

REVISED - May 31, 2005

**BY-LAWS BY**  
**LAFOURCHE PARISH COUNCIL OFFICE OF COMMUNITY ACTION**  
**AN**  
**AGENCY OF THE LAFOURCHE PARISH COUNCIL**

**ARTICLE I**

**NAME AND DESCRIPTION**

The name of this agency shall be the Lafourche Parish Council Office of Community Action, an agency of and created by the Lafourche Parish Council, recognized by the state of Louisiana as the proper body to carry out the purpose and objectives of the Equal Opportunity Act and Community Services Block Grant, as amended in the manner set forth in these by-laws.

The central office of this agency shall be Lafourche Government Complex, Thibodaux, Louisiana.

**ARTICLE II.**

**PURPOSE**

The purpose and function of this agency shall be:

1. To administer and implement the programs of the Community Services Block Grant and other appropriate federal, state and local programs in the Parish of Lafourche.
2. To work with the three significant groups in the community, that is, the poor, the public sector and the private sector, to seek out, identify and counteract the causes of poverty within the community.
3. To make the entire community more responsive to the needs and interest of the poor by mobilizing available sources and bringing about a greater institutional sensitivity.
4. 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 III.**

**GOVERNANCE**

**Section 1. Definitions:**

- A. "Governing Board" - shall mean the Lafourche Parish Council
- B. "Administration" - shall mean the Lafourche Parish President, Parish Administrator and their representatives.
- C. "Community Action Board" - shall mean the 15 to 31 elected and/or appointed members of the advisory team as described in these bylaws.
- D. "Executive Director" - shall mean the individual designated to administer programs of the Community Action Agency.

**Section 2. Powers:**

- A. The Governing Board shall have the following Powers and Duties:
  - 1. The Governing Board shall have the power to ratify the appointment of the Executive Director of the agency. However, the Governing Board may solicit the recommendation(s) of both the Administration and the Community Action Board; and
  - 2. The Governing Board shall approve the annual budget in accordance with the Home Rule Charter; and
  - 3. The Governing Board retains the power to and assumes the responsibility for enforcing compliance with all conditions of CSBG grants.
  
- B. In exercise of its powers and responsibility, the Governing Board calls on the Administration to:
  - 1. Work with the Executive Director on behalf of the Governing Board in running the agency's program.
  - 2. Utilize its human resources department to advertise and coordinate interviews in the search of an executive director;
  - 3. Appoint the program manager after soliciting the recommendation of the Community Action Board.
  - 4. Supervise the Executive Director consistent with Administration and CSBG personnel policies.
  - 5. Work with the Executive Director to discipline and dismiss any and all employees for cause including the Executive Director.
  - 6. Monitor the finances of the program including any and all public revenue sources in compliance with and under the guide of the parish's fiscal

policies. These shall include purchasing, accounting and audit functions and the parish's finance director.

7. With approval of the Parish Council, sign on behalf of the Lafourche Parish Government on grant contracts and grant documentation for continuing and newly approved programs, amendments and reports overseeing and providing necessary assurances of compliance with conditions related to program grants and contracts.

C. The Community Action Advisory Board shall have the following powers and duties:

1. To evaluate and advise the Governing Board on the extent and quality of the participation of the poor in the programs of the Lafourche Parish Office of Community Action (the "Office of Community Action");
2. To participate in the selection of the Executive Director of the Office of Community Action, make recommendation to the Administration and if requested to the Governing Board;
3. To work with and advise the Governing Board, the Executive Director and the Administration on developing, planning, implementing and evaluating programs of the Office of Community Action;
4. To participate in the development of the Office for Community Action's operating budget;
5. To select and remove members and officers of the Community Action Board in accordance with these bylaws;
6. To establish committees and select their members in accordance with these bylaws;
7. To amend these bylaws, subject to the approval of the Lafourche Parish Council; and
8. To exercise all powers which the Lafourche Parish Council may from time to time delegate to it.

