

BY-LAWS
DAKOTA PRAIRIE COMMUNITY ACTION AGENCY, INC.

ARTICLE I
Name

The name of the Corporation shall be Dakota Prairie Community Action Agency, Inc., hereinafter to be referred to as DPCAA.

ARTICLE II
Offices

The principal office of the Corporation shall be located in the city of Devils Lake, County of Ramsey, North Dakota. The registered office and the registered agent, whose office is identical with such registered office, shall be the same as the principal office; but the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III
Members

The Corporation shall have no general membership.

ARTICLE IV
Board of Directors

Section 1. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. The number of Directors shall not be less than twelve (12) and not more than fifty-one (51) members. Each director shall hold office for five (5) years; and in no event more than two (2) terms or ten (10) years. In the case of public representative, their term concomitant with the position for which they were elected or for the term of the elected official they represent. In each case, terms shall commence at the first meeting after their election or appointment.

Section 3. The annual meeting of the Board of Directors shall be held at a meeting place designated by the Board of Directors. The date and time of the annual meeting will be set by the Board of Directors, providing the date chosen is not more than thirteen (13) months from the previous annual meeting date. The Board of Directors will set the date and time of the annual meeting date. Written notice of a change in the place, time or date of the annual meeting shall be delivered personally or by mail to each member of the Board of Directors. Such notice shall be delivered not less than five (5) days before the date of the annual meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope with postage thereon paid.

Section 4. The regularly scheduled meeting(s) of the Board of Directors shall be held at a date and time set by the Board of Directors and/or the Executive Director. Regularly scheduled board meetings shall not be held less than four (4) times between the period of November 1 to October 31.

Section 5. Special meeting of the Board of Directors may be called by or at the request of the President, Executive Director or at least a majority of the Board Members.

Section 6. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any member of the Board may waive notice of any meeting.

Section 7. A simple majority of the current membership of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 9. Directors shall not receive compensation for their services as Directors. No directors shall serve the Corporation in any other capacity for which compensation is given.

Section 10. The tenure of any Board member may be terminated at any Board of Director's meeting by a two-thirds (2/3) vote of the members present, providing that an appropriate hearing has been held at the Board of Director's meeting and that the causes for such termination shall have been presented in writing to the President and the board members being charged at least one (1) week prior to the meeting date on which the hearing is to be held. Causes for termination are limited to the following: 1) Any director who has compiled three (3) consecutive unexcused absences. 2) Intentional public misrepresentation of the Dakota Prairie Community Action Agency stated policies.

Section 11. In order to be broadly and fairly representative of the residents, different neighborhoods and major groups within the area, provision is hereby made for the inclusion of representatives of (1) the poor, (2) the public sector, and (3) the private sector, according to the procedures established by these By-Laws.

Section 12. The low-income representation on the Board shall be fairly and evenly distributed over the area served and shall consist of no less than one (1) representative from each county. Board members who are elected as one of the allocated representatives of a given neighborhood or area shall be a resident of the designated neighborhood or area. "That one-third of the Board membership shall be democratically elected representatives of the poor to be served by the activities of this corporation." At no time shall that be less than four (4) or less than one-third (1/3) total board membership.

"Democratically elected" is defined for purposes herein as:

(1) Elected by a majority vote of low-income persons from the area he or she is to represent at a local area meeting to which area low-income residents were invited by public notice or

(2) Elected by a majority of low-income from each of the respective areas at a centrally located regional meeting at which area representation of the poor caucus according to the area they represent and hence select representatives to serve from their area, provided that public notice has been given in advance of such meeting.

(3) Elected through a mail voting process where low income residents, with known and readily available mailing addresses, from the county requiring the election, receive a postcard to be returned to the DPCAA office. Upon receipt of the postcards a voting count will be made and the person receiving a majority of the votes will be eligible to represent his/her county as the low income sector representative on the DPCAA Board of Directors.

Section 13. Elected officials must be offered the opportunity to serve on the board. However, no more than one-third (1/3) of the total membership of the Board may be from this public sector.

Public sector representatives shall be appointed by their respective County Commission and may be a County Commissioner or other designee of the County Commission.

Section 14. Members of industrial, business, civic, professional and other private groups and interests in the area may be invited to select a representative to serve on the Board.

