

SOUTH CENTRAL COMMUNITY ACTION PARTNERSHIP, INC.

BY-LAWS

Revised November 17, 2016



Signed by Board Secretary

ARTICLE I

Name and Purpose

The name of this corporation shall be the South Central Community Action Partnership, Inc., hereinafter referred to as SCCAP. The SCCAP is a private non-profit corporation whose purpose is to provide those services now beyond the reach and otherwise to assist disadvantaged and economically deprived individuals and to work toward the provisions of decent housing affordable to low and median income persons enabling them to obtain the skills, knowledge, and motivations, and to secure the opportunities needed for them to become fully self-sufficient. The SCCAP shall act as the official Community Action Partnership for Blaine, Camas, Cassia, Gooding, Jerome, Lincoln, Minidoka and Twin Falls Counties.

The SCCAP is established to provide a focal point for anti-poverty efforts in the aforementioned geographical areas. The purpose and functions of the corporation shall include the following:

- To provide for maximum feasible participation of the economically disadvantaged in planning, development and operation of anti-poverty programs.
- To develop, conduct and administer anti-poverty programs.
- To encourage, stimulate and assist in the development of anti-poverty action projects by public agencies, non-profit voluntary organizations or indigenous poverty groups.
- To mobilize public and private resources in support of anti-poverty programs.
- To coordinate efforts throughout the area served to avoid duplication and improve delivery of services.
- To serve as an advocate of the economically disadvantaged on matters of public policy which affect their lives and promote desirable social and institutional changes.

ARTICLE II

Offices

The corporation shall have and continuously maintain a registered office as is required by the Idaho Non-Profit Corporation Act Idaho Code Title 30, Chapter 30. The registered office may be, but need not be, identical with the principal office and may be change from time to time by the Board of Directors.

The location of the registered office and other offices which the affairs of the corporation may require from time to time shall be determined by the Board of Directors, by a two-thirds vote, at a meeting in which at least a quorum is present.

ARTICLE III

Membership

SECTION I

Board of Directors Composition

The Board of Directors shall have eighteen (18) members. Membership will be distributed equally among three Regions into which the geographic area has been divided according to the following criteria:

- A. Region I will consist of Twin Falls County. Six members of the Board will come from Region I. Two of the members will be County Commissioners, or their representatives. Two of the members will be persons democratically chosen to represent the economically disadvantaged. The remaining two members will be representatives of business, industry, labor, religious, welfare or other private groups or interests.
- B. Region II will consist of Cassia and Minidoka Counties. Six members of the Board will come from Region II. One County Commissioner, or his/her representative, will represent Cassia County and one County Commissioner, or his/her representative, will represent Minidoka County. The four remaining members, two democratically chosen to represent the economically disadvantaged and two representing private groups and interests, will come from anywhere within the Region.
- C. Region III will consist of Blaine, Camas, Gooding, Jerome and Lincoln Counties. Six members of the Board will come from Region III. Two County Commissioners, or their representatives, will be designated to represent all of the Counties within the Region. The remaining four members, two democratically chosen to represent the economically disadvantaged and two representing private groups and interests, will come from anywhere within the Region.

SECTION II

Selection of the Board of Directors

A. Public Officials

The County Commissioners of the Counties comprising the three Regions served by SCCAP shall designate two elected public officials to serve on the Board, except that in Region II the County Commissioners from Cassia County will designate one elected official to serve and the County Commissioners from Minidoka County will designate one elected public official to serve. Each elected public official designated to serve on the Board may choose one permanent representative to serve on the Board, full-time, in his/her place. These representatives need not be public officials themselves, but they shall have full authority to act for the public officials whom they represent at meetings of the Board.

If a designated County Commissioner chooses not to become a member, or to designate a representative to become a member, the slot will remain open so that the Commissioner, or another designated elected public official, may later have the option of participating.

B. Representatives of Low-Income Residents

Economically disadvantaged residents of each Region will be represented by two members serving two-year staggered terms. An annual election will be held in each Region in June to elect one representative from each Region. The CSBG Program Director, under the supervision of the Executive Director, will be responsible for assuring that the low income elections are properly held in each region according to the Federal/State law.

C. Representatives of Private Sector

The private sector of each Region will be represented by two representatives serving two-year staggered terms. The Board shall draw representation from private entities within the community.

