

BYLAWS
GATEWAY COMMUNITY SERVICES ORGANIZATION,
INCORPORATED JULY 1989

1. The name of the Corporation shall be Gateway Community Services Organization, Incorporated, doing business as (DBA) Gateway Community Action and referred to hereafter as Gateway. Gateway is a private non-profit Community Action Agency (CAA), incorporated pursuant to KRS and applicable federal law, to carry out the purpose and functions set forth in these by-laws.
2. The area of the jurisdiction of the CAA shall be the counties of Bath, Menifee, Montgomery, Morgan, and Rowan, unless otherwise changed by amendment. The central administrative office of the CAA shall be located in West Liberty, Kentucky, unless determined otherwise by the Board of Directors.

ARTICLE 1
NAME &
DESCRIPTION

The nature of the business to be transacted and carried on by this corporation is the charitable non profit the purpose of securing the optimum development of the human and economic potential of disadvantaged persons in the above named jurisdictions (counties), as well as in other areas with unmet needs as requested or required by state or federal law, or by decision of the Board. In the course of operating as a Community Action Agency as defined in KRS 273.410, the corporation shall comply with all applicable state and federal laws and regulations regarding Community Action Agencies. No significant part of the entity's activities will be influencing legislation.

The board of directors shall comply with all funding specific requirements as it relates to governance.

The purpose of Gateway is to identify and mobilize all available Local, State, Private, and Federal resources, in order to facilitate the attainment of the skills needed for self-sufficiency of the individuals within the CAA's jurisdiction. The function of the CAA in carrying out this mission will be:

- a. To fully participate in the development, planning, implementation, and evaluation of services targeting the population addressed by the CAA.
- b. To strengthen community capabilities for planning and coordinating assistance from all sources related to eliminating poverty so the assistance can be more responsive to local needs and conditions.
- c. To organize a wide range of services for low-income individuals to provide optimal services that assist in overcoming the whole complex of inter-related poverty.
- d. To initiate widespread use of services and approaches to effectively utilize available resources.
- e. To develop, a:BEi carry out, and approve all programs and projects designed to serve the disadvantaged or low-income areas within the maximum feasible participation of residents of the areas and members of the groups served to stimulate and take full advantage of

capabilities for self-advancement and assuring that the program are meaningful and widely used by their intended beneficiaries.

- f. To broaden the resource base of programs aimed at eliminating poverty to secure the services and assistance of public officials, private, religious, charitable, and community organizations and individuals and to promote a more active role for business, labor and professional groups.

ARTICLE 11 **BOARD OF DIRECTORS**

A. Composition of Governing Body

1. The principal governing body of the Corporation shall be its Board of Directors, which shall be comprised in accordance with the provisions of Article IV.
2. The board structure is defined by Federal Statute 42 USC 9910, known as a tripartite board. The original membership of the Board of Directors shall number thirty (30) representatives. The membership of the board shall not have less than fifteen (15) members and shall not exceed fifty-one members. The total number of members shall always be divisible by three (3).

B. Terms of Office & Service Limitations

1. Representatives of the low-income sector shall be elected to membership on the board in accordance with the selection procedures and as set forth in Article IV and shall serve a two-year term of office.
2. Representatives of the private sector shall be selected to membership on the board in accordance with the selection procedures set forth in Article IV and shall serve a two-year term of office.
3. Representatives of the public sector shall be selected to membership on the board in accordance with the procedures set forth in Article IV. Public officials, or their representatives, shall serve for a period of time coterminous with the term of public office from which their board membership derives.
4. There is no limit on the number of years a representative of the low-income or private sector may serve as long as they are duly selected. Low-income members democratically elected to represent a particular geographical area (county) must reside in the county at the time of election and for the duration of their term on the board.

C. Conflicts of Interest

1. Funds provided by federal and non-federal sources and administered by the Corporation shall not be obligated or expended for the purchase or rental of goods, space, or services if any board member, or a member of the immediate family of any board member, has a substantial interest in the purchase or rental.

2. Board members have a duty to fill out an annual conflict of interest form. Board members also have a duty to make known to the board any conflict of interest that becomes apparent during their term of service.
3. No employee of the CAA or his/her immediate family member, as defined by the agency's board approved personnel policies, may serve on the Board of Directors.

