

**GOVERNING BYLAWS OF THE
WEBB COUNTY COMMUNITY ACTION AGENCY
ADVISORY BOARD OF DIRECTORS**

**ARTICLE I
NAME OF AGENCY**

- Section 1.** Name. The name of the agency is the Webb County Community Action Agency (“Agency”). The Agency is a Webb County Department as established by the Webb County Commissioner’s Court on October 28, 1996.
- Section 2.** Addresses. The permanent address of the Agency shall be the address of the Webb County Judge’s Office, 1001 Houston, 3rd Floor, Laredo, Texas 78040. The Agency’s main administrative office is located at 1110 Washington Street, Suite 203 in Laredo, Texas. The mailing address of the Agency shall be P.O. Box 2578, Laredo, Texas, 78044.

**ARTICLE II
PRIMARY PURPOSES**

The purposes for which the Agency was created and organized are:

- a. To identify the causes of poverty in Webb County;
- b. To assist those living in poverty with social services and “homeless prevention” assistance;
- c. To secure and mobilize resources to address the causes of poverty;
- d. To increase the participation of the underprivileged in various county programs;
- e. To involve and encourage the participation of the underprivileged in addressing economic problems within the community;
- f. To involve local human services organizations in common efforts to address the problems of poverty in the county; and
- g. To promote the goal of eliminating the causes of poverty as a community effort.

**ARTICLE III
FISCAL YEAR**

The fiscal business year of the Agency shall begin on the first day of January and end on the 31st day of the following December of each calendar year.

**ARTICLE IV:
GOVERNING BOARD
WEBB COUNTY COMMISSIONERS COURT**

Section 1. Membership. The business and affairs of the Agency shall be managed under the direction of a Governing Board, which is the Webb County Commissioners Court.

Section 2. Employment and Conflict of Interest. No member of the Governing Board shall be employed by the Webb County Community Action Agency during his/her service on the Governing Board or for twelve months thereafter. No member of the Governing Board during his/her term of service shall have or acquire any interest, direct or indirect, which would conflict in any manner with any contracts between WCCAA and TDHCA, State of Federal programs or any subcontract supported by Community service Block Grant funds.

Section 3. Authority. The Webb County Commissioners Court shall establish a tripartite Advisory Board *pursuant to Title II of the "Community Opportunities, Accountability, and Training and Educational Services Act of 1998 (Public Law of 105-285) or "Coats Human Services Reauthorization Act (Public Law 105-285), The Texas Administrative Code, Title 10, Part 1, Chapter 5,* and the Texas Department of Housing and Community Affairs CSBG Policy No.2002-2.3 and empower the Advisory Board with such powers over the Agency as delegated to it by the Webb County Commissioners Court and which are not inconsistent with federal and state regulations. The Advisory Board is specifically delegated the following powers:

- a. To assist the Webb County Commissioners Court if requested in the Election of the Agency's Executive Director. The Advisory Board's involvement will be to provide input that may assist the Governing Body in their selection process if requested. The Advisory Board will not participate in the interview process of applicants for this position.
- b. To oversee the administration of funded programs by federal, state, or local governments and/or other non-governmental sources.
- c. To assure the participation of the underprivileged in all operational programs of the Agency including their representation on the Advisory Board.
- d. To set priorities in creating a comprehensive plan to maximize program services, and to set guidelines for an evaluation of program services to determine the impact of the programs and their success.
- e. To select officers, to set standing and ad hoc committees, to name chairpersons for these committees and to perform other duties incidental to the operations of the Advisory Board.

