

BY-LAWS OF
Long Beach Community Action Partnership
A California Nonprofit Public Benefit Corporation
(Revised May 29th, 2014)

ARTICLE I

NAME AND LOCATION OF OFFICES

The name of this corporation is Long Beach Community Action Partnership. It is a California nonprofit public benefit corporation with the principal office in Long Beach, County of Los Angeles, State of California. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another. The corporation may have a common seal consisting of two concentric circles with the words ("name of the organization") together with the date of incorporation.

ARTICLE II

PURPOSE

This corporation is a nonprofit public benefit corporation and is not organized for private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purpose of this corporation is promoting, developing and managing a diversified program of assistance for low income residents of the City of Long Beach and surrounding areas. In the context of these general purposes the Corporation shall exercise all rights and powers conferred on non-profit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property, provided however, that the Corporation shall not, except to an insubstantial degree, engage in activities or exercise any powers that are not in the furtherance of the primary purpose of this Corporation.

ARTICLE III

MEMBERSHIP

Section 1. Membership.

There shall be one class of members. Each member shall be a director of the Corporation and shall have one non-cumulative vote. At such time as any person ceases to be a director, he or she shall concurrently cease to be a voting member.

ARTICLE IV

DIRECTORS

Section 1. Powers.

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the officers, agents and employees of the corporation, prescribe such duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in their discretion require from them security for faithful service; and to Review and approve a personnel policy and to create grievance committee if needed.

(b) To make such disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation thereof and generally to conduct, manage and control the activities and affairs of the corporation and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best; and to review quarterly reports, expenditures and pending income; and to approve a yearly budget.

(c) To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidences of debt and securities therefore.

(d) To carry on a business at a profit and apply any such profit that results from the business activity to any activity in which the corporation may legally engage.

(e) To change the principal office for the transaction of the business of the corporation from one location to another within the same county; to fix and locate from time to time one or more subsidiary offices of the corporation within or outside the State of California for the holding of any meetings of the Board of Directors or the membership; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

(f) Authorize individuals to sign on checks of this corporation's bank accounts.

(g) Hire the Executive Director. The Executive Director shall be elected by two-thirds (2/3) vote of the members of the Board of Directors present and voting at any regular or special meeting of the Board of Directors.

(h) Remove the Executive Director. The Board of Directors shall have the authority to remove the Executive Director in accordance with the terms and conditions of any employment agreement between the Executive Director and or in the absence of such employment agreement, by a two-thirds (2/3) vote of the members of the Board of Directors present and voting at any regular or special meeting of the Board of Directors.

Section 2. Number of Directors and Board Structure

Subject to section 5227 of the California non-profit public benefit corporation law, The authorized number of Directors of the corporation shall be a minimum of five (5) and a maximum of nineteen (19), with the exact number to be determined from time to time by the Board until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number of directors must be divisible by three, to ensure compliance with the tripartite board requirement. In addition, the Executive Director shall serve as an ex-officio, non-voting member.

Tripartite Board Structure: The Board shall consist of Public Sector Directors, Low-Income Sector Directors and Private Sector Directors., as defined below.

Public Sector Directors: One-third of the directors shall be elected public officials, holding office on the date of selection, or their representatives, except that if the number of such elected officials reasonably available and willing to serve on the board is less than one-third of the membership of the board, appointive public officials or their representatives may be counted in meeting such one-third requirement. Public officials (or their designees) should only serve on the Board only while they are in office.

Low-Income Sector Directors: At least one-third of the directors shall be persons chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the neighborhood served. The intent of this requirement is to ensure that those who currently live in the areas served by LBCAP are represented, so that they have a strong voice in LBCAP's governance and so they can convey to those they represent the significance of community action. The Board should adopt a

democratic selection procedure (outside of the bylaws) which it may revise from time to time.¹

Private Sector Directors: The remainder of the directors shall be officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served.

Directors shall not receive compensation for their services as Directors. Directors may receive reimbursement for expenses as may be fixed or determined by the Board and may serve the organization in some other capacity for which compensation is paid.