D. Compensation

1. Compensation to Board members is prohibited other than a reasonable allowance to be provided to the low-income members to cover costs associated with meeting attendance. All members are eligible for reimbursement for expenses incurred as the result of attendance at official meetings of the board or committees or any other functions authorized by the board shall be provided. The CAA may require specific documentation to support reimbursement for expenses.
2. No part of earnings inures to benefit of private shareholders or individuals.

ARTICLE IV
MEMBERSHIP OF THE BOARD

A. Representation of Public Officials

1. One-third of the total seats of the board shall be allotted to public officials.
2. The designating officials of the CAA, i.e. the respective county fiscal courts, inclusive of the County Judge Executives, shall possess and exercise the power to select those elected public officials, who, by virtue of their offices, serve their respective constituencies and have governmental responsibilities which affect the low-income to serve on the board. The Board may actively encourage and participate in the selection process.
3. In the event there are not enough elected public officials willing or available to serve on the board, the designating officials of the respective counties may select appointed public officials in order to fill the required public sector seats.
4. Public officials selected to serve on the board may select representatives, who need not be public officials themselves, to serve in their capacity and to act on their behalf. Once a public official selects a representative to serve on their behalf, that representative will hold the seat on the board for a term that will run concurrently with the judge executive by which they were appointed. Once a public official has selected a representative, that representative may assume the official duties of the appointing officer on the board after being formally seated. Public officials may not resume that official role themselves during the term of office for the designated

representative.

5. The names of the public officials selected and their representatives, must be submitted to the board before the public officials or their representative may be seated on the board.
6. Public officials serve the same term, with the same opportunity for renewal of term, as other Board members, unless they are voted out of office during the term.

B. Representation of the Low-Income

1. At least one-third of the total membership of the board shall be comprised of democratically elected representatives of the low-income, who need not be low-income themselves, but must be chosen in such a manner as to ensure that they truly represent the low-income. The number of seats allocated to low income sector representatives from each county shall be two (2).
2. Maximum feasible participation of the low-income representatives shall be achieved through democratic elections held no later than thirty days prior to the annual meeting in target areas served by the CAA. Measures shall be taken to ensure that only the low-income constituency actually votes for the representative and that each eligible person casts only one vote in such election.
3. Elected representative of the low-income shall be officially seated at the annual meeting.

C. Representation of Private Interests

1. One-third of the seats of the total membership of the board shall be allotted to community representatives. The community representative directors shall be nominated and confirmed by the board of directors at the May board meeting on even number years. The board of directors shall extend invitations to individuals that represent civic, professional, business, industry, labor, law enforcement, religious, welfare, education, or other groups within the counties served by the agency that the board determines would add value to the governing body.
2. Where possible, the Board shall contain one (1) individual with legal experience; one (1) individual with financial expertise; and one (1) individual with experience in the educational services offered by the entity. If the membership does not include such individuals, the Board shall express access to individuals with those professional qualifications to use as resources.

D. Removal

1. Any representative of the low-income or of the private sector may be removed from the Board for cause. Grounds for removal shall include: absence of the representative from three consecutive meetings of the board without just cause;

any change of personal status which would jeopardize the eligibility of the representative to serve on the board or which would place the representative in a conflict of interest position; or any act determined by the Board or counsel to be inconsistent with the mission and services of the CAA.

2. Public officials or their representatives can only be removed from the board by the designating officials who selected the public officials. The board shall only petition the responsible designating officials to remove the public officials or their representatives when there is cause as described in this Article or as defined under state or federal law.
3. When cause for removal of a representative of the private or of the low-income sector has been established by the board, before actual removal, the representative shall be notified in writing by the Chair of the Board of the specific grounds for removal citing dates, times, and places, as applicable. No notice is required for removal of a public official in accordance with subsection (2) above.

E. Resignation

1. A director may resign by delivering his or her written resignation to the chair, to a meeting of the directors, or to the agency's central 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 the service as a director, as specified in these bylaws and by the board from time to time, and/or for the board seat to which he or she was elected, is deemed to have resigned as of the date he or she ceased to meet those qualifications.

