



# **Board Governance Through Uncertainty**

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National Community Action Partnership

# The Promise Of Community Action

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*Community Action changes people's lives, embodies the spirit of hope, improves communities, and makes America a better place to live. We care about the entire community, and we are dedicated to helping people help themselves and each other.*

# Session Overview

Board Governance Basics

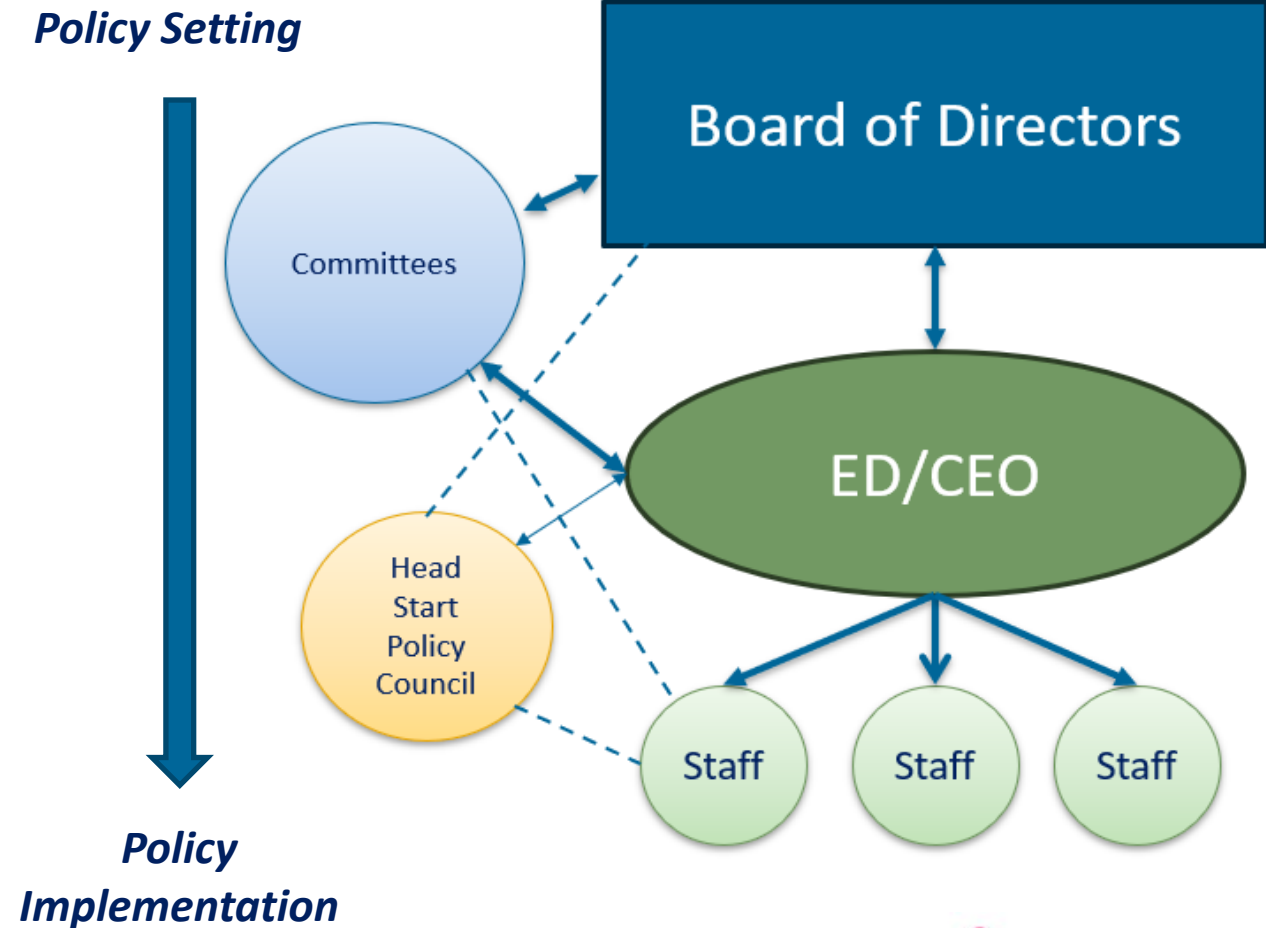
Understanding Uncertainty

Framework for Moving Ahead

- Preparing for Action
- Understanding the Landscape
- Planning for Multiple Futures
- Elevating Community Action

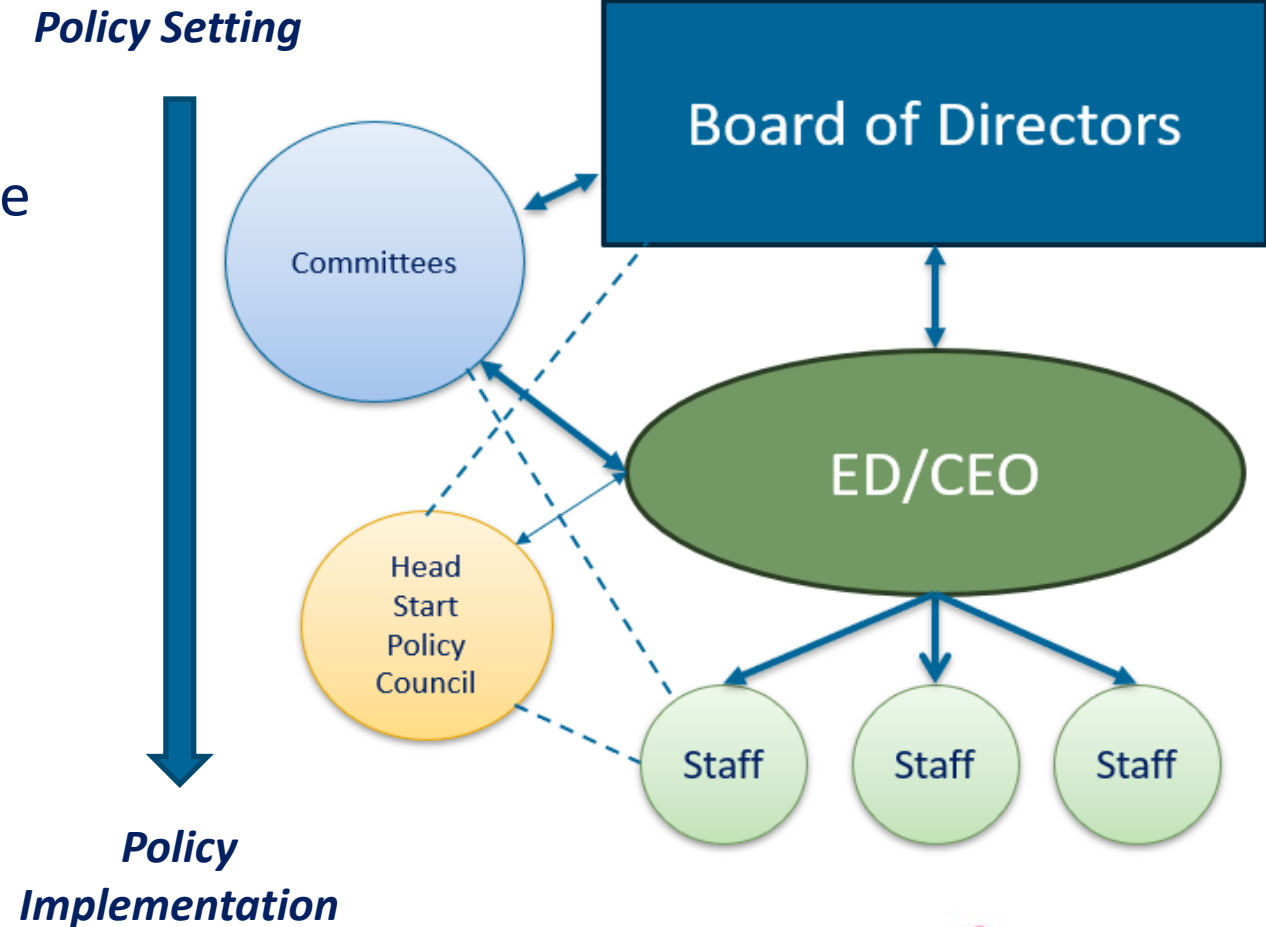
# Community Action Board Role & Functioning