D. The Executive Director shall have the following powers and duties:

1. To manage Community Action, including:
  - Planning project operations
  - Mobilizing resources to carry out the programs
  - Scheduling activities
  - Delineating staff responsibilities
  - Evaluating staff responsibilities
  - Monitoring all projects
  - Evaluating program effectiveness and outcomes

1. To supervise his/her staff in accordance with the parish's personnel guidelines and with the assistance of the CSBG, Administration and the assigned Department;
2. To Administer programs in accordance with provisions of applicable grants, contracts, parish fiscal and administrative policy, programmatic rules and procedure, and applicable federal and state law;
3. To coordinate Board and/or Sub-committee Meetings;
4. To provide a report to the Parish Council at least quarterly including a written report submitted to the Council Clerk for submission with the meeting agenda;
5. To provide an annual presentation to the council of the program year;
6. To be available at appropriate council meetings to answer any questions regarding quarterly and annual reports.

### **Section 3. Membership:**

The Community Action Advisory Board shall consist of not less than fifteen (15) nor more than thirty-one (31) members.

### **Section-4. Composition:**

One-third (1/3) of the Community Action Advisory Board shall consist of elected or appointed public officials. A minimum of one-third (1/3) of the Community Action Advisory Board shall consist of representatives of the poor. The remainder of the Community Action Board shall be representative of the private sector. The members shall serve terms and be elected in the manner as prescribed in Article IV of these by-laws.

## **ARTICLE IV.**

### **SELECTION OF MEMBERS**

#### **Section 1. Public Officials:**

- a. Selection: The Lafourche Parish Council shall name from its elected members who are currently holding office or from elected or appointed officials from within the parish a sufficient number to comprise one-third (1/3) of the Community Action Board. The public officials selected to serve on the board may choose one 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 (alternates) need not be public officials themselves, but they shall have full authority to act for the public officials whom they authority to act for the public officials they represent at the meeting of the Community Action Board.

- b. Vacancy: When a public official serving on the Community Action Board leaves public office for any reason, his/her representative (alternate) position automatically becomes vacant. When the Community Action Board votes to declare that a public official or his/her alternate should be removed from the board for cause or because of absenteeism, the Board may petition the Lafourche Parish Council to declare a vacancy in the position on the board. These vacancies shall be filled by the Lafourche Parish Council at its next regular session by designating another office holder who is to serve on the board, who in turn may choose his/her alternate.

## **Section 2. Representatives of the Poor:**

- a. Geographic Areas: Representatives of the poor and alternates shall be elected from each of the following three geographic areas:
- a. North Lafourche - three representatives and three alternates;
  - b. Central Lafourche - two representatives and two alternates;
  - c. South Lafourche - three representatives and three alternates;

If membership on the Community Action Board is increased sufficiently that additional seats are needed to constitute one-third (1/3) of the poor representation, additional seats shall be added to the area having the largest poor population.

- b. Election:

Candidates for the post of representative of the poor and alternates must be adult residents of the areas in which the election is being held; they need not be poor themselves. The Community Action Board shall open nominations for the position sufficiently prior to the election date to allow candidates the opportunity to campaign. The election shall be held on Saturday or a weekday, at hours which allow working persons to participate. The polling place shall be easily accessible to the poor and open to the public, but only adult residents of the area may vote.

Voting shall be by secret ballot of participation. Votes shall be tallied immediately upon the closing of the polls. The election results and the person elected to represent the poor sector shall be brought before the Governing Board for approval or disapproval.

**NOTE:** The candidate who placed second in the election will be encouraged to become an alternate in the poor sector.

### **Section 3. Representatives of the Private Sector:**

The remainder of the Community Action Board shall represent various private groups thus assuring broad community involvement in the governance of the agency.

- a. Definition: A private community group shall be defined as any, non-profit group concerned with business, industry, labor, religion, chartered, private welfare, private education, civic activities, profession, significant minority groups or other community interests. In order to maintain private status these groups shall not have a legal responsibility to perform an official public governmental function and shall not receive public funding, (federal, state, or local) to defer the cost of its operation.
- b. Rotation: Each of the representatives shall represent a different community interest. Representation on the board from private groups shall be based upon interest shown by the community. Upon the expiration of the term of representative of the private sector, the vacancy shall be announced and groups may request representation on the board. However, if no group expresses an interest in filling the vacancy, the previously represented segment(s) may be allowed to select a representative for the new term. (Example: if the seats are occupied by representative for the new minorities, business, industry, and labor, and the term of the labor representative expires, a public announcement shall be made inviting nominations. However, if no group expresses an interest in filling the vacancy, the vacancy may be filled by another labor representative. Significant minority group representation will be continually represented on the board.
- c. Representatives: The private community groups who will be entitled to representation on the board shall be notified in writing of their selection and invited to select a representative and alternate to serve on the board. The representative and the alternate shall be members of the group they represent; shall be empowered to speak and act on behalf of the groups which they represent in connection with the board's business. Alternates for the private sector representative shall be chosen in the same manner as the primary representative and by the same group.