F. Vacancies

1. If a vacancy shall occur among the directors by reason of death, resignation, removal, or otherwise, the vacancy shall be filled by the same selection/election procedure which seated the member originally, in accordance with this Article. A newly appointed director by virtue of a vacancy shall serve the remainder of the unexpired term created by the exiting board member.

G. Former Employees of Gateway Community Action

1. No former employee of Gateway shall serve on the GCSO Board of Directors for a period of three-years after the employees' separation date. This includes an appointed representative of the public sector, an elected representative of the low-income or a board appointed member of the private sector. The exception being, should a former employee be elected to the position of County Judge Executive of any jurisdictional county prior to the three-year anniversary of employment separation from Gateway, the former employee would hold a position on the GCSO Board of Directors as noted in Article III (A)(2).
2. Former employees who have been involuntarily terminated from employment are never eligible to serve on the board.

ARTICLE V-PETITIONING PROCEDURE

DISSOLVED MAY 8, 2008

ARTICLE VI **MEETINGS OF THE BOARD**

A. Annual Meeting

The annual meeting of the Board shall be held on the second Thursday of July of each year, or in cases of Act of God or other unavoidable delay, as soon as it can be rescheduled thereafter.

B. Regular Meeting

Regular meetings shall be held bimonthly on the second Thursday of July, September, November, January, March, and May at 7:00 PM. Modifications or changes to the date or time of a regular Board meeting are publicized in the time and manner selected by the Board to notify the public.

C. Special Meetings

Special meetings may be called by the Chair of the Board or upon the request of any ten (10) members of the board pursuant to the notice requirements of the Article. A twenty four (24) hour written notice to the public is required in advance of any Special Meeting. Such notice shall include the specific purpose for the Special Meeting.

D. Location

All board meetings, regular and special, shall be held within the five-county jurisdiction of the agency, or at a place convenient and accessible to the board members and the general public upon agreement of a majority of the board. The location of each meeting shall be noted on the board agenda and made available to the public. In the interest of flexibility, recognition of health and safety requirements, and other contingencies, meetings may be held that allow for both in-person and virtual participation simultaneously.

A meeting may be held remotely or as a combination of remote and in-person attendance at the discretion of the Executive Committee or Board Chair, or at the request of a member who has a specific need for remote attendance. Such meetings are contemplated where a health emergency or other circumstance would render an in-person meeting not practical or where such a meeting could create a threat to the safety or participation of the members. To fulfill meeting requirements, the meeting must be by means of live streaming, such as Google Meets, Zoom, or other similar communication approved by the Board, where all members voting or making up a quorum can hear each other at the same time. Participants and non-voting members may participate via phone or via technology that allows them to hear the meeting but may bar verbal input until the regularly scheduled public participation section of the meeting. Participating by such Board approved means shall constitute presence in person at the meeting and shall entitle participants to make a quorum and to vote. The general public and/or media must be able to hear proceedings conducted through a virtual means.

E. Notice

Written notice stating the place, date, and time of each meeting shall be mailed or provided electronically to each Board member at least ten (10) days prior to such meetings and shall be published in each of the local newspapers within the five county jurisdiction at least five (5) days prior to such meetings.

F. Open Meetings

All regular and special meetings of the board shall be open to the general public and conducted in accordance with the Kentucky Open Meetings Act. Meetings may be closed in accordance with KRS 61.810 as amended for a specific purpose as permitted by law which may include litigation, the acquisition of property, discussion of personnel matters, or a topic required by state or federal law to be reviewed in closed session. The Board of Directors shall provide notice that the Board is going into closed session and state the reason for the closed session. Following a member's motion, the Board may go into closed session upon a simple majority vote of the quorum of the Board. No matters may be discussed at closed session other than those publically announced prior to convening the closed session. No official action may be taken in closed session.

G. Agenda

An agenda for each special meeting of the board shall accompany the notice of that meeting and shall be sent to all board members. No meeting, be it regular or special, may address the issues of: (a) removal of a member of the board for cause; (b) election of officers of the board; (c) the amending or revision of the by-laws; or (d) the hiring or firing of the CEO unless such items appear on an agenda circulated pursuant to the requirements of this Article.

H. Rules of Order

The parliamentary procedures of all meetings of the board shall be conducted in accordance with Robert's Rules of Order, Revised.