Section 3. Selection and Tenure of Office.

Election of members to the Board of Directors by resolution may be made during any meeting of the Board of Directors, provided the procedures set forth below have been followed.

Nomination for election of a director shall be made by at least two (2) members of the Board of Directors and shall be made at a meeting of the Board of Directors at least twenty (20) days before the next meeting of the Board of Directors.

Election of members to the Board of Directors shall require the affirmative vote of the majority of the active members of the Board of Directors present at the meeting.

Directors shall serve for a term of two years, with half of the board elected, or re-elected, every two years, on July 1, following an evaluation process. Pursuant to the Bylaws, when a vacancy occurs before a term expires, it shall be filled by elected, with the new member elected to fill the uncompleted *term* of the departing member. If the uncompleted portion of the term is less than eighteen (18) months, then the new member's tenure on the Board is regarded as beginning at the start of the next full term of two (2) years. Thus a member could serve for nearly 3½ years before coming up for re-election.

Section 4. Vacancies.

Subject to the provision of Section 5226 of the California Nonprofit Public Benefit

¹ The CSBG Act does not provide any recommended or required democratic selection process for Low-Income Sector Directors. LBCAP must merely make every effort to assure that Low-Income Sector Directors have been selected on the basis of some form of democratic procedure and they are truly representative of the current residents of the geographic area served, including racial and ethnic composition. Examples of democratic selection procedures include: (a) election by ballots of the CAA's clients or other low income community members; (b) vote at a community meeting of low income people; or (c) designation of community organizations in the corporation's service area composed of a majority of low-income people.

Corporation Law, any Director may resign effective upon giving written notice to the Chair of the Board, the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation.

If the resignation is to take effect at some future time, a successor may be selected before such time, to take office when the resignation becomes effective.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 5. Removal of Directors.

A Director may be removed from office if any of the following has been found to have occurred:

(a) A conflict of interest is found to exist between the Director and the corporation.

(b) The Director is found to have engaged in activities that are directly contrary to the interests of the corporation and may have caused damage either financially or to the reputation of the corporation.

(c) The Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis.

(d) The court conviction of a member of a felony.

(e) Failure to fulfill the attendance requirements.

(f) Not doing enough for the organization

Any Director may be removed from office if he or she misses three or more consecutive board and/or special meetings. Furthermore, a member of the Board who misses more than five (5) regular meetings during any consecutive twelve (12) month period may be removed for cause from the Board of Directors. An absence shall be excused if a Board member notifies the Executive Director or Board Chair and/or co-Chair that he or she will not be able to attend the next Board meeting by noon on the Friday before the meeting. An absence shall also be excused on a shorter notice if a Board member notifies the Executive Director

or Chair and/or co-Chair that an emergency has arisen, such as illness or an emergency at work, which cannot be avoided.

Before any such removal occurs, the Director will be advised of the allegation and the basis for the same. The Director will be given an opportunity to present any contrary evidence, or explanation he or she may have to the Board. An existing member of the Board of Directors may only be removed from the Board of Directors by the affirmative vote at a regularly scheduled monthly Membership Meeting of at least two thirds (2/3) of the members of the Board of Directors present at the meeting. The interested member of the Board of Directors may not vote on the resolution concerning his or her removal from the Board of Directors but may be present during said discussion, deliberation and vote.

Section 6. Place of Meetings.

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special or adjourned) of the Board may be held at any place within the State of California.

Section 7. Regular Meetings.

Meetings of the Board shall be held every month, at such date, time and place as the Board of Directors shall determine for the purpose of the election of officers and the transaction of other business.

Section 8. Special Meetings.

Special meetings of the Board may be called at any time by order of the Chair and/or Co-Chair or of two or more of the Directors.

Section 9. Notice of Special Meetings.

Special meetings of the Board shall be held upon four days notice by first class mail or a forty-eight hour notice given personally or by telephone, e-mail or other similar means of communication. Any such notice shall be addressed or delivered to each Director or at such Director's address as it is shown upon the records of the corporation.