- CAA Boards:
  - Are the governing bodies that set out the high-level vision, mission, strategic direction for the org
  - Ensure resources are directed to achieve its vision/mission/purpose
  - Keeps their eyes on the sustainability of the org



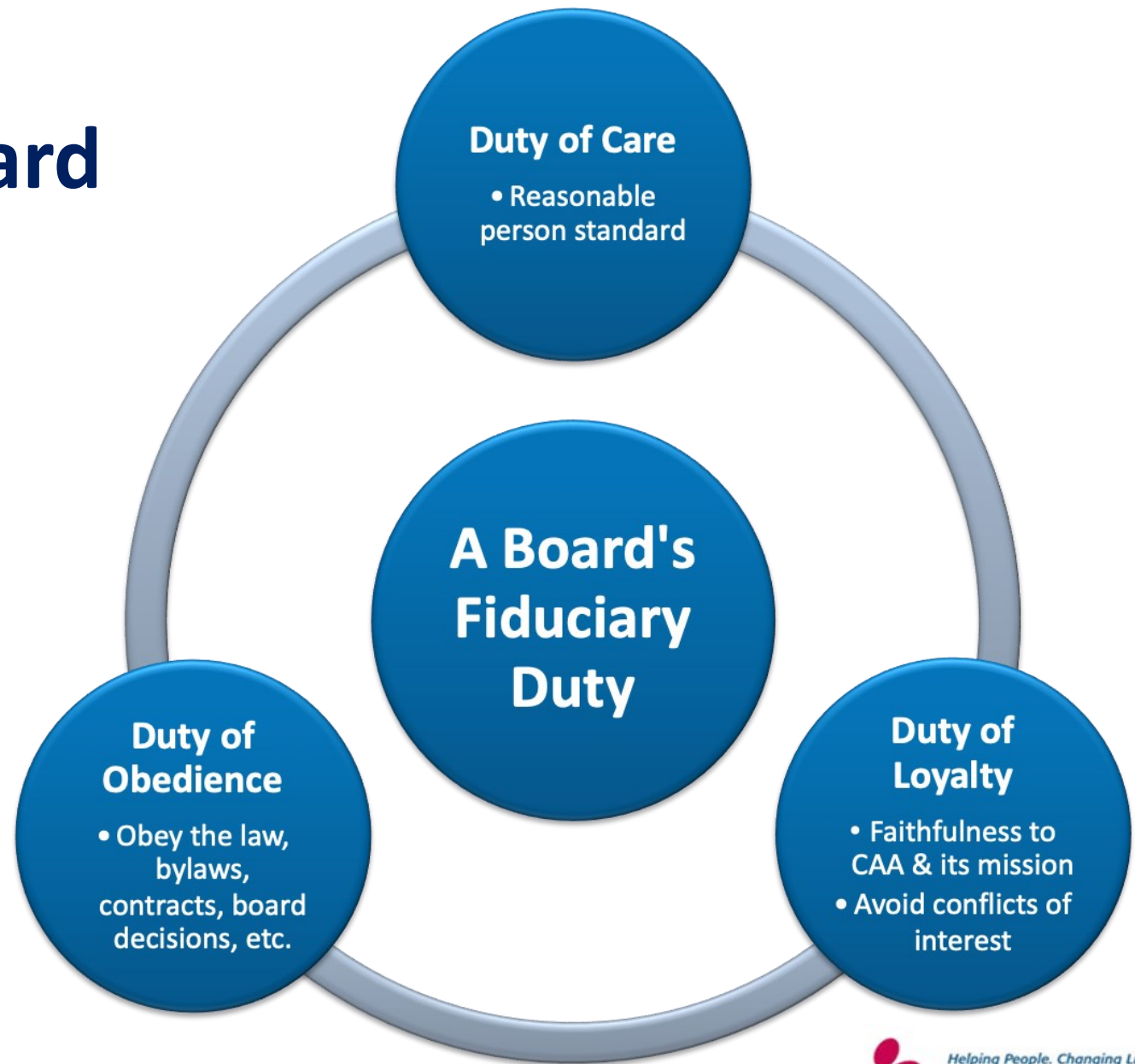
# Community Action Board Role & Functioning

- The board acts only as a body
- Board supervises one employee: Executive Director
- Board members may communicate with other staff through the ED or:
  - Board liaison
  - Committee staff
  - Whistleblower policy



# Community Action Board Duties

Board members are **fiduciaries**. They have the duty to **act for someone else's benefit** and hold the **agency's interest ahead of their own**



# Roles of the Board

Strategic Direction

Financial Oversight & Fundraising

Sustainability

Strategic Resource Allocation

Board Leadership & Governance

Executive Director Oversight & Support

Community Education and Engagement

Performance Management & Evaluation

# Board and ED: Who Does What Around Here?

Responsibility	Board of Directors	Executive Director
Organizational Mission	Sets agency mission	Executes agency mission
Performance Targets	Sets performance targets	Guides work to achieve performance targets
Policy	Establishes policies	Executes policies
Organizational Performance	Evaluates and is accountable to <u>funders</u> <u>and public</u> for organizational performance	Executes, evaluates, and is accountable to the <u>board</u> for organizational performance
Supervision of Employees	Supervises Executive Director only	Supervises organizational staff generally

# Common Board Missteps

Other examples?

Not discussing  
critical issues

Too much deference  
to ED

Micromanagement

What board  
actions  
counter these  
missteps?



# Current Challenges

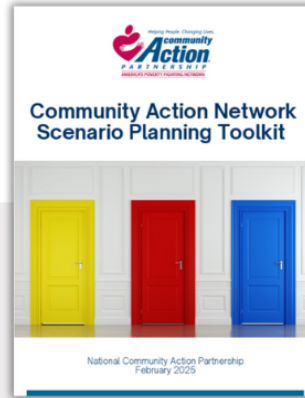
- Funding
- Political Landscape
- Changing Laws/Rules
- Relationships
- Compliance
- Employees
- Families & Community





## National Community Action Partnership

# Resources to Navigate Uncertainty



### COMMUNITY ACTION NETWORK SCENARIO PLANNING TOOLKIT

This toolkit assists CAAs and State Associations in navigating uncertainty by examining potential future conditions and their effects. It provides resources to assess and plan for key areas including finance, operations, programs, and community impact.



### CAA BOARD DISCUSSION GUIDE FOR UNCERTAIN FINANCIAL TIMES

Financial uncertainty can threaten an organization's mission. This guide helps CAA boards assess the organization's financial health, ask key questions, and navigate tough decisions with tools for planning, decision-making, and balancing risk and opportunity.



### WHEN YOUR CAA'S UPCOMING FISCAL YEAR IS UNCERTAIN: A GUIDE FOR BOARDS

This guide helps CAA boards navigate new federal fiscal year funding uncertainty with four priorities: prepare for strategic action, understand the landscape, plan for multiple scenarios, and elevate Community Action.



# Four Priorities for Boards for Governing Through Uncertainty

1

## Prepare for Strategic Action

Boards must be proactive, **making space** for informed decision making and deeper strategic discussions.