**ARTICLE V
ADVISORY BOARD**

Section 1. Membership. The Advisory Board shall consist of a minimum of seventeen (17) Members delineated into three (3) distinct Categories of Membership:

- a. Category "A": Shall consist of six (6) members appointed by the Webb County Commissioners Court. All six members have the option to represent him/herself on the Advisory Board under this Category or to select representatives to the Advisory Board.
- b. Category "B": Shall consist of seven (7) who are elected by residents from different designated service areas of Webb County. Members and alternates shall be elected from these designated service areas through the Webb County Community Action Agency Community Centers and/or a Neighborhood Center(s). Elections will be conducted at a town hall meeting of the various neighborhood and community centers that serve the residents of the centers. Election of Category "B" Advisory Board Members and their alternates will occur at the same election. Election of Category "B" Advisory Board Members and their alternates shall be conducted through a nomination process through a plurality vote of those present at the meeting to elect the representative. The elected Category "B" Advisory Board Members and their alternates must reside in the service areas from which they are elected or appointed to represent. Alternates may attend the Advisory Board meeting when the elected representative cannot attend but alternates cannot vote on advisory board matters unless the individual is filling a vacancy created by the resignation or removal of the elected representative from the area served.
- c. Category "C": Shall consist of four (4) members appointed by the Webb County Commissioners Court from nonprofit organizations, civic clubs, or private interests. The WCCAA Advisory Board will present to the Governing Body the name (s) of members/organizations for their approval. These groups shall be involved in business, industrial, labor, religious, welfare, education, civic, professional - or significant minority groups and other nonprofit organizations. Each organization, approved by the Webb County Commissioners Court, shall appoint a representative to serve on the Advisory Board. An alternate may be selected if the organization desires. The Webb County Commissioners Court shall ratify for official approval the representative(s) of the organization(s).

Section 2. Residency and Employment. Advisory Board Members must not only be residents of Webb County but must also comply with residence requirements, if any, for the Category each Member represents on the Advisory Board. No Advisory Board member shall be employed by the Community Action Agency during the term the person is a member of the Advisory Board.

Section 3. **Terms.** Category "A" Advisory Board Members representing the Webb County Commissioners Court shall serve a term of four (4) years and/or at the discretion of the Webb County Commissioners Court. Service will be for a term of not less than one year and the term will run concurrent with the Webb County Commissioners Court Member's term of office. When the elected status of any Webb County Commissioner changes, the Webb County Commissioners Court shall make new appointments to reflect the change in elected status.
Category "B" Advisory Board Members shall serve a term of four (4) years. Category "B" Advisory Board Members may not serve consecutive terms and are limited to two (2) four-year terms of service.
Category "C" Advisory Board Members shall serve a term of four (4) years. Category "C" Advisory Board Members may not serve consecutive terms and are limited to two (2) four-year terms of service.

Section 4. **Vacancy.** A vacancy on the Advisory Board is caused by death, resignation, non-residency, Advisory Board Member having two consecutive absences, removal pursuant to Article V, section 5, or when a public official leaves public office and must be filled in the following matter:

- a. The Governing Body will be advised of the need to fill any vacancy in Category A to be in compliance as stated in "C" of this section. The Advisory Board of the WCCAA will present the Governing Body with the name of member (s) organization (s) for their approval to fill any vacancies in Category C.
- b. Category "B" Board vacancies will be filled by the respective alternate, or, if there is no alternate, by calling for and conducting elections, as established by Article V, section 1(b), within thirty (30) to sixty (60) days after the vacancy is declared by the Advisory Board. A report of the call for the election will be sent to the Webb County Judge. Any vacancy filled will only be for the remaining term of office.
- c. In no event shall the Advisory Board allow twenty-five (25%) percent or more of either Category "A" or Category "B" positions to remain vacant for more than ninety (90) days. CAA shall report to the Texas Department of Housing and Community Affairs, on their monthly performance reports, the number of board vacancies by Category.

Section 5. **Removal.** Any advisory board member and/or alternate may be removed from the Advisory Board for Cause. However, Category "A" Board Members may only be removed for Cause by the designating official(s) who appointed them. Any removal from the advisory board must be supported by two-thirds vote of the advisory board. A quorum must be present to take any removal action. A written letter stating the Advisory Board's request for removal must be submitted to the Webb County Commissioners Court for its action.