When there are more eligible private groups seeking representation on the board than there are vacancies, the group which achieves a majority vote of the public sector and the representatives of the poor will be seated.

#### **Section 4: Petition of Other Groups for Adequate Representation**

1. Any private community group or representative group of the poor which feel itself inadequately represented on the Board may petition the Board for adequate representation.
2. Any such petition must be signed by fifty members of the petitioning group or by fifty (50) percent of the bonafide members of that group or organization, whichever is less.
3. The organization or group presenting such a petition shall be properly afforded an informal open hearing before the board in order that they may have a full and fair opportunity to present their request.
4. A written statement of the Board's recommendations on such petitions shall be submitted to the Lafourche Parish Council and a statement of final action should be sent to the petitioning group or a copy to the Louisiana Department of Labor.
5. When a petitioning group is granted a seat on the Board pursuant to such a hearing, that representative shall be promptly seated and afforded all rights and privileges of any other member of the Board.
6. The Board shall then be readjusted and realigned in order to maintain the proper representation of public officials and the poor within the thirty-one member limitation.

### **ARTICLE V.**

#### **TERMS OF OFFICE AND VACANCIES**

- SECTION 1.** No representative of the poor, private or public sectors may serve on the board for more than two consecutive terms (10 years).

**SECTION 2.** The terms of office for representatives of the poor, private or public sectors shall be for five (5) years. The terms of office for a representative chosen to fill an unexpired term created by a vacancy shall coincide with the term of the previous representative whose place is being filled.

**SECTION 3.** Vacancies:

Vacancies occurring in the seat of a representative of the poor may not be filled by board members. The board only approves or disapprove the selection. An alternate to fill a vacancy must be democratically selected (usually the opposing candidate who placed second in the poor sector election). If there is no alternate, the vacancy shall be filled by democratic selection as described in Article IV, Section 2b of these Bylaws. A vacancy occurring in a seat of a representative of a private group shall be filled by the alternate and the alternate replaced by the same private group. If both the primary and the alternate's seat are vacant, the private group shall make both replacements. A vacancy occurring in the seat of an alternate for representative of a private group shall be filled in the same manner.

## ARTICLE VI.

**SECTION 1.** Program Year:

The program and fiscal year of the Community Action Board shall coincide with that of the agency: from January 1<sup>st</sup> until December 31<sup>st</sup>.

**SECTION 2.**

The Community Action Board shall conduct four (4) regular meetings per program year.

**SECTION 3.** Special Meetings:

Special meetings may be called by the President of the Community Action Board or upon request of a quorum of the board pursuant to the notice requirements of this article.

**SECTION 4.** Notice:  
Written notice stating the agenda, place, date and time of each meeting shall be mailed to each board member and each designated alternate so as to be received at least five (5) days prior to such meeting. Public notice of the meeting shall be made where it can be done without cost. Minutes of the previous meeting which have been kept by the secretary according to Article VIII, Section 3, hereinafter should be distributed within fifteen (15) days of the next meeting.

**SECTION 5.** Quorum:  
  
In order to constitute a quorum, fifty percent (50%) plus one of the members or their alternates must be present. No business may be conducted at any meeting unless a quorum is present. However, discussions of the group present shall be recorded for presentation at the next official board meeting.

**SECTION 6.** Procedure:  
  
The parliamentary procedures of all meetings of the Community Action Advisory-Board shall be conducted in accordance with Robert's Rules of Order, Revised.