Regular updates from leadership and clear communication can help board stay aware and act quickly when needed.

2

## Understand the Landscape

Boards need a **solid grasp of their agency's finances** and the external funding environment, including penitential risks and unknowns.

Exploring likely scenarios help prepare the agency for whatever changes may come.

3

## Plan for Multiple Scenarios

With clear priorities and insights, boards can **create plans and strategies** to reduce risk and prepare responses for different funding outcomes.

Defining roles and actions for delayed or reduced funding helps protect the agency

4

## Elevate Community Action

Boards play a key role in **raising the CAA's profile** to strengthen support and protect its position.

Strategic engagement with elected officials and the community ensures your CAAs impact is understood amid shifting funding and priorities.



**Prepare for  
Strategic Action**

# Building Relationships: Board Chair & ED

## Establish expectations

Frequency of check-ins

Priorities

Issues to communicate

Communications style

Sounding board/feedback

Ways to support each other

## Keep communication lines open

Regular communication

Identify and work to resolve differences in non-defensive ways

# Building Relationships: Board Members & ED

- Meet one-on-one with board members
- Establish periodic check-ins
- Provide board members with opportunities to develop their skills as board members
- Help board members get to know each other
- Encourage board members to be actively engaged at board meetings

# The Importance of Bylaws

- **Bylaws are internal rules that govern (and bind) an organization**
- **Bylaws set out:**
  - **Basic governance structure for an organization**
  - **Rules of procedure for the board of directors**
  - **Ground rules for procedural disputes**

# The Importance of Bylaws

- **Common bylaws provision topics include:**
  - **Meetings**
  - **Elections**
  - **Terms & term limits**
  - **Officers**
  - **Committees**
- **Bylaws are a CAA's "internal law"— boards must follow their bylaws**
  - **Failure to follow bylaws can subject actions to challenge**

# Governance of Bylaws

Federal CSBG Act  
42 U.S.C. § 9901 et seq.

Laws & regs for specific  
federal grants (e.g.,  
Head Start)

State CSBG contracts &  
laws and regs

State nonprofit  
corporation law or  
local gov't agency law

Bylaws adopted  
by tripartite board

State open meetings  
laws

CSBG Organizational  
Standards

OCS CSBG IM #82

Emergency state laws,  
executive orders, etc.

# Preparing for Strategic Action: Keeping the Board Engaged and Informed

- **Board Meeting Schedule**
  - Consider if the board is meeting frequently enough to stay engaged and informed
  - Retreats or special meetings vs increased frequency
  - Reinforce understanding of the role of the Executive Committee
  - *Pay attention to bylaws and state requirements about special meetings*



# Preparing for Action Between Meetings

Clarify who can do what?

**Board Chair**

**Executive  
Committee**

**Other  
Committees**

**ED/CEO**

# Community Action Board Discussion Guide for Uncertain Financial Times



Boards need to understand the current financial landscape and financial risks the organization faces.

[Access the Board Discussion Guide Here:](#)



# Questions to Spur Good Board (and Leadership) Discussion

1. How do we ensure that the *people and communities* we assist are centered in our decisions?
2. What are our *top three priorities* right now?
3. How could we *sustain our mission* without our largest funding source?
4. What are the *impacts on our community* if we *lose a major funding source*?
5. What kinds of *risk* and how much risk *are we willing to tolerate*?
6. What *opportunities* do we see to grow or build revenue?
7. What does the *Executive Director need* from the Board?
8. What are our legal and financial *liabilities*?
9. How do we *protect* the organization?
10. What are our *assumptions about our funding*, and how might they need to change?

# Building a Decision Filter

- Decision filters help you to create the criteria through which you will make decisions.
- Decision filters:



BUILD  
CONSENSUS



CREATE  
CONSISTENCY



FACILITATE  
TRANSPARENCY



ACCELERATE  
RESPONSE

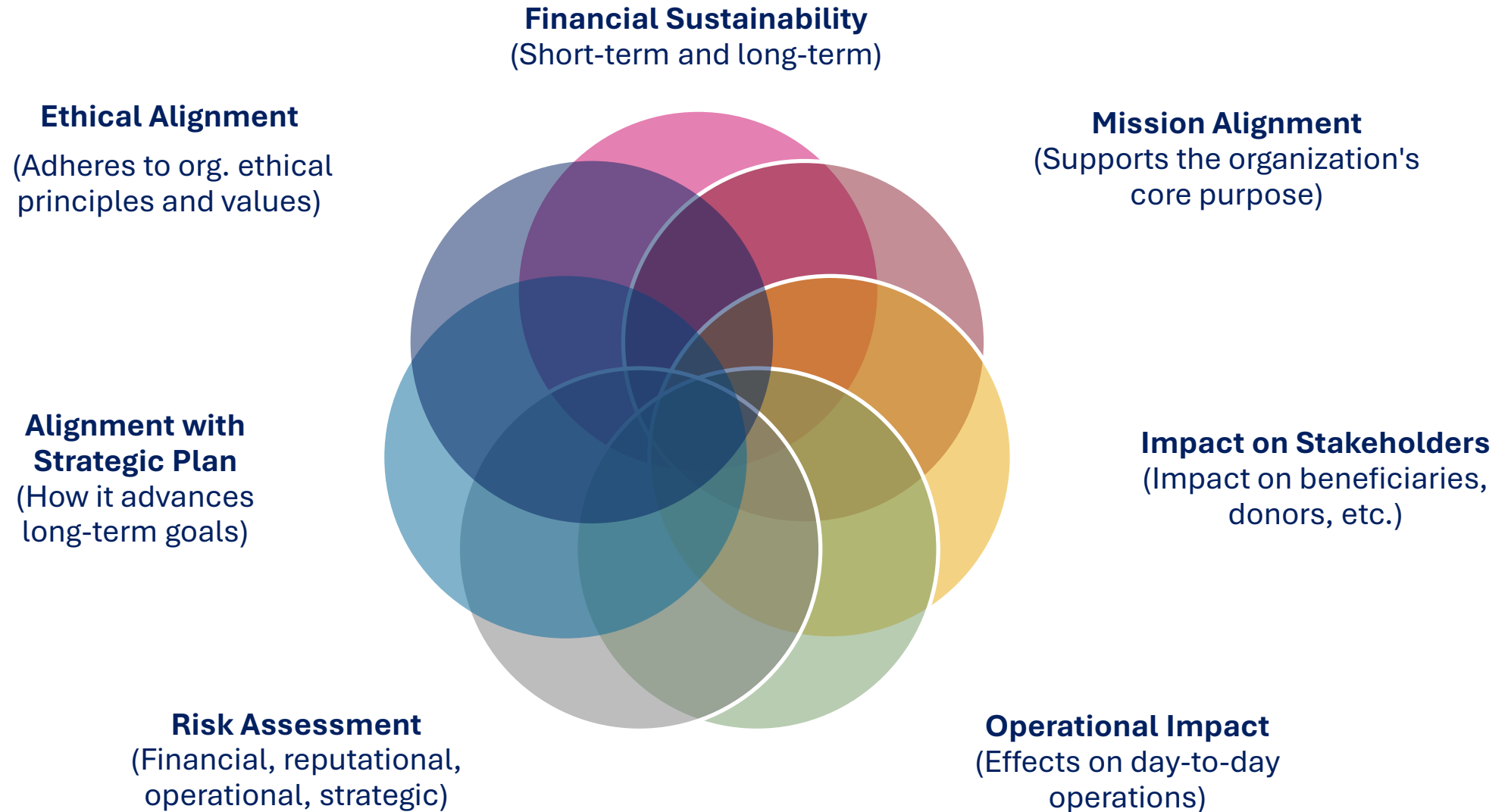


REDUCE RISK



FOSTER TRUST

# Decision Filter Lenses



# Sample Decision Filters

- 1. People with low incomes are our top priority.**
  - Decisions must ensure we serve those who rely on us most.
- 2. We will protect mission-critical programs.**
  - If cuts are necessary, they won't affect our mission-driven work.
- 3. We will maintain our capacity to deliver.**
  - Decisions about staffing will focus on maintaining critical operations.
- 4. Only commit to opportunities we can sustain.**
  - New or expanded work must be financially viable.
- 5. Prioritize long-term sustainability.**
  - Short-term gains cannot undermine future stability.