Section 6. **Compensation.** Advisory Board Members, as such, shall not receive any salary

for their services but may receive reimbursement, if permitted, for reasonable and necessary expenses incurred while performing advisory board duties in an official capacity.

Section 7. Petition. Any private community group or representative group that feels inadequately represented on the Advisory Board may petition for adequate representation. A petition must be signed by fifty (50) persons from the petitioning group or fifty (50%) percent of the bonafide members of the group or organization making the petition. The petition shall be presented to the Advisory Board who shall in turn present it to the Webb County Commissioners Court with a recommendation for action. A copy of the petition shall be sent to the appropriate state-funding sources for Community Service Block Grants. Within thirty (30) days from submission of the petition, a written response shall be given to the petitioning group with a copy to the Community Service Block Grant state-funding source. -

Section 8. Conflict of Interest. No Advisory Board member may participate in the selection, award, or administration of a subcontract supported by Community Service Block Grant (CSBG) funds if: (1) the Advisory Board Member, (2) any member of his/her immediate family (as defined in the CSBG contract), (3) the Advisory Board member's partner, or (4) any organization which employs or is about to employ any of the above, has a financial interest in the firm or person selected to perform a subcontract.

ARTICLE VI OFFICERS

Section 1. Membership. The officers of the Advisory Board shall be: (1) President, (2) Vice-President, (3) Secretary (4) Treasurer, and (5) Parliamentarian (appointed by the President).

Section 2. Election. The election of designated officers shall be held each January. The office of President, Vice-President, Secretary, and Treasurer will be elected among the members of the Advisory Board meeting in a quorum. The nominations committee shall present a slate of nominations at the January meeting. Any member of the Advisory Board, including the permanent representatives of the elected officials and the alternates of Category "B" members, may serve as an officer on the Advisory Board. No alternate of Category "C" may serve as an officer. The election shall be by acclamation or majority vote of the quorum present at an Advisory Board Meeting.

Section 3. Terms. The term of office shall be for one (1) year, and until his/her successor has qualified. No officer may serve more than three (3) one-year terms for the same office.

Section 4. Vacancy. In the event of the resignation or failure of any officer to serve, a

vacancy is created and shall be filled by an election of the Board. The Nomination Committee shall recruit and present at least one name for the position to the Advisory Board. The presiding officer of the Advisory Board may call for other nominations from the floor. The election shall be by acclamation or majority vote of the quorum present at an Advisory Board meeting.

Section 5. Duties.

- a. The duties of the President are: (1) to preside at all meetings of the Advisory Board and Executive Committee; (2) to appoint members of the standing and ad hoc committees and their chairs, subject to ratification by the Advisory Board; (3) to appoint a Parliamentarian; (4) to serve as ex officio member of all standing committees; and (5) to perform such other duties as is expected of the office under Robert's Rules of Order.
- b. The duties of the Vice-President are: (1) to perform, in the absence of the President, those duties of the President; and (2) to assume any other specific responsibilities assigned by the President and the Advisory Board.
- c. The duties of the Secretary are: (1) to be responsible for the keeping the minutes and the attendance of the Board members at all meetings of the Advisory Board and of the Executive Committee; (2) to distribute minutes of the previous meetings to all advisory board members and/or alternates; (3) to submit a signed copy of the minutes of the Advisory Board meetings to the Governing Board on a monthly basis; (4) to provide minutes of Advisory Board meeting to the public upon request and also to make available upon request a translation of the minutes in the areas where a significant portion of the underprivileged population does not understand English.
- d. The duties of the Treasurer are: (1) to serve on the Finance Committee, and (2) To assure that the Agency has effective financial management.
- e. The duties of the Parliamentarian is to advise and assure proper Parliamentary, according to Robert's Rules of Order, procedures during Advisory Board meetings, various standing committees' work meetings, conduct of Advisory Board business, and any other Advisory Board activity.