**SECTION 7.** Voting:  
  
The act of a majority of those eligible to vote at any meeting at which a quorum is present shall be an act of the board. Each member of the Community Action Advisory-Board shall be entitled to one vote. An alternate may vote in the place of an absent board representative. In the event that a representative and alternate are both present, only the selected representative shall vote.

**SECTION 8.** Required Attendance:  
  
Each duly elected or appointed member of the Community Action Advisory Board shall regularly attend meetings of the board during the program year. When he/she is unable to attend, the duly elected or appointed member may be represented by his/her alternate. It is the duty of the representative to see that the alternate attends meetings in his/her absence.

Each member or alternate is allowed only two (2) unexcused absences (as described below) during the program year. After a member or alternate has two unexcused absences recorded against him, the secretary shall so notify the member or alternate by registered mail that another unexcused absence during the program year will result in his automatic removal from and replacement on the board.

At each meeting of the Community Action Advisory Board the secretary shall circulate to the board a written report of the number of unexcused each member and each alternate has charged against him for the program year. When there are members or alternates who have three (3) unexcused absences (as recorded by the secretary at the direction of the executive committee) the board shall act at that meeting to replace the member or the alternate if the procedure outlined in Article VII Section 3 has not already taken place. If the absentee member or alternates is a public official or alternate, the board shall petition the Lafourche Parish Council, as provided in Article IV.

**SECTION 9.** Excused Absences:

During the month following the meeting of the Community Action Advisory Board, the Executive Committee shall review all absences and shall cause the secretary of the board to mark all absences as either "excused" or "unexcused". Excused absences shall be only those which were caused by serious illness or death in the immediate family or by other valid reasons as decided by the executive committee. Before the secretary may record the absence as "excused" he/she must have the written reason for the absence filed with him/her by the member or alternate no later than ten (10) days following the date of the meeting.

**SECTION 10.** Compensation:

All board members are entitled to claim reimbursement for travel to and from board meetings. Rates shall be the same as those authorized for staff under regulations and travel policies of Lafourche Parish Council and Louisiana Department of Labor. If the expense is to be paid by CSBG, compensation must be paid in accordance with CSBG rates.

## ARTICLE VII.

### REMOVAL FROM THE BOARD

#### SECTION 1. For Cause:

Any member of the Community Action Advisory Board may be removed from membership for willful conduct which is determined by the board to be detrimental to the agency's purpose or actions which cause a disruptive influence at meetings or in operation of the agency's programs. Removal for cause must be supported by a two-thirds(2/3) vote of the Community Action Administering Board present, subject to concurrence by the Governing Board.

#### SECTION 2. For Non-Residence:

Any member of the Community Action Advisory Board who ceases to be a member of the target group or private community organization which he represents or any public official who ceases to hold the office which entitles him/her to sit on the board shall no longer be a member of the board.

#### SECTION 3. For Non-Attendance:

Any member of the Community Action Advisory Board or any alternate who fails to meet the attendance requirements at meetings shall be removed from the Board. The Executive Committee, during the month following the month of the meeting at which the member's non-attendance created a failure to comply with these by-laws, shall take the following actions: for elected official, follow the procedure outlines in Article IV, Section 1 B: for position vacant.

The President of the Community Action Advisory Board shall call any meetings necessary to fill the vacancy thus declared by the Executive Committee, in accordance with the procedures outlined in Article V Section 3, prior to the next regularly scheduled meeting of the board.

For Non-Attendance:

Any member of the Community Action Advisory Board or any alternate who fails to meet the attendance requirements at meetings shall be removed from the board. If noted that any board member fails to comply with attendance rules, the Executive Committee will meet immediately thereafter and take the following actions: for elected or appointed official, follow the procedure outlined in Article IV, Section 1B; for poor sector, Article IV, Section 2B; for private sector, Article IV, Section 3B. The President of the Community Action Advisory Board shall call any meetings necessary to fill the vacancy thus declared by the Executive Committee, in accordance with the procedures outlined in Article V, Section 3, prior to the next regularly scheduled meeting of the board.

## **ARTICLE VIII**

### **OFFICERS OF THE BOARD**

At first meeting of each program year the Community Action Advisory Board shall elect the following officers: President, Vice President, Secretary and Treasurer.