- 1. Does this protect community trust?**
- 2. Can this be implemented quickly without disrupting services or compliance?**
- 3. Does this keep us flexible for what comes next?**



# Let's Build a Decision Filter!

- Review the reflection prompts.
- Create a 2–3 point decision filter your organization can use quickly.
  - Focus on what must guide decisions when tradeoffs are unavoidable.
  - *You do not need to answer every question*—capture overarching priorities.

■ Who must remain our highest priority in any scenario? (e.g., people with low incomes, specific service populations, staff)

■ What programs, services, or operations are most essential to fulfilling our mission?

■ What financial or operational safeguards are necessary to sustain our work over time?

■ When faced with difficult choices, what principles should guide our decisions?

# Filter Test: New Opportunity

- A funder approaches you about a time-limited opportunity could bring in new funding, but it requires quick implementation and adds operational complexity.
- **What would you do?**
  - A. Move forward to secure the funding
  - B. Decline the opportunity
  - C. Explore the opportunity only if scope can be reduced

# Filter Test: Budget Cuts

- Your food assistance program faces a 10% mid-year funding cut you can't cover with savings. You can't fully serve the same number of families unless you make changes.
- **What do you do?**
  - A. Reduce staff hours or delay hiring to cut costs
  - B. Serve fewer families across multiple programs to spread the impact
  - C. Tap reserves for now and revisit adjustments next year

A dramatic landscape photograph of a snow-capped mountain peak. The mountain is rugged and rocky, with patches of snow and ice. The sky is blue with scattered white clouds. A yellow rectangular box is overlaid on the left side of the image, containing the text "UNDERSTANDING THE LANDSCAPE" in bold, blue, uppercase letters.

# **UNDERSTANDING THE LANDSCAPE**

# Big Questions Facing the Agency



**A big question is an opportunity or threat to which the organization must respond. Usually, it is beyond the scope of the organization's current strategies or capacities, thus requiring a new strategy.**

# Big Question Examples

What if CSBG or other federal funding is reduced or delayed in the next year?

How should we be leveraging technology and AI while protecting staff and customers?

How do we continue to innovate while managing ongoing financial pressures?

# Understanding the Situation

01

**Clarify the facts:**  
Separate what is known, unknown, and assumed. Focus on verified information.

02

**Identify what's changing:** Pinpoint what is new or different internally and externally.

03

**Assess how it affects the organization:**  
Consider impacts on mission, finance, operations, programs, and the community.

04

**Name the “known unknowns”:** Be explicit about what's unpredictable and where more information is needed.

# Understanding the Landscape: Financial Condition

## External Funding Landscape

- Federal
- State
- Foundation/Private Funders

## Internal Funding Landscape:

- **Revenue Mix:** What percentage of funds are federal, state, local, or private?
- **Funding Security:** How stable are our funding sources?
- **Liquidity:** How much of our assets are liquid/illiquid? How many days cash on hand do we have? Do we have a line of credit and if so, to what level have we used it?
- **Restrictions:** What funder restrictions exist on our funds?

# Sample Revenue Chart

<b>Funding Source</b>	<b>Origination</b> (Federal, State, Local, etc.)	<b>Amount (\$)</b>	<b>% of Overall Revenue</b>	<b>Payment Method</b> (Reimbursement, Advance, Deliverable)	<b>Stability</b> (Low/Med/High)	<b>Likelihood of Continuation</b> (Secure, Uncertain, At-Risk)
CSBG	Federal	\$2,000,000	40%	Advance / Reimbursement	High	Secure
Rapid Rehousing	Federal	\$1,000,000	20%	Reimbursement	Medium	Uncertain
State Energy Grant	State	\$750,000	15%	Reimbursement	Medium	At-Risk
Private Grant – Financial Counseling	Foundation	\$500,000	10%	Deliverable-based	Low	Secure
Fee for Service – Sliding Scale Fees	Program Revenue	\$400,000	8%	Paid per service	Medium	Uncertain
Individual Donations	Private	\$350,000	7%	Lump sum	Low	Uncertain

# Where Do I Start? Understand Your Current Costs

## Fixed vs. Variable Costs

- **Fixed Costs:** Costs that don't change regardless of the level of service provided (e.g., rent, salaries).
- **Variable Costs:** Costs that fluctuate based on the level of service provided (e.g., program supplies, utilities).

## Administrative Costs

- Costs related to general operations, non-program staff, and overhead.
- Some funding may have caps or limits.

## Program-Specific Costs

- Costs associated with each program or service provided, such as benefits, materials, staff time, and other program-related expenses.

## Human Resources & Staffing

- Costs including salaries, benefits, and staffing levels needed for operations.

## Vendor & Contract Costs

- Costs for outsourced services, vendor agreements, and any long-term contracts.



**To what degree does your  
board understand the  
organization's financial  
condition?**

# Remember the Financial Org Standards

Audits	Financial Reporting	Budget	Written Policies
8.1 Annual audit completed according to Uniform Guidance	8.6* Form 990 completed annually	8.9 Board annually approves organization-wide budget	8.10* Fiscal policies reviewed by staff/approved by board <b>within past 2 years</b>
8.2 Audit findings assessed and addressed	8.7 Board receives financial reports at each regular meeting		8.11* Written procurement policy in place, reviewed by board <b>within past 5 years</b>
8.3 Audit presented/available to board	8.8* Required payroll/withholding filings and payments completed on time		8.12* Org documents shared cost allocation through IDR or cost allocation plan
8.4 Board receives and accepts			8.13 Record retention and destruction policy in place
8.5* Solicit bids for audit <b>within past 5 years</b>			

\* n/a to public CAAs

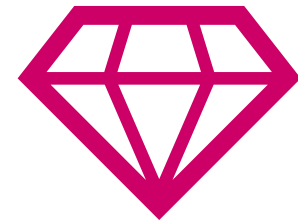
# Once You Know Your Landscape...



What vulnerabilities do you see?



What possibilities could happen that might change the landscape?



What opportunities do you see?

A hallway with several closed doors and one open door glowing with light. The scene is set against a blue-to-green gradient background. A yellow rectangular box is overlaid on the left side of the image, containing the text "Plan for Multiple Futures".

# **Plan for Multiple Futures**

# Developing Scenario Plans

## 4. Develop Scenario Plans - Anticipate disruptions and prepare responses

- Confirm that the CAA has conducted sufficient scenario planning
- Review action steps the board would need to take in various scenarios
- Clarify when to activate scenario plans and how decisions will be made
- Document all thresholds, triggers, and related decisions in board minutes
- Confirm board and staff roles and responsibilities during each scenario

Scenario Planning can be used to model or forecast different possibilities to see their impacts on your organization

Once visualized, you can create strategies and action plans to implement if the scenario happens.

Scenario Planning typically focuses on financial, but also think about programmatic, operational, and community impacts.

# NEW RESOURCE: NCAP'S SCENARIO PLANNING TOOLKIT

The Scenario Planning Toolkit equips CAAs and State Associations with curated tools and resources to navigate uncertainty.