Section 10. Quorum.

A quorum is 50% of the voting members rounded up to the nearest whole number. Ex-officio members count for purposes of determining if a quorum exists. A quorum shall transact all business of this corporation.

Section 11. Participation in Meetings by Conference Telephone.

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 12. Executive Committee.

The Executive Committee may act for and on behalf of the Board of Directors when there is an emergency and there is not time, opportunity, or availability of Board members to convene the entire board for emergency action. The Executive Committee shall be accountable to the Board of Directors for its actions which shall be presented at the next general or special meeting. The Executive Committee shall be composed of the Chair and/or Co-chair, Vice-Chair, Secretary, Treasurer, and Immediate Past Chair, if there is one. In the event that there is no Immediate Past Chair on the Board of Directors the position of the Immediate Past Chair may be filled by election by the Board of Directors. The Executive Director shall be an ex-officio and non-voting member of the Executive Committee. A quorum of this committee shall be three (3) voting members of the Executive Committee.

Section 13. Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 48 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 14. Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board.

Section 15. Rights of Inspection.

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is an Director, for a purpose reasonably related to such person's interest as a Director.

Section 16. Committees.

Committees of the Board may be appointed by resolution passed by a majority of those voting. Committees shall be composed of two or more members of the Board, and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board of Directors.

Any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

There shall be one standing committee, the Executive Committee. The Board Chair and/or co-Chair appoint all committee chairs. Committee chairs must be members of the Board.

Executive Committee

The four officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

The chair may, at any time, appoint other committees on any subject for which there are no standing committees. The various committees shall have the power to fill vacancies in their membership.

ARTICLE V

OFFICERS

Section 1. Officers.

The officers of the corporation shall be a Chair and/or Co-Chair, Vice-Chair, Secretary, Treasurer and such other officers as the Board of Directors may elect. One person may not hold two or more offices during the same term.

Section 2. Election.

The Chair and/or Co-Chair of the Board of Directors shall no later than the monthly meeting in May, appoint a committee to nominate officers for the coming year. A slate of candidates shall be presented to the voting members at the annual meeting in June. Ballots will be prepared with the names of the individuals nominated and shall be given to each of the members of the Board of Directors present at the June meeting who shall vote for each office in secret. Officers of the corporation shall be elected for one (1) year, to take office July 1 and shall serve at the pleasure of, the Board, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his office until he shall resign, be removed, or become otherwise disqualified to serve, or until his successor shall be elected and qualified. They shall continue in their respective offices until the following June 30, or until a successor is elected and qualified, unless death, resignation, removal or disqualification first occurs.

Section 3. Removal and Resignation.

Any officer may be removed, either with or without cause, by a majority of the Directors, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board, or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5. Inability to Act.

In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his place, the Board may from time to time delegate the powers or duties of such officer to any other officer, or any director or other person whom the Board may select.

Section 6. Chair.

Subject to the control of the Board of Directors, the Chair and/or Co-Chair shall have general supervision, direction and control of the business and affairs of the

corporation. The Chair and/or Co-Chair of the Board, shall, if present, preside at all meetings of the Board, and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board or prescribed by the Bylaws.

Section 7. Vice Chair.

In the absence or disability of the Chair and/or Co-Chair, he or she shall perform all the duties of the Chair and in so acting have all the powers of the Chair. He or she shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

Section 8. Secretary.

The Secretary shall keep, or cause to be kept, the following:

- (a) A full and complete record of the proceedings of the Board of Directors.
 - (b) The seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business.
 - (c) A current roster of members of the Board of Directors which shall include the home and office addresses and telephone numbers of each member of the Board of Directors as well as the date in which said member term of election to the Board of Directors expires. The roster shall be private and confidential.
 - (d) A public minute book to be kept at the principal office for the transaction of the business of the corporation for viewing and inspection by the public. The minute book shall contain the minutes of the meetings of the Board of Directors for the past six (6) months.
 - (e) A copy of the corporation's Articles and Bylaws, as amended to date.
- And shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 9. Treasurer

The Treasurer shall receive and safely keep, or cause to be kept, all funds of the corporation and deposit or cause to be deposited the same in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the corporation signed by the Chair, Vice-Chair, Treasurer, or Secretary or by such officers as may be designated by the Board of Directors as authorized to sign the same.