**ARTICLE VII
MEETINGS AND ATTENDANCE
OF ADVISORY BOARD MEMBERS**

Section 1. Regular Sessions. The Advisory Board shall meet every other month at a place and time announced at least five (5) days in advance, or at a time and place set at a previous Board meeting. Public notice of each meeting shall be given by the Executive Director, as required by law.

Section 2. Special Meeting. The Advisory Board shall meet in special meeting on the call of the President of the Advisory Board, or at the request of the Vice-President in the President's absence, or by written request from eight (8) advisory board members or a quorum of the Board. The subjects of any special meeting shall be limited to the announced Agenda.

Section 3. Notices. Notice of meetings shall be in writing and shall be posted in accordance with the Texas Open Meetings Law. The agenda for each regular meeting of the Advisory Board shall be delivered to each board member or alternate at least five (5) days in advance of the meeting. The notice for called special called board meetings shall be posted in accordance with the Texas Open Meetings Law. The agenda for the special called meeting of the Advisory Board shall be delivered to each board member two (2) days in advance by mail, FAX or hand delivery.

Section 4. Quorum. A quorum of the Advisory Board must be present to make decisions at each and every meeting. A quorum shall consist of at least fifty (50%) percent of the non-vacant board positions. In the event that less than fifty (50%) percent of the non-vacant board positions of the Advisory Board members are present at said meeting, a majority of the Advisory Board members present may adjourn the meeting without further notice.

Section 5. Records of Meetings. Minutes of all actions taken by the Advisory Board and its committee at each open meeting shall be recorded, authenticated and filed by the Secretary of the Board and or his designee. Such minutes and or special reports shall be distributed to Board members and are available to the public. Closed meetings require that either a tape recording or certified agenda be made and kept. No decisions will be taken by the Advisory Board while meeting is in a closed (executive) meeting. All decisions made by the Advisory Board will be done in open session.

Section 6. Attendance. Each Advisory Board member is required to attend all of the advisory board's regular meetings. Failure to attend two (2) regular and/or special Advisory Board meetings per calendar year will result in automatic dismissal from the Advisory Board.

- a. The President of the WCCA Advisory Board shall announce to the Advisory Board the name (s) of any member (s) who have one (1) absence at each meeting. A written notification shall be mailed to that member (s) by registered mail with return receipt requested notifying him/her of his/her attendance status. Furthermore, written notification sent to the Category A member (s) will also be send to the elected official that appointed this member. For Category C members, the organization which they represent will be notified of their attendance status.

Section 7. Appeal. The Advisory Board, through the Board President and Executive

Director, shall notify in writing by return receipt requested, the advisory board member of the dismissal as well as the procedure to appeal the dismissal. In the event an Advisory Board member is dismissed, he/she may appeal his/her dismissal to the Advisory Board who will consider the appeal. An appeal for reinstatement must be in writing and be submitted to the President of the Board within ten (10) days from the date of the dismissal. Action from the Advisory Board on the appeal for reinstatement may be determined at a regular or special Board meeting.

- a. The dismissed member may be present at the Board meeting during the determination of the appeal. Within a week after the decision by the Advisory Board on the appeal, the President of the Advisory Board shall send an official letter to the member stating the final decision of the Advisory Board.
- b. A copy of the letter shall be sent to the Webb County Judge and the Commissioners Court for their records.

Section 8. Events That Are Not Meetings

Pursuant to Texas Government Code, §551.001(4)(B)(iv), the term meeting as used in these By-Laws does not include the gathering of a quorum of the Advisory Board at a social function unrelated to the public business that is conducted by the Advisory Board, or the attendance by a quorum of the advisory Board at a regional, state, or national convention or workshop, ceremonial event, or press conference, if formal action is not taken and any discussion of public business is incidental to the social function, convention, workshop, ceremonial event, or press conference.

