval of the corporation's board, to serve as a Public Sector Director; the representative may, but does not need to be, a public official. Should a public official fail, within the period specified by the corporation's board, to accept a seat or designate a representative to serve, the corporation's

board shall select another public official to fill the seat or to appoint a representative, subject to approval of the corporation's board, to fill the seat. The Board of Directors shall seek representatives from the Public Sector who are elected local government officials, or their representative.

Each of the member counties shall provide three (3) representatives, one from each of the above described sectors.

In accordance with the Head Start Act of 2007 as amended (U.S. Code Citation: 42 UCS 9801 et seq) the board shall be comprised of at least one member with a background and expertise in fiscal management or accounting, one member with a background and expertise in early childhood education and development, and one member shall be a licensed attorney familiar with issues that come before the Board of Directors. If said person(s) is not available, the board shall utilize the services of a consultant or another individual(s) with relevant expertise.

Additionally, the board shall reflect the community to be served and include at least one parent of a child who is currently enrolled, or was formerly enrolled in a Head Start program, and the board should include individuals with expertise in education, business administration or community affairs.

Individuals of the Public Sector, the Private Sector, and the Low Income (Target) Sector shall be nominated or elected to the Board of Directors by a reasonable sampling of the community they serve. All nominees shall be approved by a majority vote of the Board of Directors.

In the event a community or county does not provide three representatives, the Chair of the Board shall solicit representatives from such county or community in accordance with the above described requirements.

Article 3.04. Approval and Term. A potential member of the Board of Directors may be elected by the approval of the Board of Directors at any meeting of the Board of Directors. The term of a Director shall be five (5) years. A board member may be approved and re-elected by the Board of Directors for three consecutive terms. After completing the third term, the member must be off of the Board of Directors for a minimum of 12 months before they can be eligible to return (assuming a seat is available in his/her county for which he/she qualifies).

In the case of the Public Sector or a Representative; if the board member is the elected official then he may serve personally on the Board of Directors until his current term in the elected seat expires. If the board member is a designated representative of the elected official, then that representative's term will be until the public official's current elected term expires or he is removed from office. If the elected official is reelected, then a new appointment letter must be received from the elected official for the representative to continue on the board. If a public

official chooses a representative to serve as a board member, and the Board of Directors then approves and elects that representative, then that person is the board member. This individual's comments and votes may or may not reflect that of the elected official that submitted him to the board.

Article 3.05. Removal of Directors. Board members should realize that in order to meet their fiduciary duties, they must be able to attend the meetings of the Board of Directors. Board members can be removed from the Board of Directors with or without cause.

1. **Grounds for Removal.**

- a. **Incapacity.** The Board of Directors may remove a Director, if in the opinion of the board, the Director is incapacitated or otherwise unable to carry out the duties of his/her office.
- b. **Cause.** The Board of Directors may remove a Director for cause for one or more of the following reasons: conduct the board deems contrary to the best interests of the corporation; violations of the corporation's Articles of Incorporation, By-Laws, Conflict of Interest policy, board resolutions or other policies; absence from three (3) or more consecutive board meetings; false statements on documents completed in connection with service as a Director or officer of the corporation; acts involving fraud, criminal conduct or moral turpitude making the Director unfit for further service.

2. **Removal Procedures.** The board shall provide all Directors, including the Director proposed to be removed, with at least seven (7) days' written notice of the meeting at which the removal is to be considered. The notice must specify that a purpose of the meeting is to consider removal of the Director. The Director proposed to be removed shall be entitled to an opportunity to be heard at that meeting. A roll call vote is required and the outcome requires a 2/3 majority for the board member to be removed.

3. **Resignation of Directors.** A Director may resign by delivering his or her written resignation to the Chairperson of the Board, to a meeting of the Directors, or to the corporation at its principle office. The resignation shall be effective upon receipt unless specified to be effective at some other time. A Director who has ceased to meet the qualifications for service as a Director, as specified in these By-Laws and by the board from time to time, and/or for the board seat to which he/she was elected, is deemed to have resigned as of the date s/he ceased to meet those qualifications.

Article 3.06. Number of Directors. The Board of Directors shall be comprised of twenty-one (21) Directors (three sectors in the seven counties), and at all times the number of

members of the Board shall be in compliance with the federal regulations, specifically the Community Services Block Grant Program requirements.

Article 3.07. Annual Meeting. There shall be held an annual meeting on or about the fourth Thursday of October of each year.

Article 3.08. Regular Meetings. The Board shall schedule a minimum of six (6) meetings each year. Said meetings will normally be held on the fourth Thursday of every even numbered month at a place designated by the Chairperson of the Board. If a regular meeting cannot be held then the Chair may reschedule according to the rules for Special Meetings. Regular Meetings shall be open to the public.

Article 3.09. Special Meetings / Executive Session. Special meetings of the Board of Directors may be called by the Chair or by any six (6) Directors together pursuant to the notice requirements. The Chair may also take the Board into Executive Session. Special meetings or Executive Sessions may be closed to the public if the matters being discussed concern litigation matters or matters which concern potential litigation, strategic planning, confidential information, potentially detrimental information, or matters which could cause damage to other public or private individuals or entities. If a meeting is closed to the public, it shall be considered confidential. Notwithstanding anything contained herein, in no case shall a meeting be called or held as a closed meeting, or any action taken therein, which would be in violation of the Tennessee Open Meetings Act.

Article 3.10. Meeting Agendas. The Secretary or the Chair shall set an Agenda for each meeting. The Agenda of each meeting shall accompany the notice for that meeting being sent to the Board Members. The Chair may add items to the Agenda of a regular meeting already in session. No items may be added to the Agenda of a Special called meeting. An Agenda Item may be proposed to the Executive Committee or Board Officers by any Board Member and that body shall vote on whether or not to include the item on the meeting agenda. Items that cannot be added to an agenda are the removal of a board member for cause, the election of officers, an amendment or revision of the By-Laws or the hiring/firing of the Executive Director.

Article 3.11. Notice of Meetings. Except as otherwise provided by these By-Laws, the notice requirements for meetings are as follows:

(a) Regular meetings of the Board of Directors may be scheduled and notice may be given by email, regular mail, or orally.

(b) Special meetings of the Board of Directors must be preceded by at least three (3) days' notice to each Director of the date, time and place of such special meeting.

(c) Notwithstanding (a) and (b) just above, any action by the Board of Directors to remove a Director or to approve a matter that would require approval by the members of the Board shall be preceded by at least seven (7) days' written notice to each Director that the matter will be voted upon at a therein specified meeting of the Board of Directors, unless such notice is waived pursuant below.

(d) Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Article 3.12. *Waiver of Notice of Meeting.* If a Director attends or participates in a meeting, he or she waives any required notice to him or her of the meeting.

Article 3.13. *Quorum and Voting.* A quorum of the Board of Directors shall occur if fifty percent (50%) of the non-vacant Director seats are present. A quorum must exist before a meeting may begin. If a quorum is present when the meeting is begun and a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors, except as otherwise provided in these By-Laws. Proxy votes are not permitted.

Article 3.13a. *Quorum for Hiring and Removal of the Executive Director or Directors.*

A meeting to remove a Board Member requires a 2/3 majority for the board members to be removed. Elections of Officers of the Board and the selection/removal of an Executive Director are by a simple majority vote once a quorum of fifty percent (50%) of the non-vacant Director seats exists. Both require a roll call vote.

Article 3.14. *Meeting Procedures.* Where necessary and in matters not covered by these By-Laws, *Robert's Rules of Order, Newly Revised* shall serve as a guide to proper procedure at meetings of the board and its committees. The board meetings are covered by Robert's Rules of Order, but governed by these By-Laws. The Secretary and Chairperson shall have voting rights.

Article 3.15. *Vacancy.* If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors or a vacancy resulting from a removal of a Director with or without cause, the vacancy shall be filled according to these By-laws.

Article 3.16. *Action without Meeting.* Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken via teleconference or online meetings. The affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these By-Laws. For public participation, proper notice will be provided, as required for regular board meetings

and a room provided for public use, allowing them to participate. Minutes shall be taken for all such meetings and submitted to the board at the next scheduled board meeting.

Article 3.17. Indemnification. With respect to claims or liabilities arising out of reasonable or required service as a Director of the Corporation, the Corporation shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended. Directors shall not be indemnified or reimbursed for expenses or liability incurred when acting outside the reasonable scope of their duties or without Board authorization and approval. The Board of Directors may elect to be insured collectively and individually in an amount determined by the Board.

Article 3.18. Immunity. To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

Article 3.19. Compensation. Directors of the Board shall not be compensated by salary, bonus, or by gift exceeding \$50 per year.

Article 3.19a. Compensation to Target Group and Conferences. Notwithstanding Article 3.19. Directors who are representatives of the Low Income (Target) Sector may be reimbursed for reasonable expenses. Reasonable expenses shall be at the rates approved by the Comprehensive Travel Regulations of the State of Tennessee Department of Finance and Administration. It is also recognized that conferences may occur which the Chair or its representative are expected to attend. In these special circumstances, MCCA may pay for the cost of event participation, including the reasonable cost of travel, room, and board.

ARTICLE 4 OFFICERS OF THE BOARD

Article 4.01. Required Officers. The officers of the Corporation shall be a Chairperson, a First Vice-Chairperson, a Secretary, a Treasurer and such other officers as may from time to time be elected or appointed by the Board of Directors. All officers must be natural persons, be bonded, and shall be at least eighteen (18) years of age.

Article 4.02. Election. Each year at the annual or regular meeting of the Board of Directors held as specified above, the Board shall elect the officers of the Board by a majority vote of those Directors present, provided a quorum exists. A roll call vote is required.

Article 4.03. Term of Office. The officers of the Corporation shall hold office for one (1) year or until their successors are chosen and qualify in their stead, subject, however, to the right

and authority of the Board of Directors to remove any officer at any time with or without cause. Officers may not be elected to concurrent terms.

Article 4.04. Powers and Duties of Officers. The officers of this corporation shall be the Chairperson, First Vice-Chairperson, Secretary, and Treasurer. All officers of this corporation shall be duly selected members of the Board.

(a) *Chairperson of the Board.* The Chairperson shall be the principal representative of the Corporation and, subject to the control of the Board, and shall, in general, supervise all of the business and affairs of the corporation.

When present, the Chair shall preside at all meetings of the Board. He may sign, with the Treasurer or any other designated individual thereto authorized by the Board, any contract, check, agreement or other instrument which the Board has authorized.

He shall, in general, perform all duties incident to the Office of Chairperson and such other duties as may be prescribed by the Board from time to time.

(b) *First Vice-Chairperson.* The First Vice-Chairperson shall perform all duties of the Chairperson of the Board in the absence of that officer. He may perform such other duties as may be assigned him by the Board.

(c) *Secretary.* The Secretary shall: (a) be responsible for the keeping of an accurate and permanent record of all board proceedings, (b) head the Personnel Committee of the board (c) in general, perform all the duties incident to the office of Secretary.

(d) *Treasurer.* The Treasurer shall (a) serve as Chairperson of the Finance Committee and (b) in general, perform all duties incident to the office of Treasurer.

(e) *Sergeant at Arms.* The Chair may appoint a Sergeant-at-Arms, who shall have the duty and responsibility of making sure all meetings are held in an orderly fashion and according to Roberts Rules of Order. At the Chair's request the rules may be relaxed so long as a professional and courteous decorum is maintained.

(f) *Chairperson Emeritus.* Upon fulfillment of the Chairperson's term of office, he/she transitions to the role of Chairperson Emeritus to allow for continuity. This is an honorary position, but allows the Chairperson Emeritus to attend all Board or committee meetings. Should the Chairperson Emeritus' term expire prior to or concurrent with assuming the Chairperson Emeritus role, he/she will serve in a non-voting capacity and will be eligible to return to the Board, should a seat in his/her county become available, after 1 year from the time his/her term expired.

Article 4.05. Compensation. No Officer shall receive compensation for performance of his or her duties.

Article 4.06. Removal. The Board of Directors may remove any officer at any time by a two-third (2/3) majority vote of the Board as described in Article 3.13. A roll call vote is required.

Article 4.07. Vacancies. Any vacancies occurring in the offices of the Chairperson, First Vice-Chairperson, Secretary or Treasurer shall be filled by the Board of Directors as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board of Directors.

Article 4.08. Succession of Powers and Duties. In case of the absence of any officer of the Corporation, the powers of such officer shall pass to the next Officer in the chain of command.

ARTICLE 5 COMMITTEES

Article 5.01. Executive Committee. The Chairperson of the Board may appoint an Executive Committee that includes one member from each county served and attempts to reflect the tripartite structure of the board. This committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the board, and is subject to the direction and control of the full board. The Executive Committee shall make a report of its actions and proceedings to the board at the next meeting of the board held after such actions or proceedings.

Article 5.02. Standing Committees. The Chairperson of the Board will appoint such other standing committees as the Board deems necessary. Such standing committees may include, but shall not be limited to, a Personnel Committee, a Grievance Committee, Planning Committee, Nominating Committee, and a Finance Committee.

Article 5.03. Special Committees. 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.

Article 5.04. Membership. All standing and special 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.

Article 5.05. Quorum and Act. A 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.

Article 5.06. Notice. Each member of any committee must be notified in writing of the time, date, location, and proposed agenda of such meeting at least five (5) days before the committee shall meet. The requirement for notice may be waived, however, upon written agreement of all members of the committee present.

Article 5.07. Ratification. Any and all acts of standing committees must be ratified by an act of the board at the next scheduled meeting of the Board of Directors.

ARTICLE 6 BOARD DUTIES AND POWERS

The Board of Directors, in an oversight capacity, shall be responsible for planning, coordination, evaluation, and administration of MCCAAs' programs. In this regard, the Board shall have the power to receive and administer funds pursuant to the Community Service Block Grant of 1981; to receive and administer funds and contributions from private or local public sources; to receive and administer funds under any Federal and State assistance program pursuant to the requirements of those programs.

The Board shall have the power to authorize the transfer of funds so received and to delegate powers to other agencies subject to its overall program responsibilities. The Board shall have the power to contract and to do any and all acts necessary to carry out its functions in accordance with the Community Service Block Grant Act of 1981, as amended.

ARTICLE 7 BOARD TRAINING, CODE OF ETHICS, CONFIDENTIALITY AND CONFLICT OF INTEREST

Article 7.01 Board Training. All new Board Members shall receive training material which shall include a copy of the By-Laws, a copy of the Board Roster, and materials clearly delineating the purpose, function of MCCAAs, including how it is funded and where that funding is disbursed. A sign-in sheet must be obtained for all training sessions. Board minutes may substitute for the sign-in sheet when training is during a meeting of the Board of Directors.

Article 7.02 Ethics. Each Board Member shall subscribe to a code of ethics. The code of ethics is as follows: In all manners of business pertaining to MCCAAs each Member shall, in all forms of interaction with the Board, its Officers and other Members, the Executive Director, and the employees of the MCCAAs, all parties shall speak the truth; act in a manner that is fair to all concerned; act in a manner that will be beneficial to all concerned; and act in a manner that serves the purposes of the MCCAAs. Directors shall also adhere to the following principles:

- a. Duty of Care. Act as an ordinary, prudent, and an ethical person would in like circumstances.
- b. Duty of Loyalty. Act in good faith, in the best interest of the corporation.

- c. **Duty of Obedience.** Act to ensure that the corporation operates in keeping with the laws and rules governing its formation and in accordance with its own bylaws and purposes.

Article 7.03 Confidentiality. Board Members will keep confidential the privileged or proprietary information to which they are privy while performing their duties. This information includes the overall agency business, staff decisions, volunteer decisions, client or any other persons involved in the agency and its operations. Failure to maintain confidentiality could result in removal of the Member from the Board.

Article 7.04 Conflict of Interest. Board Members will not participate in voting at any meeting where the manner being voted upon concerns the involvement with a business or another not-for-profit in which the Board Member is involved personally as an owner, investor, vendor, supplier, or on which the Board Member sits as an advisor, or in which a relative by blood or marriage is involved personally as an owner, investor, vendor, or supplier, or on which the relative sits as an advisor. Board members are required to fill out a Conflict of Interest Disclosure Statement at least every two years.

ARTICLE 8 EXECUTIVE DIRECTOR

Article 8.01. Executive Director Position. The Corporation shall keep as a permanent position the office of an Executive Director who shall be an employee of the Corporation. The Executive Director shall be selected by and hired/fired by a simple majority vote of the Board. A roll call vote is required. The Executive Director shall not be a relative, by blood or by adoption, or by marriage of any Director; and no Director may apply for the position of Executive Director without first resigning his or her seat on the Board.

Article 8.02. Duties. The Executive Director is responsible for the administration and day-to-day operations of the Corporation and for the advancement of the Corporation's purposes and implementation of its policies and programs and shall fulfill the duties and responsibilities as assigned by the Board in its discretion.

ARTICLE 9 RECORDS AND REPORTS

Article 9.01. Corporate Records. The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and appropriate accounting records.

Article 9.02. Records at Principal Office. The Corporation shall keep at all times a copy of the following records at its principal office:

- (a) Its Charter or Restated Charter and all amendments thereto;
- (b) These By-Laws and all amendments thereto;
- (c) A list of the names and business or home addresses of its current Directors and officers; and
- (d) The most recent annual report delivered to the Tennessee Secretary of State.

Article 9.03. Annual Financial Statements. The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Tennessee Nonprofit Corporation Act.

ARTICLE 10 MISCELLANEOUS PROVISIONS

Article 10.01. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Article 10.02. No Seal. The Corporation shall have no seal.

Article 10.03. Notices. Whenever notice is required to be given to Directors or officers, unless otherwise provided by law, the Charter or these By-Laws, such notice may be given in person, or by telephone, email, voicemail, or other form of wire or wireless communication, or by mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the Corporation. Written notice shall be deemed to have been given at the earliest of the following:

- (a) When received;
- (b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or
- (c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid and the receipt is signed by or on behalf of the addressee.

Article 10.04. Waiver of Notice. Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these By-Laws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of the Corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

Article 10.05. Fiscal Oversight. Using generally accepted accounting practices, the Board shall receive and administer funds pursuant to the Community Service Block Grant of 1981; receive and administer funds and contributions from private or local public sources; receive and

administer funds under any Federal and State assistance program pursuant to the requirements of those programs; and to authorize and oversee the Executive Director and such other necessary office personnel in the handling of checks, drafts, notes or other obligations, and assets of the Corporation.

Article 10.06. Deposits. The monies of the Corporation may be deposited in the name of the Corporation in such bank(s) or financial institution(s) as the Board of Directors shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Board of Directors.

ARTICLE 11 AMENDMENT OF BY-LAWS

By Board of Directors. These By-Laws may be amended, altered, or revised by a two-thirds (2/3) majority of the non-vacant seats of the Board of Directors. Notice of such meeting must be made at least ten (10) days' prior to the meeting. Such Notice shall provide the date, time and place of the meeting. Such notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider a proposed amendment to the By-Laws, and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof.

**MID-CUMBERLAND COMMUNITY ACTION AGENCY, INC.
ACTION OF THE BOARD OF DIRECTORS**

The undersigned Officers and Executive Director do hereby certify that a vote of the Members of the Board of Directors of the Mid-Cumberland Community Action Agency, Inc., did occur at the annual meeting held on February 22, 2018 and at said meeting the Board of Directors did consent to taking the following actions, which were drafted in Committee and voted on at a regular meeting with proper notice and in accordance with the requirements of the By-Laws then in place. The Board did agree and consent to such actions as follows:

That the revised form of By-Laws for the regulation of the affairs of the corporation, which has been drafted Committee and approved by legal counsel, be adopted as the By-Laws of this corporation.

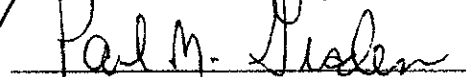
DATED this 22nd day of February, 2018.



Linda Hardymon, Chairperson



Darryl Eubanks, Secretary



Paul M. Graden, Executive Director