There must be no more than one-third (1/3) board members from the private sector.

Section 15. Community agencies, representative groups for the poor and/or income qualified individuals who feel they are inadequately represented on the Board of Directors may petition the Board Chairman for adequate representation on the Board of Directors. The petition must be supported by at least twenty-five (25) signatures from the county of residence. The Board of Directors to allow the petitioners a fair opportunity to be heard will grant an open hearing, within twenty (20) days. Notice of the public hearing will be provided to the petitioners at least ten (10) calendar days in advance of the hearing, stating the place and time of the hearing. Hearing place shall be in a location reasonably accessible to the petitioners. Should a change in board membership occur as a result of this petition process, the Board Chairman will promptly inform all federal funding sources.

Section 16. No more than one (1) member of the same immediate family will be allowed to serve on the Board of Directors at the same time. This provision is in no way intended to limit participation at the DPCAA meetings or discussions by interested non-members.

Section 17. Any director may resign by filing a written resignation with the board secretary or DPCAA central office.

Section 18. Vacancies on the Board of Directors shall be filled as soon as possible following the date on which the vacancy occurred. The method used in the original selection will be used to select the replacement, and the replacement shall fill the unexpired term of his predecessor.

Section 19. Membership in this Corporation is not transferable or assignable.

Section 20. Admittance of meetings will be refused to any member or visitor who is disorderly.

Section 21. Without limiting the general powers of the Board of Directors, the Board shall have the following powers.

(a) To govern the selection and removal of the Executive Director of the corporation; prescribe such powers and duties for him/her as may not be inconsistent with the Articles of Incorporation and By-Laws or the laws of the State of North Dakota.

Section 22. All regular meetings of the Board of Directors of the DPCAA, including the annual meeting, are to be open meetings to insure the fullest degree of community participation and input possible.

Section 23. There will be adherence to Conflict of Interest guidelines which prohibits the Corporation from doing business with 1) members of the Board of Directors; 2) any member of a committee established by the Board; 3) employees of the Corporation and 4) the immediate family members of the aforementioned persons.

Section 24. "Voting by proxy shall be prohibited."

Section 25. Each board member, officially seated on the DPCAA Board of Directors, will have the opportunity to select a board alternate that will act on his/her behalf for no more than two (2) of the officially held board meeting, not to include conference call board meetings. The individual selected will act in official capacity to establish a quorum and vote on all appropriate board actions. A list of all selected board alternates will be maintained at the DPCAA office and only those names on the list will be allowed to act on behalf of the seated board member.

The board alternate will be selected by the seated board member for the duration of his/her term and can be changed, with written notification provided to the DPCAA office, at any time by the seated board member. The seated board member is accountable for maintaining responsible communication with their board alternate and makes all arrangements for utilizing the board alternate for a board meeting when they are unable to attend a scheduled Board of Director's meeting.

ARTICLE V

Officers

Section 1. The officers of the Corporation shall consist of the President, Vice-President and Secretary/Treasurer.

Section 2. The officers shall be elected at the annual meeting by a majority vote of the board and shall serve for two (2) years, or until their successors are elected and qualified. If the officers shall not have been elected at the annual meeting, they may be elected at a special meeting, provided two (2) weeks notice of the meeting and its

purpose is given. Officers shall not serve in their elected position for more than two (2) terms of two (2) years, but they may serve in another position other than that previously held within the corporation.

Section 3. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all members of the Board of Directors. He/She may assign the Executive Director, Secretary/Treasurer or any other proper officer of the Corporation as signatory for any deeds, mortgages, bonds, contracts or other instruments, which the Board of Directors has authorized to be executed as operational practice or as board approved specific actions.

Section 4. In the absences of the President, the Vice- President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such duties as from time to time may be assigned to him/her except when serving as acting Presiding Officer.

Section 5. The Secretary/Treasurer shall monitor and oversee the recording of accurate minutes for meetings of the Board of Directors; oversee the fact that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; oversee the fiscal operations of the agency as is necessary to maintain the fiscal integrity of the agency and in general perform the duties incident to the office of Secretary/Treasurer.

Section 6. The termination of any officer shall be carried out in the same manner prescribed for Directors by these By-Laws.