**ARTICLE VIII
ADVISORY BOARD COMMITTEES**

Section 1. Committee Structure. The Advisory Board shall utilize a committee structure to promote its objectives and to conduct the main body of its work. The appointment of a committee does not relieve the Advisory Board of the final responsibility and accountability of the matter for which the committee was appointed. The Advisory Board may designate members to Standing Advisory Board Committees. There shall be six standing committees; Executive Committee, Program Evaluation Committee, Planning and Evaluation Committee, Finance Committee, By Laws, Policies and Procedures Committee, and Nomination Committee. Committee shall meet on call of the Committee Chairman. The standing Committees shall be as follows:

- a. Executive Committee. The Executive Committee shall, have the power:
 1. to exercise all routine, official, and ordinary powers of the Advisory Board between regular meetings of the Board;
 2. to make recommendations to the Advisory Board;

3. to carry special responsibilities assigned to it by the Advisory Board and
 4. to provide any input regarding the annual evaluation of the Executive Director if requested by the Governing Body and presented before the Advisory Board.
 5. Executive Committee Members shall consist of the officers of the Advisory Board and the chair of the other Five (5) Standing Committees.
 6. When a matter to be considered by the Executive Committee is the concern of a special committee or the director of an Agency program, the chair or director of that committee or program shall attend.
 7. Authority over the Executive Committee remains with the Advisory Board of Directors. Any interim action taken by the Executive Committee must be ratified by a quorum of the Advisory Board at its next meeting.
- b. Finance Committee. The Finance Committee will have the following responsibilities:
1. To ensure the Agency has effective financial management and to recommend to the Advisory Board implementation of any appropriate procedure and practice which may be necessary to achieve the Agency's objectives;
 2. to ensure that there be adequate accountability for the resources of the Agency;
 3. to ensure the Agency complies with fiscal conditions and restrictions laws and regulations imposed by funding sources as they relate to its objective, duties, and responsibilities; and
 4. to ensure, through regularly scheduled meetings, that a direct line of communications is maintained between the Advisory Board, the Agency, and the Webb County Auditor's office and that proper reports are filed in a timely manner.
- c. Planning and Evaluation Committee. The Planning And Evaluation Committee shall have the following responsibilities: (1) to develop and implement effective procedures for identifying the needs of the target community; (2) to determine and clearly define the short-term and long-term goals and objectives of the Agency; (3) to determine and recommend the establishment of priorities, based on identified needs, for the allocation of resources of the Agency; and (4) to develop and recommend the adoption of

an action plan and alternate plans consistent with established goals and objectives, identified needs and designated priorities.

- d. Program Evaluation Committee. The Program Evaluation Committee shall have the following responsibilities: (1) to ensure that the Agency complies with grant conditions, and restrictions, goals, objectives and activities for all agency programs; (2) to assure the proper implementation of programs with the designated resources to meet the required objectives; and (3) to develop and recommend short-term and long-term goals for the Agency's established programs and future needs for new programs which meet one or more of the following standards: (a) to strengthen community involvement in planning and coordinating poverty programs, (b) to increase the availability of poverty programs through community action, innovation and improvement of present programs; (c) to increase the participation of those for whom the programs are planned and implemented; (d) to implement services to assist those in poverty to move out of poverty; and (e) to broaden the base of human and material resources within the local community.
- e. By-Laws/ Policies and Procedures Committee. The By-Laws/Policies and Procedures Committee shall have the following responsibilities: (1) to review the Agency by-laws annually; (2) to make recommendations for revision changes whenever deemed necessary; (3) to review the policies and procedures of the Agency as dictated by the directives of the Webb County Commissioners Court and to make recommendation for avenues of compliance; (4) to assure that the Agency complies with the by-laws and applicable provisions of the law; and (5) to develop and recommend the adoption of all appropriate policies, rules and procedures governing the conduct and activities of the Advisory Board.
- f. Nomination Committee. The Nomination Committee shall have the following responsibilities: (1) to recommend a slate of nominees for President, Vice-President and Secretary and Treasurer of the Advisory Board at the annual meeting in January; and (2) to submit recommendation(s) for nominees to fill vacancies for an officer or for Category "C" Members on the Advisory Board.
- g. Other Committees. The President of the Advisory Board may appoint other special committees and the Advisory Board may organize other standing committees deemed necessary or desirable to the function of the Board.