## Use the toolkit to:

- Assess and plan for key impact areas: financial, operations, programmatic, and community.
- Identify challenges, evaluate impacts, and develop strategies for changing conditions.
- Strengthen decision-making and organizational resilience by exploring multiple future scenarios.



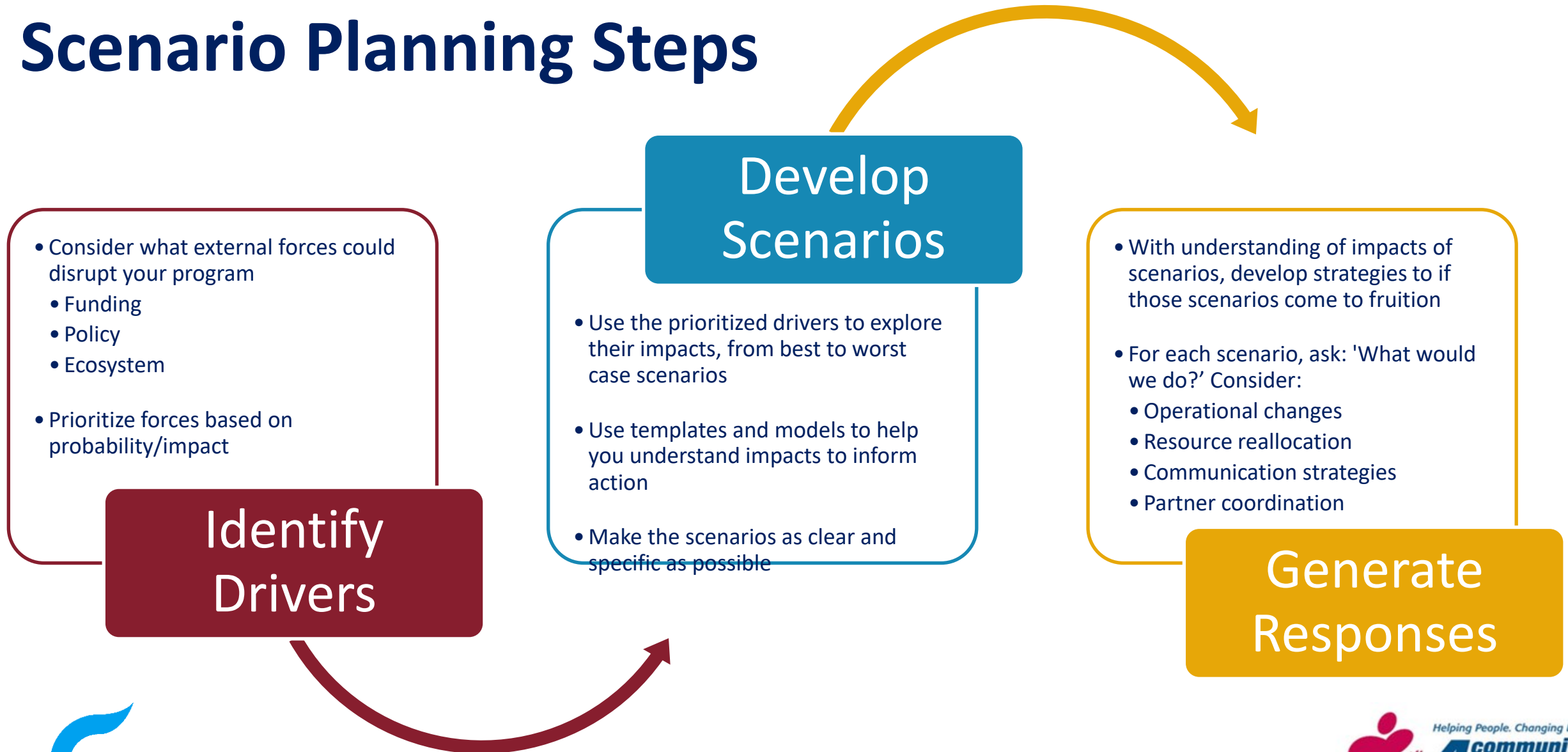
## Community Action Network Scenario Planning Toolkit

National Community Action Partnership  
February 2025

[Access the  
Toolkit Here:](#)



# Scenario Planning Steps



# Potential CAA Actions to Course Correct

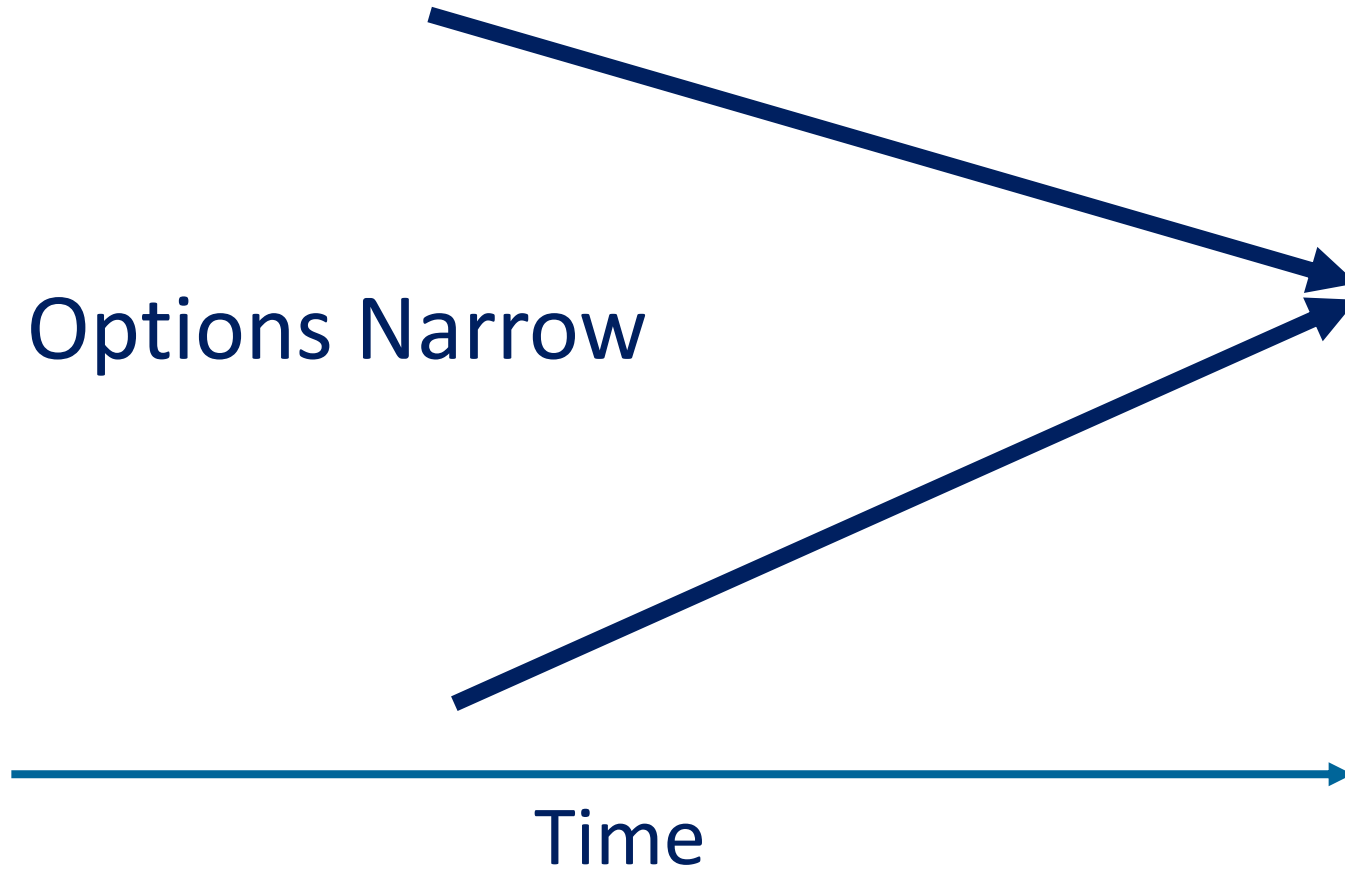
## Organizational Change Continuum



More Independent

Less Independent

# Decisions and Options



***“In the middle of difficulty lies opportunity.”***

**~Albert Einstein**



# Elevate Community Action



Board engagement



Community Awareness



Relationships

# Leveraging The Moment

Crises can focus public attention — boards can help ensure the organization is **ready to respond and engage**.