The Board of Directors will select an individual from the private sector to be represented on the Board. The members who serve on the Board in each Region will annually select one private sector individual, to assure that the Board will benefit from broad community involvement. The selected private sector individual, will serve for a period of two years so that each Region will be represented by two (2) private sector representatives, with staggered terms.

SECTION III

Alternates

Non-elected representatives of public officials may not select alternates to substitute for them because they are already acting as agents for public officials. Since these representatives are not alternates, they may serve as officers of the Board.

SECTION IV

Limitations on Board Service

Public officials, or their representatives, serve at the pleasure of the designating County Commissioners and as long as the public official is currently holding office. Representatives of the economically disadvantaged and of the private sector may serve up to sixteen (16) consecutive years. In the case of the alternate, any time spent acting on behalf of a regular member shall not be counted.

A period of twelve (12) months must transpire between periods of consecutive service in order for an additional period of service to be considered non-consecutive.

SECTION V

Residence of Members

Each member of the Board must reside or work in the Region they represent.

SECTION VI

Conflict of Interest

- A. Board members must identify any potential conflict of interest and may not be involved in any participation, including debate and decision making, which deals with the conflict of interest.
- B. No employee of the SCCAP may serve on the Board.

SECTION VII

Vacancies

There is a vacancy on the Board when a member has been notified of his/her removal by action of the Board, when a member notifies the Board of his/her resignation, when the designating officials remove a public official or when a public official leaves office.

When the seat of a public official is vacant, the Board shall ask the designated officials to select another public official to fill the seat.

When the seat of a private representative is vacant, the Board shall recruit a new private representative to fill out the term. The Governance Committee shall review new applications and make a recommendation to the full board for action.

When the seat of a representative of the low-income is vacant, an election will be held in a

timely manner in order to elect a new representative to serve the remainder of the term.

SECTION VIII

Removal

Public officials, or their representatives, may be removed from the Board only by designating officials. Representatives of the low-income and private sectors may be removed from the Board for the following reasons:

- 1) Conduct which intentionally jeopardizes the well-being of SCCAP, any of its programs or its participants.
- 2) Failure to attend two successive meetings without excused absence.

In any removal, the affected representative shall be given at least fifteen (15) days written notice prior to the date of proposed removal, which shall contain the reasons for the proposed removal. The affected representative shall then have an opportunity to be heard, orally or in writing, at least five (5) days prior to the effective date of the proposed removal. This hearing shall be heard by the Board of Directors. A vote to remove a member shall require a two-thirds vote of a quorum at a regular meeting. The resulting vacancy will be filled in accordance with Article III Section VII.

ARTICLE IV Meetings

SECTION I

Annual Meeting

An annual meeting shall be held during the month of July for the purpose of seating new Board members, electing officers and for the transaction of such business as may come before the meeting. By written or electronic notice to the members, the date of the annual meeting may be changed, but not more than thirty (30) days from the above date.

SECTION II

Regular Meetings

The SCCAP shall hold regular meetings on the third Thursday at 12:00 noon in January, March, May, September, November and in July (the annual meeting) when an alternate date and meeting time will be set. Special meetings or change of regular meeting date and/or time may be held at any time on the call of the Chairperson or 25% of the members of the Board of Directors. The call or request shall specify the time, place and object of the meeting, giving no fewer than ten (10) days' notice or if notice is mailed by other than first class or registered mail, thirty (30) days, nor more than sixty (60) days before the meeting date.

SECTION III

Place of Meetings

The Board of Directors may designate any place within the SCCAP area as the place of any regular, annual or special meeting.

SECTION IV

Quorum

A quorum for the meeting of the Board of Directors shall be at least fifty percent (50%) of the non-vacant seats present or that at least fifty percent (50%) of the Executive Committee be present. If less than a quorum of the Directors are present at a meeting the majority of the Directors present may adjourn the meeting without further notice.

SECTION V

Voting Procedures

A majority of votes cast by those members present shall decide all issues, unless otherwise provided by the By-Laws. Proxy voting is not permitted. Each Board member will have one vote. *Ex Officio* Board members will have no voting privileges and their presence will not be a determination in meeting a quorum.

SECTION VI

Action by Written Consent

Any action by the Board or Committees may be taken without a meeting if all Directors individually or collectively consent in writing to such action. Such consent documents shall be made a part of the minutes for regular meetings of the Board. Electronic communications shall be considered written consent, and copies of emails or other electronic consents shall be maintained as part of the corporate record.