Section 7. Vacancies will be filled by an election of a majority of Directors at the first meeting following the date the vacancy occurred at which a quorum is present. Such election will be for the completion of the term of the office vacated.

ARTICLE VI

Committees and Subsidiary Groups

Section I. One or more committees may be appointed to perform specific functions by a resolution of a majority vote of members of the Board of Directors in office. Each shall consist of two (2) or more Directors and to the extent provided in the resolution, in the Articles of Incorporation or in the By-Laws of the Corporation, shall have and exercise the authority of the Board of Directors of the Corporation subject to the laws and limitations of Section 10-24-21 of the North Dakota Century Code and shall fairly

reflect in board membership the composition of the full board in terms of representation of public officials, the board and other groups and interests, as well as the geographic areas of the community.

Section 2. The designation of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him by law or the duties of the office herein prescribed.

Section 3. The following committees of the Board of Directors shall be formed: (a) Executive/Operations Committee, (b) Program Planning/Evaluation Committee.

Section 4. The Executive/Operations Committee shall be composed of the current officers of the corporation and one (1) board member from each of the three (3) sectors (low income, private and public) represented on the Board of Directors. Each sector shall be responsible for democratically electing their Executive Committee sector representative. The Board of Directors may authorize alternative compositions of the Executive Committee to meet the specific needs of the Corporation. The powers of the Executive Committee are those delegated specifically by the Board of Directors. However, such powers shall be exercised only in the interval between board meetings and final authority shall remain vested in the Board of Directors; unless otherwise authorized by the Board of Directors for a specific purpose and with limited scope of authority. A quorum of 50 per cent (50%) of the committee is necessary for any transaction of business at any Executive Committee meeting.

Section 5. The Program Planning/Evaluations Committee shall consist of the Board President and all remaining board members not serving on the Executive/Operations Committee

Section 6. The Program Planning/Evaluation Committee shall be used to assist agency staff plan programs and projects for the upcoming fiscal year and evaluate the services and assistance provided by the agency. It will be the responsibility of this committee to judge merits of a proposed program, project or work plan goals. The committee will utilize statistical data and staff insight to determine the type of programming the agency should develop. Generally, the evaluation process will involve committee members reviewing work plan and program goals to assess the degree which the goals were met by the agency.

Section 7. The President, with the approval of the Board of Directors, shall appoint other standing and special committees, as he may deem necessary.

Section 8. All committees will have no power to take official board actions, unless specifically granted by the DPCAA Board of Directors, but simply report to the Board of Directors and, as appropriate, make recommendations for board action.

Section 9. The Board of Directors may delegate advisory duties to advisory or working boards or committees associated with individual projects administered by the Dakota Prairie Community Action Agency.

Section 10. The advisory or working boards will also act as a special advisory group to the Board of Directors in matters pertaining to the operation of specific programs or projects which they represent or are responsible for.

ARTICLE VIII

General

Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation.

Section 2. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. The agency's chief administrative officer, when approved by the Board of Directors, shall have the authority to sign checks under \$750 without a co-signatory. At least two (2) signatories, however, will be required on all such instruments aforementioned, with the exception of checks under \$750.

Section 3. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors shall select.

Section 4. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 5. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the Board of Directors, and shall keep at

the registered or principal office a record giving the names and addresses of the members of the Board of Directors. All books and records of the Corporation may be inspected by members of the public, by any director or his agent or attorney for any proper purpose at any reasonable time.

Section 6. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

Section 7. Whenever any notice is required to be given under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 8. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority vote of the members of the Board of Directors at any regular or special meeting, at which a quorum is present.

Section 9. The Corporation will adhere to all provisions, rules and regulations covered by federal, state and local programs operated by the Corporation when carrying on the business of the corporation.

Section 10. The format to be used in governing the Board of Director's meetings shall be in the Roberts Rules of Order.

Section 11. The Executive Director will serve as the non-voting Chairperson for all official DPCAA Board of Directors functions unless specifically relieved of that responsibility by the Board of Directors at a duly authorized Board of Directors meeting. The President of the Board of Directors will not vote on any board action unless required to decide a tie vote cast by the board respective to a specific issue requiring board action.