Highlight **ways the community can act**: volunteer, advocate, or support mission-driven work.

Keep the spotlight on **people with low incomes and community impact**, not organizational visibility.

Use these moments to **strengthen trust, deepen relationships, and reinforce strategic priorities**.

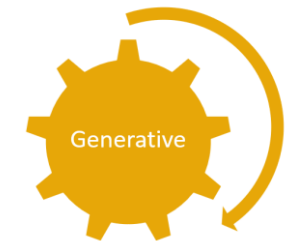
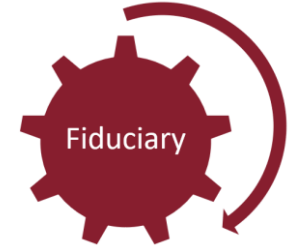
# Building Organizational Resilience: Purpose Focus

- Crisis narrows our focus, which can lead to us operating in response to crisis conditions as opposed to our purpose
- Use purposeful pause points to check for alignment with purpose to broaden your view

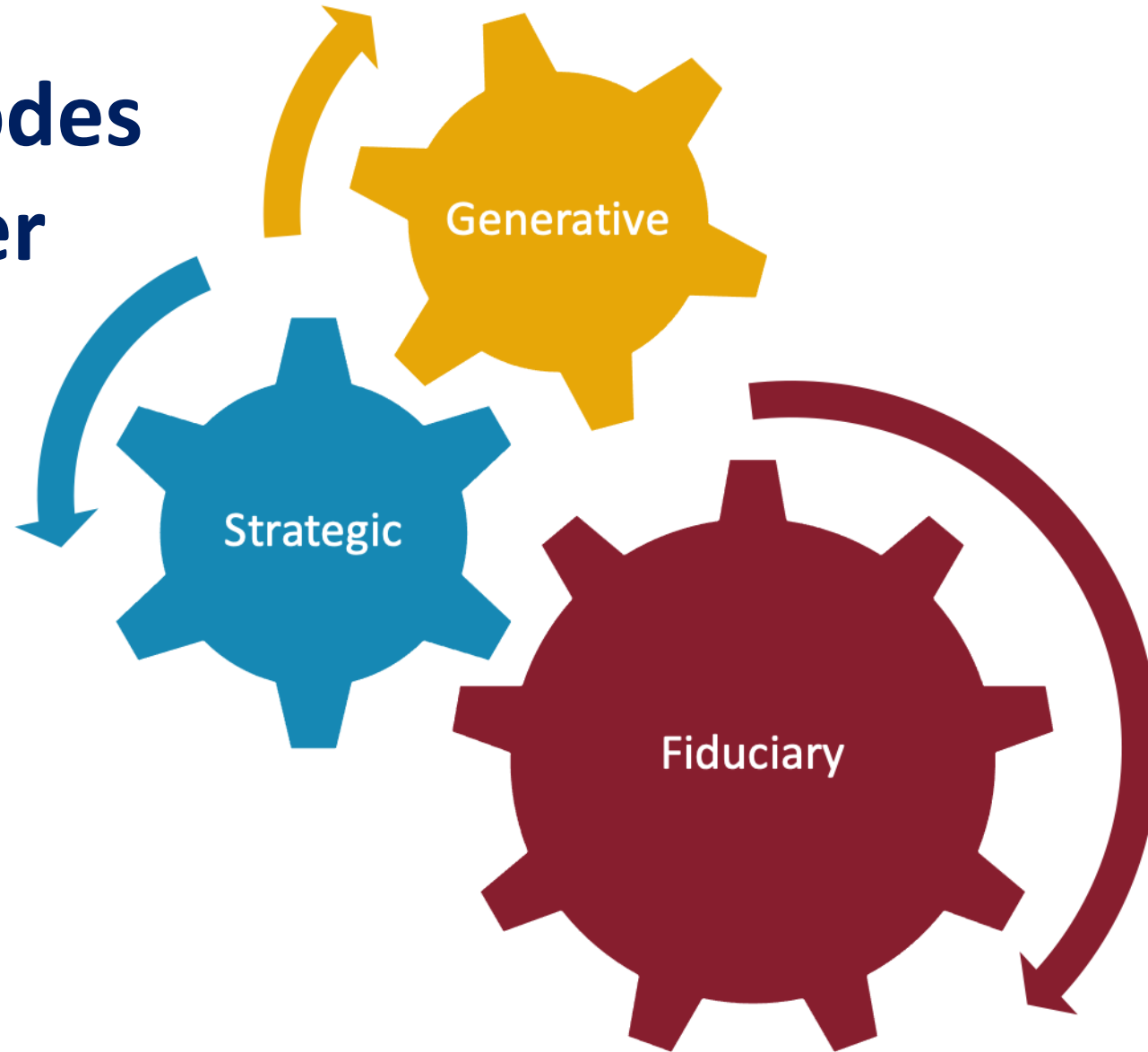


# An Opportunity to Lean Into New Modes:

- **Fiduciary Mode** - boards are watchdogs focused on compliance.
- **Strategic Mode** - boards are strategists setting goals and mobilizing resources toward execution.
- **Generative mode** - boards are engaged and asked to be to be creative in framing the questions at hand, questioning assumptions, and exploring options.



# Three Board Modes Work Together





## COMMUNITY ACTION

*Helping Hardworking Families Succeed!*

Community Action Agencies provide high-quality job skills training and financial coaching programs designed to help sustain long-term success and self-sufficiency.

## COMMUNITY ACTION

*Is a Trusted Pillar in Communities!*

We take pride in engaging with local residents who volunteer their time and expertise to help us advance local progress, support working families, and contribute to lasting community success.