**SECTION 1.** President:

The president shall preside at all meetings of the Community Action Advisory Board, shall be an ex-officio member of all committees. He/she shall see that all orders and regulations of the Community Action Advisory Board are carried into effect. He/ she shall have the general powers and duties of supervision and management usually vested in the office of President of the Board of Directors of a corporation.

**SECTION 2.** Vice-President:

In the absence of the President of the Community Action Advisory Board, he/she shall assume the duties and responsibilities of the president.

**SECTION 3.** Secretary:

He/she shall attend all meetings of the Community Action Advisory Board and the secretary shall keep all attendance records, all votes, and the minutes of all proceedings. He/she shall perform like duties for the standing committees when required. He/she shall give notice of all meetings. He/she shall receive and present to the Executive Committee the written excuses for non-attendance at meetings submitted by the representatives and alternates. He/she, shall notify all new members of the Community Action Advisory Board and all new alternates of their election or selection. He/she shall notify members and alternates of expiration of terms office at least three months prior to that expiration.

**SECTION 4.** Treasurer:

In conjunction with the chief fiscal officer of the agency, he/she shall assure that a financial report is made to the Community Action Board at each meeting or whenever requested, and to the Governing Board whenever requested.

**SECTION 5.** Removal:

Officers of the Community Action Advisory Board may be removed from office by a two-thirds (2/3) vote of the board, subject to the approval of the Governing Board. Any board member so addressed out of office shall be entitled to a fair hearing before the full membership of the Community Action Advisory Board if he so desires.

## **ARTICLE IX.**

### **COMMITTEES OF THE BOARD**

**SECTION 1.** Executive Committee:

The Community Action Advisory Board shall elect an executive committee composed of members of the board to transact routine and ordinary business between meetings of the full board.

The President of the Community Action Advisory Board shall serve as chairman of the executive committee. Other committee members shall be elected at the first (1<sup>st</sup>) meeting of the Community Action Board each

year. The composition of the executive committee shall fairly reflect the composition of the full board. The executive committee shall report on the actions it takes between meetings, at the next meeting of the full board. A quorum of not less than 50% of the executive committee shall be required for action of that committee. The full board shall approve actions of the executive committee with subsequent approval from the governing board. Vacancies on the executive committee shall be filled at the next meeting of the full board.

in To the extent that the Community Action Board establishes committees accordance with these bylaws, it shall memorialize, and give the reason(s) for, the creation of each such committee in the minutes of the meeting at which the decision to establish the committee was made, notify the Parish Council of the each such committee creation and require each such committee to record and maintain minutes and to comply with applicable open meeting laws.

## SECTION 2.

### Standing Committees:

The President of the Community Action Advisory-Board shall appoint members to serve on the following standing committees:

Publicity and Evaluation Committee which shall be responsible for the public relations and media coverage of the agency and its programs.

Planning and Evaluation Committee which shall be responsible for initiating the planning process, making recommendations on priorities to the Community Action Board, and evaluation of program progress.

Budget and Finance Committee which shall be responsible for reviewing the operating budget for the agency for each program and for investigating, monitoring and reviewing all financial programs and expenditures of the agency. This committee shall meet once a month and the Executive Director must be present at all meetings.

By-Laws Committee which shall be responsible for proposing necessary amendments to the by-laws as they occur.

Human Rights Committee which shall be responsible for carrying out the affirmative action policies of the agency and sitting as a reviewing board on discrimination complaints.

Personnel Committee which shall review wage comparability studies and job description and approve personnel policies.

**SECTION 3.** Special Committee:

The President of the Community Action Advisory 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.

**SECTION 4.** Notice:

Each member of any committee must be notified in writing by the chairman of the committee of the time, date and location of each meeting at least five (5) days prior to such meeting. The requirement for notice may be waived, however, upon written agreement of all members of the committee.

**ARTICLE X.**

**AMENDMENT OF BY-LAWS**

These by-laws may be amended by a two-third (2/3) vote of the entire membership of the Community Action Board, provided that notice of the proposed change shall be mailed to each member by the secretary not less than five (5) days prior to such meeting. All amendments are subject to final approval of the Lafourche Parish Council before becoming effective.