SECTION VII

Open Meetings

The meetings of the Board of Directors shall be open to the Public and all decisions of the Board shall be made in an open meeting. The Board of Directors may go into Executive Session when required to discuss confidential matters.

ARTICLE V

Responsibilities and Powers of the Board of Directors

SECTION I

General Power

The affairs of the corporation shall be managed by its Board of Directors. The Directors shall have authority and responsibility to:

- A. Elect officers as provided in Article VI, Section I.
- B. Approve committees and committee chairpersons and to direct their activities.
- C. Hire and terminate an Executive Director.

- D. Receive and disburse funds.
- E. Receive and account for non-federal contributions.
- F. Contract for goods and services and to enforce any of its contracts or delegation agreements by audits.
- G. Determine, subject to funding source requirements, regulations and policies, major personnel, fiscal and program policies.
- H. To determine overall plans and priorities and to initiate new programs, including final approval of all program proposals and budgets.
- I. Provide for effective participation of economically disadvantaged residents in SCCAP programs.
- J. Mobilize private resources and to encourage coordinated efforts among various organizations to benefit the target groups.
- K. Assure that no discrimination occurs based on current state and federal laws.
- L. Monitor and evaluate programs.

SECTION II

Orientation

Any person designated as a Board member or alternate shall accept the obligation of a short period of training and/or orientation, to be completed within six (6) months after being seated on the Board.

ARTICLE VI

Officers

SECTION I

Officers

The officers of the corporation shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer and such other officers as may be elected in accordance with the provisions of this Article.

SECTION II

Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the Board. If the election of officers shall not be held at such meetings, such elections shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until

the successor shall have been duly elected. There will be a limit of two (2) consecutive one-year terms. New members may not qualify to serve as officers of the Board until they've served on the Board for at least 1 year.

SECTION III **Removal**

Any officer elected or appointed by the Board of Directors may be removed from office by two-thirds (2/3) vote of the quorum of the Board of Directors whenever, in its judgment, the interests of the corporation would be served thereby.

SECTION IV **Vacancies**

A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term, according to Article III, Section II.

SECTION V **Chairperson**

The chairperson shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He/She shall preside at all meetings of the Board of Directors; sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, deeds mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties significant to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time. He/She shall be a member of all committees and shall be the chairperson of the Executive Committee. The Chairperson shall serve no more than two (2) consecutive full terms of office; however, he/she shall be eligible for reelection after the interval of one (1) year. A member who is elected to fill an unexpired term of a Chairperson shall be eligible for two (2) full terms following completion of the unexpired term. The Chairperson shall name all committees that are necessary. The annual evaluation of the Executive Director shall be performed by the Board Chair and the Governance Committee, and be completed within sixty days of the new fiscal year. The Governance Committee and the Board Chair shall determine the process and written forms used to accomplish the evaluation. An executive summary shall be made available to the Board of Directors while meeting in executive session.

SECTION VI **Vice-Chairperson**

In the absence of the Chairperson, or in the event of his/her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson and, when so acting, shall have the powers of and be subject to all restrictions upon the Chairperson. The Vice-Chairperson shall perform such duties as, from time to time, may be assigned to him/her by the Chairperson or by the Board of Directors.

SECTION VII

Treasurer

The Treasurer shall see that the financial records of the corporation are fully, accurately and currently maintained. He/She shall cause financial reports and other materials to be submitted for the Board's information and be responsible to see that these reports are sent to appropriate officials. The Treasurer shall, in general, perform all of the duties incidental to the office of Treasurer and such other duties as, from time to time, may be assigned to him/her by the Chairperson or by the Board of Directors.

SECTION VIII

Secretary

The Secretary shall review and sign the minutes of the meeting of the members and of the Board of Directors. The Secretary shall be familiar with and maintain a current copy of the By-Laws at board meetings and perform such duties as from time to time that may be assigned to him/her by the Chairman or the Board of Directors. The Administrative Secretary shall see that all meeting notices are duly notified in accordance with the provisions of these By-Laws or as required by law be the custodian of the corporation records and of the seal of the corporation and see that the seal of the corporation is duly authorized in accordance with the provisions of these By-Laws; keep a register of the address of each Board member.

ARTICLE VII

Committees

SECTION I

Composition of Committees

The composition of each committee shall fairly reflect the composition of the Board of Directors. Each committee shall have at least one (1) member representing the low-income, public and private sectors and at least one (1) member from each Region. Members of all committees shall be appointed by the Chairperson and shall serve until a successor is appointed, unless the committee shall be terminated or unless such member shall cease to qualify as a member thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner provided in the cases of the original appointments.