Section 2. Appointment. The President of the Advisory Board shall appoint the chair for each Standing Advisory Board Committee including a Co-Chair. After their appointment, the chairperson shall hold office until the next general election of officers.

Section 3. Service. Each member of the Advisory Board should serve on at least one

Standing Committee. The chair of each Standing Committee must be a member of the Advisory Board.

Section 4. A limited number of persons, not Advisory Board members, who may have particular knowledge or skill may be named to committees as non voting members of the particular committees.

Section 5. The Executive Director and/or staff may attend committee meetings and may offer comments about committee business but shall not have a vote in the decisions of the committees

ARTICLE IX CONDUCT OF MEETINGS

Board meetings shall be conducted in accordance to Robert's Rules of Order Revised, and a majority of the Advisory Board shall constitute a quorum for the transaction of business. All meetings shall be held in compliance with open meetings and open records laws and or other appropriate state and federal statutes and conducted at a time and place accessible to the public

ARTICLE X EXECUTIVE DIRECTOR

Section 1. Duties. The Webb County Commissioners Court shall appoint an Executive Director for the Agency. The Executive Director shall serve as the chief administrative officer of the Agency and shall perform all duties and exercise all powers delegated to him or her by the Webb County Commissioners Court in accordance to policies and directives of said Court. It is also the responsibility of the Executive Director to translate Advisory Board policies into administrative procedures and regulations. The Executive Director shall provide information to the Webb County Commissioners Court and Advisory Board as requested or as needed as to the status of progress and problems associated with Agency programs.

Section 2. Evaluation. The Webb County Commissioners Court (Governing Body) shall establish the procedures for the performance (annual) evaluation of the WCCAA Executive Director. The WCCAA Advisory Board will only provide input regarding this process if requested by the Governing Body. The performance evaluation of the Executive Director is the sole responsibility of the Governing Body.

Section 3. Staff. The Executive Director shall hire all Agency staff in accordance with Webb County policies and procedures and regulations established by the Webb County Commissioners Court.

ARTICLE XI

AMENDMENTS

- Section 1. Amendments.** These bylaws may be altered or amended by a two-thirds (2/3) vote of the Advisory Board. Voting shall be done at a regular meeting, or at a special meeting called for that purpose. Proposed Amendments shall be presented in writing to each Advisory Board member at least five (5) days in advance of such meeting. After the Advisory Board has passed or approved any amendments, the amendments shall be presented to the Webb County Commissioners Court for ratification.
- Section 2. Submission.** All approved alterations or amendments to the by-laws shall be promptly transmitted to the appropriate state agency(s) or federal agency(s) and all other affected parties.

ARTICLE XII PUBLIC COMMENT

The public may audio or videotape an Advisory Board meeting in accordance with reasonable rules of the Advisory Board and may attend any open meeting, but members of the public are not entitled to speak about items on the agenda. However, the Advisory Board may give members of the public an opportunity to speak pursuant to Advisory Board policy.

ARTICLE XIII MISCELLANEOUS PROVISIONS

- Section 1. Records.** The Advisory Board shall keep correct and complete books and records of account of all proceedings of the Advisory Board. Such books and records shall be kept at the Agency's main office. The financial records shall be included as part of the financial records of the Webb County Auditor and shall be made available for inspection by any interested person, as is dictated by state guidelines for open records.
- Section 2. Adoption.** The adoption of these By-laws by the Webb County Community Action Advisory Board and subsequent ratification by the Webb County Commissioners Court will not serve to cut short the term of office for any currently sitting Advisory Board Member.

APPROVED by the Commissioner's Court on this _____

Tano E. Tijerina
Webb County Judge

ADOPTED by Advisory Board Members on this 23th day of September

President—Advisory Board

Secretary—Advisory Board