# Community Action Month Toolkit

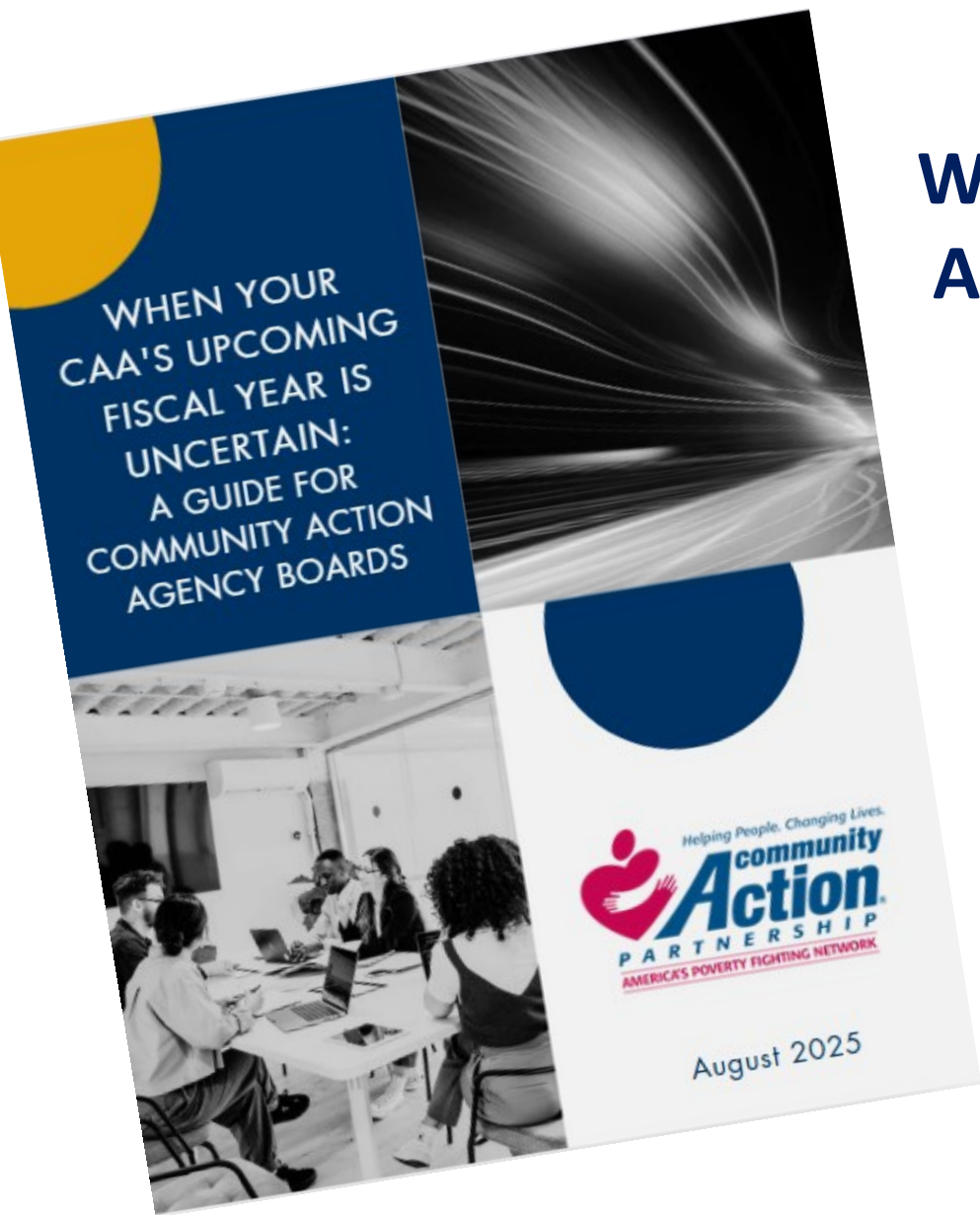
- The toolkit provides:
  - Social media graphics
  - Activities and events
  - Press release and proclamation templates
  - Fundraising ideas

<https://communityactionpartnership.com/cam-2025/>



# Tools and Resources





## When Your CAA's New Fiscal Year is Uncertain: A Guide for Community Action Agency Boards

This guide helps CAA boards lead effectively through funding uncertainty at the start of a new federal fiscal year. It centers on four priorities: prepare for strategic action, understand the landscape, plan for multiple scenarios, and elevate Community Action.

[Access the Guide Here](#)



# Community Action Board Discussion Guide for Uncertain Financial Times



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February 2025

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# Bylaws Toolkit



## Bylaws Toolkit for Community Action Agencies September 2025

### Table of Contents

<b>Introduction</b>	1	Petitions for Board Representation	19
Approach to Review	1	Directors' Terms and Term Limits	20
Governing Laws and Guidance	2	Removal of Directors	21
Governing Documents	4	Resignation of Directors	23
<b>Articles of Incorporation Provisions</b>	6	Vacancies	23
Name	6	Time and Place of Meetings	25
Statement of Purpose	6	Notice	25
Corporate Powers	7	Remote Participation	27
Duration	8	Quorum and Voting Policies	27
Members	8	Executive Sessions	29
501(c)(3) Provisions	8	Board Action Without a Meeting	29
Amendment Procedures	9	Officers and Agents	29
Other Provisions	9	Board Committees and Advisory Bodies	33
<b>Bylaws Provisions</b>	10	Fiscal Year	38
Name	10	Conflicts of Interest	38
Office/Principal Place of Business	10	Compensation of Directors	39
Statement of Purpose	11	Execution of Instruments	40
Authority of the Board of Directors	11	Electronic Documents and Signatures	41
Number of Directors	11	Indemnification of Directors and Officers	41
Composition of Directors	12	Bonding	42
Selection of Directors	15	Amending the Bylaws	42

### Bylaws Toolkit

geographic area in their statement of purpose to indicate the area they serve. Doing so is generally not recommended because the CAA will need to amend their geographic scope if their work changes. Articles that are silent as to the geographic area of the corporation allow for greater flexibility to expand into other areas.

If a CAA's statement of purpose in its articles references outdated laws, like the Economic Opportunity Act of 1964 (which was repealed in 1981 and replaced by the federal CSBG Act), the CAA should amend its articles to delete those references.

**Purposes.** The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as hereafter amended. [the "Internal Revenue Code" or the "Code"] or the corresponding provision of any future United States internal revenue law. Specifically, the corporation's purposes are to *[the following is an example of broad purposes language for a CAA]* reduce poverty, revitalize low-income communities, and empower individuals and families with low-incomes to become self-sufficient by creating economic, educational and other opportunities for, and providing a range of services to, families and individuals with low-incomes; mobilizing resources directed to the elimination of poverty; and educating the public on issues of poverty and community revitalization.

Drafting Tip:

#### Corporate Powers


A nonprofit corporation (including a nonprofit CAA) derives its corporate powers from its state's Nonprofit Corporation Act, which lists the powers a nonprofit corporation may exercise in furtherance of its corporate purposes. Examples of these powers include the power to own property, enter into contracts, and sue another party. The Nonprofit Corporation Acts of most states do not require nonprofits to list all their powers in the articles to exercise those powers. Rather, a broad statement of the corporation's powers in the articles will suffice. Some states, however, require nonprofit corporations to list certain corporate powers in the articles to exercise those powers. Further, all 501(c)(3) nonprofit corporations must limit their corporate powers to those that the IRC allows 501(c)(3) organizations to engage in. Articles should state that the corporation cannot engage in activities prohibited under the sections of the IRC that govern 501(c)(3) organizations and those permitted to receive tax deductible contributions under IRC section 170(c)(2).

**Corporate Powers.** The corporation is authorized to do everything necessary, proper, advisable, or convenient for, or in connection with, the accomplishment of the charitable and educational purposes stated in these articles of incorporation and to exercise any powers conferred upon corporations organized pursuant to the provisions of *[insert name of your state's Nonprofit Corporation Act]* as now in effect, or as hereafter amended, provided that such activities and powers are lawfully carried on and exercised by a corporation incorporated under the *[insert name of your state's Nonprofit Corporation Act]* and exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities prohibited under section 501(c)(3) of the Internal Revenue Code, which exempts the corporations from federal taxes, or under section 170(c)(2) of the Internal Revenue Code, which permits the corporation to receive deductible contributions, or the corresponding provisions of any future United States internal revenue law.

Drafting Tip:



# Leadership During a Crisis Case Studies




## Leadership During Crisis: Lessons from the COVID-19 Pandemic

### NORTHERN KENTUCKY COMMUNITY ACTION COMMISSION

<b>Service Areas</b>	Boone County, Campbell County, Carroll County, Gallatin County, Grant County, Kenton County, Owen County, Pendleton County
<b>Locations</b>	25
<b>Main Office Location</b>	Covington, KY
<b>Leadership</b>	Catrena Bowman-Thomas, Executive Director J.C. Morgan, Former Board Chair (retired July 2020) Aurelia Rodriguez, Current Board Chair
<b>Staff Size</b>	155
<b>Annual Budget</b>	\$20 million
<b>Board Size</b>	24
<b>Major Program Areas</b>	<p><b>Family Services</b></p> <ul style="list-style-type: none"> <li>Financial Assistance</li> <li>Food Security</li> <li>Financial Empowerment</li> <li>Health Care Enrollment</li> <li>Online Resources</li> </ul> <p><b>Housing + Weatherization</b></p> <ul style="list-style-type: none"> <li>Weatherization</li> <li>Affordable Housing</li> <li>Home Ownership</li> </ul> <p><b>Career Readiness</b></p> <ul style="list-style-type: none"> <li>YouthBuild of Northern Kentucky</li> <li>Senior Employment Program</li> <li>Scholarships</li> <li>Lincoln Grant Scholar House</li> </ul> <p><b>Children's Services, Head Start/Early Head Start</b></p> <ul style="list-style-type: none"> <li>Head Start</li> <li>Early Head Start</li> <li>Community Collaboration for Children</li> <li>Child Care</li> </ul>




CAPLAW | SEPTEMBER 2020 LEADERSHIP DURING CRISIS: NORTHERN KENTUCKY COMMUNITY ACTION COMMISSION 1



## Leadership During Crisis: Lessons from the COVID-19 Pandemic

### PRO ACTION OF STEUBEN AND YATES, INC. OVERVIEW

<b>Service Area</b>	Steuben and Yates, two rural counties in upstate New York
<b>Main Office Locations</b>	Bath and Penn Yan, New York
<b>Leadership</b>	Laura Rossman, Chief Executive Officer Debbi Deats, Board President
<b>Staff Size</b>	324
<b>Annual Budget</b>	\$16.2 million
<b>Clients Served</b>	13,986 in 2019
<b>Board Size</b>	15
<b>Major Program Areas</b>	<p><b>Resilient Children and Families</b></p> <ul style="list-style-type: none"> <li>Early Childhood Learning and Development</li> <li>Early Head Start</li> <li>Head Start</li> <li>Women, Infants and Children (WIC)</li> <li>Family Literacy and Education</li> <li>Home-Based Services</li> </ul> <p><b>Thriving Seniors</b></p> <ul style="list-style-type: none"> <li>Early Childhood Learning and Development</li> <li>Early Head Start</li> <li>Head Start</li> <li>Women, Infants and Children (WIC)</li> <li>Family Literacy and Education</li> <li>Home-Based Services</li> </ul> <p><b>Prosperous Futures</b></p> <ul style="list-style-type: none"> <li>Adult Literacy Services</li> <li>Youth Empowerment Program</li> <li>American Job Center Network / Workforce NY</li> <li>Senior Community Service &amp; Employment</li> <li>Wheels for Work</li> <li>Child Care</li> </ul> <p><b>Basic Needs Support</b></p> <ul style="list-style-type: none"> <li>LIHEAP</li> <li>WAP</li> <li>Community Action Angels (formerly CHAMP)</li> <li>WIC</li> <li>Food Pantry</li> <li>SNAP Application Assistance</li> <li>Nutrition Classes</li> </ul>

CAPLAW | SEPTEMBER 2020 LEADERSHIP DURING CRISIS: PRO ACTION OF STEUBEN AND YATES, INC. 1

# Weatherproofing CAA Bylaws

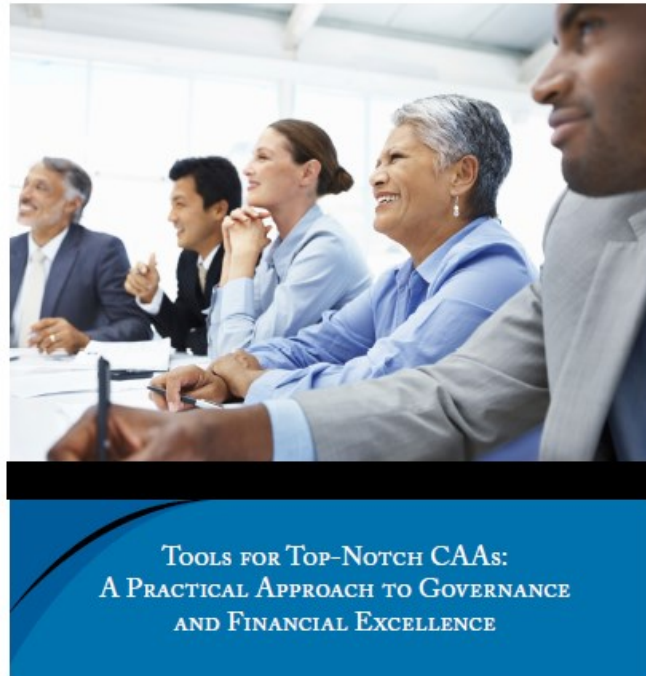
## Weatherproofing CAA Bylaws

Preparing for Emergency  
Governance

### Table of Contents

<b>I. Introduction</b>	4
A. Legal Framework Refresher	4
B. A Note on Preemptive Emergency Bylaws Provisions Under State Nonprofit Corporation Law	5
C. How to Use this Resource	5
<b>II. Defining an Emergency</b>	7
<b>III. Bylaws Issues During an Emergency</b>	8
A. Selection	
Issue 1: Will our CAA's board be able to follow it	
Issue 2: What if organizations or individuals who on our board are unable to do so?	
B. Terms and Term Limits	
Issue 1: What happens when a board member's	
Issue 2: What happens when a board member's	
C. Removal	
Issue 1: Are we required to remove board memt	
D. Vacancies	
Issue 1: Will our CAA be able to fill a vacancy wi	
Issue 2: Will vacant seats affect our board's abil	
E. Board Meetings	
Issue 1: What if our board cannot convene for th	
Issue 2: What if our board cannot convene its m	
Issue 3: Can our CAA hold different types of me	
Issue 4: Can our CAA hold different types of me	
F. Notice	21
Issue 1: Will our CAA be able to provide adequate notice of a meeting to board members?	21
Issue 2: Will our CAA be able to provide meeting notice to the public, if required?	22
G. Quorum	23
Issue 1: Is our board able to meet the quorum requirements necessary to take valid action?	23
H. Board Actions	24
Issue 1: Is a CAA board able to vote at a meeting via electronic means or by proxy?	24
Issue 2: How can our board take action if it cannot meet either in person or via telephone or video conference?	24
I. Parliamentary Procedures	27
Issue 1: Do we need to follow our parliamentary procedures?	27
J. Committees	28
Issue 1: Can we delegate authority to a board committee to act on the board's behalf?	28
Issue 2: Do committee meetings need to follow state open meetings requirements?	29
K. Execution of Instruments	30
Issue 1: Who is authorized to sign documents on behalf of our CAA, and what if they are unavailable?	30
L. Electronic Signatures	32
Issue 1: How do we ensure that our CAA can sign documents essential to its programs and operations?	32
M. Amending Bylaws	33
Issue 1: Should our CAA amend its bylaws?	33
<b>IV. Conclusion</b>	35
<b>V. Endnotes</b>	36

# Tools for Top-Notch CAAs



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## TOOLS FOR TOP-NOTCH CAAs: A PRACTICAL APPROACH TO GOVERNANCE AND FINANCIAL EXCELLENCE

Preface: Compliance with the CSBG Organizational Standards	1
Section 1: Making Board Meetings Matter	5
Section 2: Improving a CAAs Financial Capacity	29
Section 3: Creating the Annual Operating Budget	67
Section 4: Getting the Most Out of Your Financial Statements	83
Section 5: Dealing with Conflicts of Interest	107
Section 6: Adopting a Whistleblower Policy	121
Addendum: Challenges and Solutions for Rural/Small CAAs	135
Appendices	145

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