SECTION II

Committee Chairperson

The officers of the Board shall chair the committees except, when the number of committees exceeds the number of officers, a member of the committee may be appointed as chairperson by the Board of Directors.

SECTION III

Executive Committee

The Executive Committee shall consist of the Officers of the Board, plus the chairperson of each of the currently working committees. The Chairperson of the Board of Directors will chair the Executive Committee. This committee shall have the power to conduct only such affairs as are of an urgent nature and shall require attention between the meetings of the Board of Directors. The committee shall report any action taken at the next regular meeting of the full Board of Directors which may then be ratified and/or amended or discontinued.

SECTION IV

Governance Committee

The Governance Committee shall be composed of not less than three (3) members of the Board. The committee shall undertake a periodic review, at not more than 5 year intervals, of these By-Laws, with particular reference to the size and composition of the Board, including the number and identification of organizations and target poverty areas to be represented on the Board. Recommendations to the Board shall be made in accordance with funding source regulations. It shall be responsible for researching major personnel policies and standards and recommending them to the Board. It shall consider and recommend to the Board persons qualified for employment as the Executive Director. It shall recommend or refer to the Board for its action, any personnel matters brought to its attention by an employee. It shall act as the Grievance Committee for the Agency and perform other duties as prescribed by the Board. The annual evaluation of the Executive Director shall be performed by the Board Chair and the Governance Committee and be completed within sixty days of the anniversary date. The Governance Committee and the Board Chair shall determine the process and written forms used to accomplish the evaluation. An executive summary shall be made available to the Board of Directors when a meeting is in executive session. The Governance Committee shall prepare a slate of candidates to present for election of officers at the annual meeting. Perform other duties which the Board may prescribe.

SECTION V

Finance Committee

The Finance Committee shall be composed of not less than three (3) members of the Board. It shall be responsible for determining major fiscal policies of the SCCAP in compliance with current funding source regulation and sound accounting procedures. It shall review and recommend action on the annual program budgets and, under the direction of the Board, manage or supervise financial affairs of the corporation and submit required reports. The Finance Committee shall arrange for the annual audits to the Board of Directors and perform other duties which the Board may prescribe.

SECTION VI

Resource Development Committee

The Resource Development Committee shall consist of not less than three (3) members of the Board. The Committee shall be active in identifying resources for potential grant writing and funding opportunities that aligns with SCCAP's mission. Effective resource development requires successful engagement and cultivation of existing and potential funding sources from an expanding circle of supporters and or stake holders. Fund development is recognizing that there is a process that includes identification, cultivation and solicitation. Perform other duties

which the Board may prescribe.

SECTION VII
Housing Committee

The Housing Committee shall be composed of not less than three (3) members of the Board. It shall be responsible for long-term planning for and oversight of the SCCAP affordable housing programs. The Committee shall insure that there is adequate opportunity for participation by economically disadvantaged people and prospective beneficiaries of its housing programs. The Committee shall be kept informed of potential funding sources available for affordable housing development. Perform other duties which the Board may prescribe.

SECTION VIII
Public Relations Committee

The Public Relations Committee shall consist of not less than three (3) members of the Board. It shall be responsible for maintaining the presence of the Agency in the community. The Public Relations Committee shall insure that there is adequate opportunity for participating in shows, fairs, and other community events. It shall be involved in developing printed materials for requesting donations. It shall help with developing an ongoing web presence, i.e. (Facebook). The Public Relations Committee shall play a strong roll in fundraising opportunities not allowed by staff to generate unrestricted resources. Perform other duties which the Board may prescribe.

SECTION IX
Strategic Planning Committee

The Strategic Planning Committee shall consist of not less than three (3) members of the Board. It shall be involved in developing a 5 year Strategic Plan for the Agency. It shall be responsible for revisiting the existing plan annually to uphold the mission, vision and the values of the Agency. Perform other duties which the Board may prescribe.

SECTION X
Other Committees

The Chairperson of the Board shall appoint such other committees as may be necessary, from time to time, to study and make recommendations to the Directors on matters not covered by the standing committees. These ad hoc committees shall perform specific temporary functions and are automatically disbanded upon satisfactory completion of the functions, as determined by the Chairperson.