The Treasurer shall receive and safely keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of

Directors. He or she shall give, or cause to be given, the financial reports at each regular board meeting.

ARTICLE VI DIRECTOR AND STAFF

Executive Director. The Executive Director is hired by the Board and as chief executive officer of the corporation, shall have full responsibility for the daily management of the office and shall supervise, employ, and terminate all personnel, subject to the policies established by the Board of Directors or the Executive Committee.

The Executive Director will attend all Board meetings, report on the progress of the corporation, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

ARTICLE VII OTHER PROVISIONS

Section 1. Amendment of Bylaws.

The Bylaws may be amended or repealed and Bylaws adopted by a vote of two thirds of the members of the Board of Directors meeting; provided that such amendment is made in writing and provided further that such amendment be first presented at a preceding meeting.

Section 2. Record of Amendments.

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

ARTICLE VIII INDEMNIFICATION OF AGENTS OF THE CORPORATION

Section 1. Indemnification.

Each person who was or is made a party or is threatened to be made a party to or is involuntarily involved in any action, suit, investigation or proceeding, whether civil, criminal, administrative or investigative (hereinafter "proceeding")

by reason of conduct as a director or officer of the organization or service at the request of the organization as a director, officer, employee or agent shall be indemnified, defended, reimbursed and held harmless as against all expense, liability and loss reasonably incurred by such person as a result of such proceeding. This includes attorneys fees, judgments, fines, taxes or penalties and amounts paid or to be paid in settlement or any other expense which the Board of Directors deems reasonably incurred.

Section 2. Payment.

The organization, by action of the Board of Directors, may advance reasonable expenses in accordance with the above section.

Section 3. Insurance.

The corporation shall purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 4. Nonapplicability to Fiduciaries of Employee Benefit Plans.

This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE IX

RECEIPT, INVESTMENT AND DISBURSEMENT OF FUNDS

Section 1. The corporation shall receive all monies and/or other properties transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to

the expressed purposes of the corporation as shown by said Articles.

Section 2. The corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

Section 3. No disbursement of corporation money or property shall be made inconsistent with the adopted budget unless approved by the Board of Directors. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement said appropriations.

Section 4. Instruments in Writing.

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by such officer or officers, agent or agents, as the Board may from time to time by resolution designate.

ARTICLE X

CORPORATE RECORDS AND REPORTS

Section 1. Records.

The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board from time to time.

Section 2. Inspection of Books and Records.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation, and also of its subsidiary organizations, if any.

Section 3. Certification and Inspection of Bylaws.

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the Directors of the Corporation at all reasonable times during office hours.

ARTICLE XI
Miscellaneous

Section 1. Fiscal Year.

The fiscal year shall be set by the Board of Directors, and may be changed from time to time if the Board of Directors determine the change will benefit the Association

Section 2. Rules of Order.

The meetings of this Association shall be conducted in accordance with Robert's Rules of Order.

All Board, staff and volunteers adhere to all relevant policies and procedures of the organization.

ARTICLE XII

DISSOLUTION

Upon dissolution of this corporation, the Board shall cause the assets herein to be distributed to another corporation with purposes similar to that identified in the Articles of Incorporation, and Article II of these Bylaws.

ARTICLE XIII

RESOLUTION

I, the undersigned, being the Board Chair of Long Beach Community Action Partnership, do hereby certify that the above BYLAWS were amended and adopted as the bylaws hereof on the 29th day of May 2014, by the Board of Directors of said Corporation, in a regularly called meeting on the same date. Said BYLAWS are, as of the date of this Resolution, the duly adopted and existing BYLAWS of this Corporation.



Janet McCarthy, Board Chair
Long Beach Community Action Partnership