I. Voting

Each member of the board shall be entitled to one vote. Voting by Proxy, telephone without visual capability, or absentee ballot is prohibited.

J. Secret Ballot

Secret ballot will be used in voting on all motions to: remove a representative of the private or low-income sector for cause, petition responsible designating officials for the removal of a public official or his/her representative, and election of board officers.

K. Quorum

A quorum for all regular and special meetings of the Board of Directors, with the exception as noted below, will consist of those voting members present at the meeting with a minimum of one-third of all voting members being present.

A majority of all voting members shall be required at any meeting for the purposes of conducting the following business and these activities must be conducted by the Board and not by Committee:

- a) Amending, altering, or repealing the by-laws;
- b) Amending the Articles of Incorporation;
- c) Adopting a plan of merger or consolidation with another corporation;
- d) Authorizing the sale, lease, exchange, or mortgage of all, or substantially all of the property and assets of the corporation;
- e) Authorizing the voluntary dissolution of the corporation or revoking proceedings thereof;
- f) Adopting a plan for the distribution of the assets of the corporation
- g) Electing, appointing, or removing any member of the board;
- h) Hiring or terminating the CEO.

L. Act of the Board

The act of the majority of the directors at any meeting at which a quorum of the board is present shall be an act of the board.

M. Minutes

Minutes of all meetings of the board shall be kept which fairly and accurately reflect the business of the meeting and the basic sides of any disputed questions or issues which arise.

N. Distribution

Previous meeting minutes shall be mailed or provided electronically to all board members at least ten (10) days prior to regularly scheduled meetings of the board and shall be made available for public inspection, upon written request in accordance with KY Open Records Laws, at a time and place convenient to the general public.

O. Training

New Board members shall receive training on Board duties, policies, and procedures within six (6) months of being seated. Existing Board members shall receive training annually or every two (2) years.

P. Programmatic Reports

The Board shall receive regular programmatic reports at each regular Board meeting.

ARTICLE VII

OFFICERS OF THE BOARD

- I. The officers of the Corporation shall be Chair, Vice-Chair, and Secretary/Treasurer and shall be approved and seated members of the Board. No member who has not been duly seated is eligible to be an officer of the Board.
2. The Chair and Secretary/Treasurer of the Corporation shall be bonded.
3. All officers of the Corporation shall be elected at the annual meeting of the board on even number years. Each officer shall serve for a period of two years and may succeed himself/herself in office upon a motion approved by a quorum of the Board.
4. Any vacancy of any office shall be filled by nominations and board election for the unexpired portion of the term.

i. **Chair of the Board**

The Chair shall be the principal representative of the corporation, and subject to the control of the board, shall, in general, supervise all the business affairs of the corporation.

When present, he/she shall preside at all meetings of the board. He/she may sign any designated contract, agreement, grant award, proposal, or document which the board has authorized.

He/she shall, in general, perform all duties incidental to the office of Chair and such other duties as may be prescribed by the board.

ii. **Vice-Chair of the Board**

The Vice-Chair shall perform all duties of the Chair-in the absence of that officer and any other duties as may be assigned him/her by the board.

iii. **Secretary-Treasurer of the Board**

The Secretary/Treasurer shall authorize the official minutes of the board meetings; assure that all notices are duly given in accordance with provisions of these bylaws as required by law; maintain a register of the names and postal addresses of each member of the board; having reporting responsibility for all funds received by the corporation, with the assistance of the fiscal officer of the CAA; and in general, perform all duties incident to the office of Secretary/Treasurer.

ARTICLE VIII COMMITTEES **OF THE BOARD**

A. **Standing Committees**

The Chair of the board shall appoint members to standing committees. All standing committees, with the exception of the executive committee, shall have no fewer than

four members inclusive of the board chair and shall reflect the tripartite structure. The chair of the board of directors shall serve as the chair of each standing committee. Such standing committees shall include:

1. Planning Committee

The planning committee shall be responsible for assessing the problems and needs of the low-income within the area, planning projects to address those needs, evaluating the performance of functioning CAA projects, and submitting recommendations to the board for such planning that may be necessary.

2. Personnel Committee

The personnel committee shall review agency personnel policies and procedures, job descriptions, and other human resource related agency documents. The committee shall convene when/if hiring for the position of the executive director to accept applications, conduct interviews, and make recommendations to the full board.

3. Audit/Finance Committee

The audit/finance committee shall oversee the audit process, review financial policies, budgeting and financial planning, financial reporting, and monitoring of internal controls.

4. Executive Committee

The executive committee shall have and exercise the full authority of the board of directors in the management of the corporation during the period between regular meetings of the board. The executive committee shall report on the action it takes between meetings at the next meeting of the full board. The executive committee members may participate in meetings via live streaming. To fulfill meeting requirements, the meeting must be by means such as Google Meets, Zoom, or other similar communication equipment by which all persons participating in the meeting can hear and see each other at the same time. Participation by Board approved means shall constitute presence in person at the meeting and shall entitle participants to make a quorum and to vote.

The executive committee shall consist of the officers of the board, one board member from each county, and shall reflect the tripartite structure. The executive committee membership shall consist of eight (8) members.

However, the executive committee shall not have the authority of the board in reference to:

- a) Amending, altering, or repealing the bylaws
- b) Amending the articles of incorporation
- c) Adopting a plan of merger or consolidation with another corporation
- d) Authorizing the sale, lease, exchange or mortgage of all, or substantially all of the property and assets of the corporation
- e) Authorizing the voluntary dissolution of the corporation or revoking proceedings thereof
- f) Adopting a plan for the distribution of the assets of the corporation
- g) Amending, altering, or repealing any resolution of the board of directors which by its term provides that it shall not be amended, altered, or repealed by this committee

- h) Electing, appointing, or removing any member of any committee or any director of officer of the corporation
- i) Fining the compensation of any member of such committee
- j) Hiring or termination of the executive director

B. Ad Hoc Committee

As the board deems necessary the chair shall appoint members to ad hoc committees which shall function on an as needed temporary basis.

C. Membership

Ad hoc committees shall have no less than four members inclusive of the board chair and shall reflect the tri-partite structure.

D. Ratification

Any and all acts of any and all committees, with the exception of the executive committee, of the board must be ratified by an act of the board at the next regular meeting of the board.

E. Voting

Each member of any committee shall be entitled to one vote.

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 of the committee is present shall constitute an act of the committee.

G. Notice

Each member of any committee must be notified in writing, by mail or email, of the time, date, and location of such meeting at least five (5) days before the committee shall meet. The requirements for notice may be waived, however, upon written agreement of all members of the committee which is meeting. The board chair may convene an executive committee meeting with twenty-four (24) hour notice when business of a critical or urgent nature requires immediate attention.

ARTICLE IX
POWERS OF THE BOARD

The board shall have the power to receive and administer funds pursuant to Title II of the Economic Opportunity Act of 1964, as amended; to receive and administer funds and contribution from private or local public sources; and, to receive and administer funds under any Federal or State assistance program pursuant to the requirements of those programs.

The board shall have the power to transfer funds so received and to delegate powers to other agencies subject to its overall program responsibilities and governing regulations.

The board shall have the power to contract and to do any and all acts necessary to carry out its purpose in accordance with title II of the Economic Opportunity Act of 1964, as amended.

The Board shall designate certain employees or class of employees for the CAA who are authorized to sign checks on behalf of the entity.

The Board shall hire and supervise the CEO, set the compensation for the CEO, and may take action to remove a CEO.

The CEO of the entity shall act pursuant to the Boards' direction, implement Board policies, and report regularly to the Board on the CAA's programs and activities.

These bylaws may be amended, altered, or revised at any time by an act of the board. Such amendments, alterations, or revisions of the bylaws shall be subject to the notice and agenda requirements of Article VI and shall be promptly transmitted to the appropriate funding sources.

The bylaws of the organization shall be reviewed every five (5) years or more frequently by an attorney.

ARTICLE X
DISSOLUTION OF THE CORPORATION

Dissolution of the corporation shall be in compliance with the laws of the Commonwealth of Kentucky and with applicable closeout requirements and regulations for both the Community Services Block Grant funds and for those funds granted through other Federal, State, and local sources.

The disposition of all property and assets of this corporation shall be executed in accordance with applicable portions of the Federal Administration of Grants, Title 45 CFR Part 74, and any amendments thereto, as well as with other CSBG provisions.



Board of Director Chair Signature

Approved March 11, 2021