ARTICLE VIII

Ex Officio Board Members

The Board of Directors may appoint past board members as "*Ex Officio*" who have been passionate, dedicated and instrumental in serving as an advocate of the economically disadvantaged on matters of public policy which affect their lives and promote desirable social

and institutional changes. When board members have completed their official term and are not eligible for another term on the Board they may be appointed or reappointed as an Ex Officio board member for a term of one year. Ex Officio board members will have no voting rights nor contribute to quorum requirements.

ARTICLE IX

Advisory Boards and Councils

The Board of Directors may see fit and choose to designate or recognize area councils or boards which will be broadly and fairly representative of the residents of different Regions or major groups within specific areas. These councils and boards will assist the SCCAP in the planning, conduct and evaluation of programs operated by SCCAP. The Advisory Councils or Boards will provide a direct voice and means of participation for the economically disadvantaged in program activities in their area or Region. At least fifty-one percent (51%) of the membership of each council or board must be economically disadvantaged people or representatives of economically disadvantaged people. Public officials may not exceed one-third (1/3) of the composition of any council or board.

SCCAP Board members who are defined herein as low-income people, or who are representatives of low-income people, shall automatically become members of these councils or boards in their regions and shall serve as the representatives of the councils to the Board of Directors and from the Board to the councils.

ARTICLE X

Senior Management

SECTION I

The Senior Management of SCCAP consists of the Executive Director and Financial Officer. The Executive Director will serve at the pleasure of the Board and may be dismissed at any time without cause.

JOB SUMMARY: The Executive Director is responsible for overall corporate management; including personnel and program administration. Assures the program planning, development, funding and operations are carried out in a timely and accurate manner. Is responsible for public information and liaison activities with local, state, federal and private agencies and organizations.

RESPONSIBILITIES:

1. Acts as the chief administrator of the SCCAP and is responsible to the Board of Directors for overall corporate management and proper administration of the affairs of the SCCAP.
2. Shall be expected to attend all Board meetings and attend committee meetings upon request of the committee Chairperson.

3. Supervise all senior staff and non-senior staff and delegate responsibilities of same to staff. Evaluate all professional and non-professional staff personnel annually. Provide training and/or assistance to staff as needed to facilitate program implementation and career development.
4. Hire and dismiss staff in conformity with the Personnel Policies and Procedures provided and authorized by the SCCAP_Board of Directors.
5. Investigate all complaints relative to matters concerning the administration of the SCCAP and make reports on findings to the SCCAP Board of Directors.
6. Work with Financial Officer to assure funds awarded to SCCAP are expended according to approved budgets and that accepted accounting procedures, which include developing systems for the purchase of materials, supplies and equipment which will result in the SCCAP making the most effective use of the funds available.
7. Recommend to the Board of Directors adoption of such policies and programs as he/she may deem necessary for the conduct of an effective anti-poverty program and for the improvement of administrative activities and services.
8. Plan, develop, promote, supervise and administer a comprehensive program to combat poverty within the SCCAP area in conjunction with the SCCAP Board of Directors.
9. Research and develop proposals for grants, contracts, foundations and other available funding sources appropriate to the purposes and needs defined by the SCCAP Board of Directors.
10. Develop and promote financial resources and other forms of support for ongoing and planning stage programs.
11. Maintain good public relations in the community, working with news media and service groups and have speaking engagements with various groups and public agencies advocating the needs of economically disadvantaged, disabled and elderly individuals as well as that of the general public.
12. Perform liaison with Community, State, Regional and National levels.
13. Perform all other routine administrative matters in a prompt and professional manner and keep channels of communication open between professional and non-professional staff.
14. Perform all other duties delegated by the SCCAP Board of Directors.
15. Maintain confidentiality of program participants at all times.

SECTION II

The Executive Director shall be authorized to sign official documents in the name of the Corporation, as may further be defined in resolutions of the SCCAP Board of Directors.

SECTION III

The Financial Officer is responsible to the Executive Director of SCCAP.

JOB SUMMARY: The Financial Officer is responsible to the Executive Director for each aspect of financial management. The Financial Officer will keep a sound financial organizational structure, including a strong legal and auditable accounting system, fail safe internal controls and effective financial reporting. This position is also responsible for oversight of a property management system that will protect all assets of the corporation. Will provide technical assistance to programs as directed by the Executive Director. Must have a complete understanding of all contracts and grants to insure that needed financial and programmatic requirements are met.

DUTIES AND RESPONSIBILITIES:

1. Responsible for all SCCAP financial operations, including receipt, withdrawal and disbursement of monies.
2. Responsible for maintenance of accounting records and for accurate and timely preparation of statements and reports.
3. Responsible to see that all transactions are properly recorded and properly verified by supporting documents.
4. Will approve all accounting systems, procedures, forms, and account classifications.
5. Will approve all entries to the general journal.
6. Participate in the hiring process of qualified subordinates and demonstrate the ability to supervise fiscal employees.
7. Responsible for monitoring imprest petty cash funds and preparation of reconciliation.
8. Must keep abreast of all statutory, regulatory or contractual financial requirements to assure the Agency's policies and procedures meet those requirements.
9. Will work closely with the Executive Director to assure adequate financial information is prepared for the Board.
10. Will see that Generally Accepted Accounting Principles are applied.
11. Will advise the Executive Director on all matters affecting financial operations.
12. Will establish or approve all procedures relative to payroll preparations, petty cash, travel advances and reimbursements, and all other expenditures.

13. Reviews and authorizes for payment all expenses reflected on site logs for various programs. Checks logs monthly for outstanding P.O.'s.
14. Will provide fiscal training to any program upon request.
15. Will work closely with Executive Director to identify spenders of each program and see that an adequate monitoring and control system is established.
16. Responsible for property management and control, including equipment and material inventories and office equipment maintenance.
17. Will authorize all disbursements prior to preparation of checks.
18. Will assist program directors with preparation and offer suggestions for budget revisions.
19. Prior to any implementation of budgets, must have Executive Director's approval.
20. Maintains files of all contracts, leases, insurance policies, bonds and related documents.
21. Will review all proposed agency contracts, leases, or grant applications, and make recommendations to the Executive Director.
22. Prepares specifications and initiates bidding process for needed agency services for approval by the Executive Director.
23. Will be responsible for bidding of equipment or supplies as needed in accordance with the agency contracts and policy and procedure manuals.
24. Prepares for annual audits, including needed financial schedules.
25. Prepares and files Indirect Cost Rate with responsible entity.
26. Responsible for management of previous years' financial documents and assure proper storage. Must monitor to dispose of records beyond retention period in accordance to State and Federal statutes and regulations.
27. Responsible for maintaining an accurate and up to date financial manual that reflects guidelines and regulations pertaining to all contracts and grants. Must also relate to and not be in conflict with agency Policy and Procedures Manuals.

ARTICLE XI

Fiscal Year

The Fiscal Year of this corporation shall run from January 1, of each year, through December 31.

ARTICLE XII

Corporate Seal

The Seal of this corporation shall be circular with the name of the corporation around the border.

ARTICLE XIII

Amendments

These By-Laws may be amended or repealed and new By-Laws adopted at any regular or special meeting of the members by a two-thirds (2/3) majority of the full Board. Written or electronic notice containing the proposed amendment(s) shall be no fewer than ten (10) days, or if notice is mailed by other than first class or registered mail, thirty (30) days, no more than sixty (60) days prior to such regular or special meeting.

ARTICLE XIV

Whistle Blower Policy

A board members and agency staff shall be free without fear of retaliation to make known allegations of alleged misconduct existing within SCCAP that he/she reasonably believes evidence:

- A. An abuse of authority, gross misconduct or gross waste of money; or
- B. A substantial and specific danger to public health or safety; or
- C. A violation of law.

ARTICLE XV

Electronic Notice

Notice to directors in an electronic transmission that otherwise complies with the requirements of these Bylaws is effective only with respect to directors and directors who have consented, in the form of a record, to receive electronically transmitted notices. A director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted. A director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record to the Board Secretary.

ARTICLE XVI

Rules of Order

As a general practice, the Board of Directors and committees will conduct business using an informal and simplified version of parliamentary procedures. For the efficient operation of the Board of Director's meetings and of the committee meetings, Robert's Rules of Order, Newly Revised 11th Edition, Copyright 2011, may be referenced.

ARTICLE XVII

Organization Status

This corporation is a non-profit corporation and none of its income or assets shall accrue to the benefit of any of its members, except as regular salaries. The dissolution shall be according to the laws of the State of Idaho and all proceeds left after payment of just bills returned to the appropriate agencies from which received.

ARTICLE XVIII

Indemnification

SECTION I

Under the provisions of Idaho Code, Title 30, Chapter 30, Part 6, Section 626, SCCAP shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION II

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

SECTION III

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or

omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

SECTION IV

This Article constitutes a contract between SCCAP and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal