

# TALLATOONA

COMMUNITY ACTION PARTNERSHIP, INC.

# BOARD BYLAWS

Last Board of Directors' Approval: **March 25, 2014**

## Table of Contents

ARTICLE 1	NAME AND DESCRIPTION	3
ARTICLE 2	PURPOSE	3
ARTICLE 3	BOARD OF DIRECTORS	3
ARTICLE 4	MEMBERSHIP ON THE BOARD	4
ARTICLE 5	MEETING OF THE BOARD	8
ARTICLE 6	OFFICERS OF THE BOARD	9
ARTICLE 7	COMMITTEES OF THE BOARD	10
ARTICLE 8	POWERS OF THE BOARD	13
ARTICLE 9	EXECUTION OF INSTRUMENTS	13
ARTICLE 10	AMENDMENTS OF BYLAWS	14
ARTICLE 11	DISSOLUTION OF THE CORPORATION	14
ARTICLE 12	PUBLIC ACCESS TO GRANTEE INFORMATION	14

## **ARTICLE 1: NAME AND DESCRIPTION**

- 1.1 The name of this agency shall be Tallatoona Community Action Partnership, Inc., a non-profit corporation under the laws of the state of Georgia, as the proper body to carry out the purposes and functions set forth in these bylaws.
- 1.2 The Central Office of Tallatoona Community Action Partnership, Inc. ("Tallatoona CAP, Inc.") shall be in Cartersville, Bartow County, Georgia.
- 1.3 The corporation may have offices at such other places within the state of Georgia and counties served, as the membership may from time to time determine.

## **ARTICLE 2: PURPOSE**

- 2.1 The purpose and function of Tallatoona CAP, Inc. shall be the following:
  - 2.1.1 To administer human service programs working in cooperation with, and coordinating the activities of, appropriate local, state and federal entities in the planning and implementation of programs designed to improve the economic and social conditions of the people within the member counties.
  - 2.1.2 To work with three significant groups in the community: the low-income, the public sector and the private sector, to identify and eliminate the causes of poverty within the service delivery area.
  - 2.1.3 To encourage the entire community to become more responsive to the needs and interests of low-income citizens by mobilizing available resources and bringing about a greater institutional sensitivity.
  - 2.1.4 To plan and develop a system of priorities among projects, activities and areas as needed for the most effective use of resources.

## **ARTICLE 3: BOARD OF DIRECTORS**

- 3.1 The principle representative body of this corporation shall be its board of directors, which shall be compromised in accordance with the terms of this article.
- 3.2 The number of directors on the Board of Directors of Tallatoona CAP, Inc. shall be divisible by three (3), and shall consist of twenty-one (21) directors and shall represent the three significant groups in the community (low Income, public and private) identified in article 2.1.2.
- 3.3 The Head Start policy council president shall serve as the low-income director for his/her county of residence if that position is open. If that position is not open in his/her county of residence, he/she shall serve as a non-voting liaison between Head Start and the Tallatoona Board of Directors.
- 3.4 Each low income and private sector director shall serve for a three (3) year term, or until he or she sooner dies, resigns, is removed, or becomes disqualified. Representatives of

the low-income and private sector may serve additional three (3) year terms if elected by a majority vote through a confidential ballot process.

3.5 A public official shall serve as a public sector director only while she/he continues to hold public office. A representative of a public official shall serve as a public sector director only while the public official who designated him/her continues to hold public office. A public official or his or her representative shall serve a three (3) year term or until he or she sooner dies, resigns, is removed, or becomes disqualified. Representatives of the public sector may serve additional three (3) year terms at the pleasure of the board, as long as he or she continues to hold public office.

3.6 From the member counties, the ration shall be as follows:

Bartow	Three (3)	(1 low-income, 1 public, 1 private)
Douglas	Three (3)	(1 low-income, 1 public, 1 private)
Floyd	Three (3)	(1 low-income, 1 public, 1 private)
Gordon	Three (3)	(1 low-income, 1 public, 1 private)
Haralson	Three (3)	(1 low-income, 1 public, 1 private)
Paulding	Three (3)	(1 low-income, 1 public, 1 private)
Polk	Three (3)	(1 low-income, 1 public, 1 private)

3.7 Minority group representation on the board will be encouraged.

3.8 At least one director shall have a background and expertise in fiscal management or accounting. At least one director shall have a background and expertise in early childhood education and development. At least one director shall be a licensed attorney familiar with issues that come before the governing body. However, if a person described in any of the three preceding sentences is not available to serve as director, the board shall use a consultant, or another individual with relevant expertise, with the required qualifications, who shall work directly with the board.

3.9 Other directors shall: (1) reflect the community to be served and include parents of children who are currently, or were formerly enrolled in Head Start programs; and (2) be selected for their expertise in education, business administration, or community affairs.

#### **ARTICLE 4: MEMBERSHIP ON THE BOARD**

At least one-third (1/3) of the total membership of the board shall be comprised of democratically selected representatives of the low-income population; exactly one-third (1/3) of the total membership of the Board shall be comprised of the public officials of said counties or their duly appointed representatives; the remainder of the board shall be comprised of representatives from private community groups and organizations. The private sector of the board shall not constitute more than one-third (1/3) of its total membership.

##### **4.1 Low-Income Directors**

TALLATOONA CAP, INC  
BOARD BY LAWS

- 4.1.1 Low-Income directors must either be low-income or work closely with low-income populations in the community where they live.
- 4.1.2 Low-Income directors will be selected through the democratic procedure below.
  - 4.1.2.1 The selection process for low-income directors shall consist of placing notice of low-income director vacancies in the newspaper identified as the county legal organ for publication of official notices in the affected county for three (3) consecutive issues. This notice shall solicit nominations for low-income directors stating specific procedures for responding with a nomination letter or declaration of interest letter to the Executive Director with a response deadline.
  - 4.1.2.2 Notice shall be posted in all agency service sites in the county affected and in all public housing authorities and local DFCS offices and other locations deemed to be appropriate by the board or staff. All notices shall be posted for a period of no less than 21 days and no more than 30 days.
  - 4.1.2.3 All nominations/declarations of interest are to be mailed to the Board Chair at the Tallatoona CAP, Inc. Corporate Office at P.O. Box 1480, Cartersville, GA 30120.
  - 4.1.2.4 The executive director will notify the board chairperson when the deadline has passed. The board chairperson and the executive director will screen the applicants, and conduct initial interviews. If the board chairperson and executive director determine the candidate to be qualified to serve as a director, the candidate will be required to participate in a second interview with the Governance Committee. If the Governance Committee finds the candidate to be qualified to serve as a director, they will present their recommendation to the full board at a regular meeting with a quorum present. The decision of the full board shall be final. The board chairperson shall notify the candidate of the result.

4.2 Public Sector Directors

- 4.2.1 Exactly one-third (1/3) of the total directors of the board shall be comprised of elected public officials. If the number of elected officials reasonably available and willing to serve on the board is less than one-third (1/3) of the board, the corporation may select appointed public officials to serve. If a public official selected by the board of directors cannot serve him or herself, he/she may designate a representative, subject to approval of the corporation's board. To serve as a public sector director, the representative may, but need not be, a public official.
- 4.2.2 Public officials shall be defined as the chief elected officials of the political subdivisions and officials of independent public agencies.

4.3 Private Sector Directors

- 4.3.1 The remainder of the board shall be comprised of representatives from the private sector.
- 4.3.2 The board shall select individuals who are officials or members of business, industry, labor, religious, law enforcement, education or other major groups and interests in the community served to serve as private sector directors.
- 4.3.3 The board chairperson and the executive director will screen the applicants from the private sector, and conduct initial interviews. If the board chairperson and executive director determine the candidate to be qualified to serve as a director, the candidate will be required to participate in a second interview with the Governance Committee. If the Governance Committee finds the candidate to be qualified to serve as a director, they will present their recommendation to the full board at a regular meeting with a quorum present. The decision of the full Board shall be final. The board chairperson shall notify the candidate of the results.

4.4 Vacancies

The board shall take steps to ensure that vacant seats are filled in a timely manner. When a vacancy occurs in a public sector board seat held by a public official, the board of directors shall select another public official to serve as a replacement director or to appoint a representative, subject to board approval, to so serve. When a vacancy occurs in a public sector board seat held by the representative of a public official, the board shall request that the public official either take the seat himself/herself or name another representative, subject to approval by the board, to serve as a replacement director. If the public official fails to take the seat himself/herself or to name another representative within the period specified by the board, the board shall select another public official to serve as a replacement director himself/herself or to appoint a representative, subject to board approval, to so serve. Vacancies in the low income and private sectors shall be filled using the same process originally used to fill the seat. Each successor shall serve a three year term beginning on the date they are installed to the board with subsequent three year terms allowed if elected by a majority vote through a confidential ballot process or until he or she sooner dies, resigns, is removed, or becomes disqualified.

4.5 Conflict of Interest

- 4.5.1 Subject to the articles of incorporation, bylaws and any applicable law, the board of directors shall adopt and implement a conflict of interest policy covering the corporation's Directors, officers and such employees and other persons as may be specified in the policy.
- 4.5.2 Directors of the corporation may not: have a financial conflict of interest with the corporation or its delegate agencies; be employees of the corporation; or be immediate family members of any employees of the corporation or its delegate agencies. For this purpose, the term "immediate family member" means: a spouse, parents and grandparents, children and grandchildren, brothers and sisters, mother-in-law and father-in-law, brothers-in-law and sisters-in-law,

daughters-in-law and sons-in-law, and adopted and step family members. Directors who are federal employees are prohibited from serving in any capacity that would require them to act as an agent of or attorney for the corporation in its dealings with any federal government departments or agencies.

- 4.5.3 Former employees may serve as directors on the Board, provided that they have left employment with Tallatoona CAP, Inc. for at least one year. Former employees who have been involuntarily terminated are prohibited from serving on the board.

4.6 Compensation of Directors

Directors shall not receive compensation for serving on the corporation's board of directors or for providing service to the corporation. However, they may receive reimbursement or advances from the corporation for reasonable and documented travel expense incurred in the course of performing services as directors or officers. To the extent the corporation makes any such reimbursements or advances, it shall do so only in accordance with financial policies established from time to time by the board.

4.7 Petitioning Procedures

- 4.7.1 A low-income individual, community organization, or religious organization, or representative of low-income individuals that considers its organization or low-income individuals, to be inadequately represented on the board, may submit a petition for representation to the board. The petition must be signed by at least twenty (20) individuals, unless the chairperson determines that it is appropriate to waive this requirement in a particular case.
- 4.7.2 A written statement of the board's action on the petition shall be provided to the petitioning individual or group (and, if required by law, regulation or government funding source policy, a copy of the statement shall be sent to the appropriate government funding source(s)).
- 4.7.3 Should it decide to provide representation to the petitioning organization or interest, the board shall take any actions necessary to provide that representation while ensuring that the board's composition meets the requirements of the federal Community Services Block Grant Act, the federal Head Start Act, and any other applicable laws or regulations.

4.8 Removal of Directors

- 4.8.1 Any member of the board may be removed from membership for cause or willful conduct with a two-thirds (2/3) majority vote in a meeting at which a quorum is present.
- 4.8.2 "Cause" shall be defined as: conduct the board deems contrary to the best interests of the corporation; violations of the corporation's articles of incorporation, bylaws, conflict of interest policy, board resolutions or other policies; repeated disruptions of board and/or other committee meetings; or false statements on documents completed in connection with service as a director or officer of the corporation.

- 4.8.3 “Willful conduct” shall be defined as voluntary and purposefully doing what this document prohibits.
- 4.8.4 Any member of the board who is absent from five (5) regularly scheduled board meetings, regardless of the reason, shall automatically relinquish their seat on the Tallatoona Community Action Partnership, Inc. Board of Directors. Absences due to hospitalization or with a doctor’s excuse will not be counted.
- 4.8.5 Any member of the board who moves outside the county he/she represents, or any public official who ceases to hold the office which entitles him/her to serve on the board, shall no longer be a member of the board.

4.9 Resignation of Directors

A director may resign by delivering his or her written resignation to the chairperson, to a meeting of the directors or to the corporation at its principle office. The resignation shall be effective upon receipt unless specified to be effective at some other time. A director who has ceased to meet the qualification for service as a director, as specified in these bylaws and by the board from time to time, and/or for the board seat, to which she or he was elected, is deemed to have resigned as of the date he or she ceased to meet those qualifications.

**ARTICLE 5: MEETINGS OF THE BOARD**

- 5.1 Ten (10) regular meetings of the full board shall be held on the last Tuesday of each month at 6:00 p.m. excluding the months of the annual Strategic Planning Meeting and the month of December. From time to time the board may elect to reschedule the date of a monthly meeting to accommodate a holiday or for other issues of convenience.
- 5.2 An annual meeting of the board of directors shall be held in June of each year and may take the place of the regular scheduled business meeting for the month.
- 5.3 Special meetings may be called by the chairperson of the board or upon request of any ten (10) members of the Board pursuant to the notice requirements of this article.
- 5.4 Written notice stating the place, date, and time of each meeting shall be mailed to each Board member and shall be communicated via a widely circulated local newspaper where it could be done without cost as a public service announcement at least five (5) days prior to such meetings. Such notice in the case of all special meetings shall include the agenda of the meeting.
- 5.5 All meetings of the board of directors shall be held in representing counties in the state of Georgia at a location convenient to low-income representatives.
- 5.6 The presence of fifty percent (50%) of the members of the board of directors of this corporation at any meeting thereof shall constitute a quorum of that body. No business may be conducted at any meeting unless a quorum is present.
- 5.7 The act of the majority of the directors at any meeting at which a quorum is present shall be an act of the board.

- 5.8 Each director shall have one (1) vote (provided that he/she is not prohibited from voting on a particular matter due to a conflict of interest). Proxy voting is prohibited.
- 5.9 All regular and special meetings shall be open to the general public except that those meetings which intend to address items of a sensitive nature may be held in closed session upon a majority vote of a simple quorum of the board. The board chair shall execute and file with the official minutes of the meeting a notarized affidavit stating under oath that the subject matter of the meeting, or the closed portion thereof, was devoted to matters within the exceptions provided by law and identifying relevant exception.
- 5.10 The parliamentary procedure of all meetings of this corporation shall be conducted in accordance with *Robert's Rules of Order*.
- 5.11 Secret ballot will be used in voting on all motions to: (1) remove a board member for cause or willful conduct, (2) hire or fire an executive director of this corporation or (3) elect any officer of this corporation unless the slate presented by the Governance Committee is adopted by a majority motion at a meeting with a quorum.
- 5.12 An agenda of each special called meeting of the board shall accompany the notice of that meeting and shall be sent to all board members. No meeting, be it regular scheduled or special called, may address the issue of (1) removal of a member of the board, (2) the election of officer(s) of the board, (3) the amendment or revision of these bylaws or (4) the hiring or firing of the executive director of this corporation, unless such items appear on an agenda circulated pursuant to the requirements of this article.

## **ARTICLE 6: OFFICERS OF THE BOARD**

- 6.1 The officers of this corporation shall consist of the chairperson, vice chairperson, treasurer, secretary, assistant secretary and parliamentarian (“primary officers”) and such other officers, if any, as the board of directors may determine from time to time. All officers of the corporation shall be duly selected members of the board of directors. No director shall hold more than one office at the same time.
- 6.1.1 Chairperson of the Board – The chairperson shall be the chief volunteer officer of the corporation, subject to the direction and control of the board.
- 6.1.1.1 When present, he/she shall preside at all meetings of the board. He/she may sign, with the secretary or any other designated individual thereto authorized by the board, any contract, check, agreement or other instrument which the board has authorized.
- 6.1.1.2 He/she shall, in general, perform all duties incident to the office of chairperson and such other duties as may be prescribed by the board from time to time.
- 6.1.2 Vice Chairperson – The vice chairperson shall perform all duties of the Chairperson in the absence of that officer, and when so acting shall have all the powers of and be subject to all the restrictions upon the chairperson. The vice chairperson shall also perform such other duties and have such other powers as the Board may determine from time to time.

- 6.1.3 Treasurer – The treasurer shall oversee the corporation’s financial management practices subject to the direction and control of the board and ensure that the directors understand the financial situation of the corporation (including ensuring that financial statements for each month are available for each meeting of the board of directors and are kept on file at the corporation’s principal office) and perform such other duties and have such other powers as the board of directors may determine from time to time.
- 6.1.4 Secretary – The secretary shall oversee the recording and maintenance of all records of all proceedings of the board of directors, including attendance of directors at meetings, in a book or books kept for that purpose, which shall be kept at the principle office of the corporation and which shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain the corporation’s articles of incorporation and bylaws (as well as any amendments thereto) and the names of all directors and the address of each and attendance record. The secretary shall perform such other duties and have such other powers as the directors shall determine from time to time.
- 6.1.5 Assistant Secretary – The assistant secretary shall perform the duties of the secretary during the absence of that officer, and when so acting shall have all the powers and be subject to all the restrictions upon the Secretary.
- 6.1.6 Parliamentarian – The parliamentarian shall maintain order at all meetings by ensuring *Robert’s Rules of Order* is followed, whether the meeting be a special called or regular meeting.
- 6.1.7 The Governance Committee shall select a slate of new officers to be presented at the regular board meeting in May. In addition, nominations can be made by any board member from the floor at the regular board meeting in May. The election of officers shall take place at the regular board meeting in May following the presentation of the Governance Committees slate and any nominations from the floor.
- 6.1.8 All officers of this corporation shall be installed at the annual meeting of the board which shall be held on the last Tuesday of June of each year. New officers officially begin their year of service on July 1<sup>st</sup>, the first day of Tallatoona CAP’s fiscal year. Each officer shall serve for a period of one year and may succeed himself in office upon a proper act of the board.
- 6.1.9 If an officer or committee member resigns or for any reason can no longer serve, the vacant position shall be filled by original procedure followed in electing or appointing a person to the position and the newly appointed officer or committee member shall serve for the remainder of the resigning officer’s or committee member’s term.

## **ARTICLE 7: COMMITTEES OF THE BOARD**

- 7.1 The board may establish one or more committees (standing and/or ad hoc) and may delegate to any such committee or committees any or all of its powers, except the power to authorize distributions, approve or recommend to members dissolution, merger, or the

sale, pledge, or transfer of all or substantially all of the corporation's assets, elect, appoint, or remover directors, or adopt, amend, or repeal the articles or bylaws.

- 7.2 Any committee to which the powers of the directors are delegated shall consist solely of directors and shall, to the extent possible, reflect the tripartite composition of the full board, with one-third (1/3) public sector directors, at least one-third (1/3) low-income sector directors, and the remainder private sector directors. Committee members and committee chairperson shall be appointed by the board chairperson.
- 7.3 Each committee shall keep a record of its actions and proceedings, and, when required by the board, shall make a report of those actions and proceedings to the board. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these bylaws for the conduct of the affairs of the board of directors, which such changes in the context of such provisions as are necessary to substitute the committee and its members for the board of directors and its members; provided, however, that the time of regular board meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee, and that special meetings of a committee may also be called by resolution of the board of directors. The board of directors may adopt rules for the governance of any committee not inconsistent with the provisions of these bylaws.
- 7.3.1 Executive Committee – The Executive Committee consists of the officers of the board, including the chairperson, vice chairperson, treasurer, secretary, assistant secretary, and parliamentarian. The committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board, except for where a two-thirds (2/3) vote of the board of directors is required (i.e., removing a board member for cause/willful conduct, hiring and firing of the executive director, electing an officer) and is subject to the direction and control of the full board.
- 7.3.2 Other Standing Committees – The chairperson of the board will appoint such other standing committees as the board will deem necessary. Such standing committees may include, but shall not be limited to, a Governance Committee, a Personnel Committee, a Finance Committee, and a Head Start Committee.
- 7.3.3 Governance Committee – The Governance Committee shall be composed of seven (7) directors to be selected by the board chair within the following parameters: one director from each county and at least one director from each of the tripartite categories, low-income, public and private. The Governance Committee shall:
- 7.3.3.1 Oversee board member recruitment, including oversight of the low-income board member democratic selection process
  - 7.3.3.2 Recommend candidates for public and private board seats
  - 7.3.3.3 Ensure that the board fills vacancies promptly
  - 7.3.3.4 Conduct new board member orientation
  - 7.3.3.5 Ensure that board members receive ongoing training

- 7.3.3.6 Coordinate the board's periodic evaluation process of itself and the corporation's governance structure, policies and procedure's
- 7.3.3.7 Coordinate periodic review of the corporation's articles of incorporation and the Tallatoona CAP, Inc. Bylaws.
- 7.3.3.8 In addition, the Governance Committee shall have such other powers and perform such other duties as the board may specify from time to time.

7.3.4 Personnel Committee – The Personnel Committee shall:

- 7.3.4.1 Periodically review the corporation's personnel policies and procedures and implementation thereof, and report findings and recommendations for policy and procedures changes to the full board;
- 7.3.4.2 Periodically review the corporation's compensation schedule and implementation thereof, and recommend any changes to the board; and
- 7.3.4.3 Serve as an appeal panel for employee grievances, as described in the corporation's employee grievance procedure;
- 7.3.4.4 Receive information from the executive staff and attorneys on legal proceedings involving the corporation's employees and make recommendations and reports to the board on those matters. In addition, the Personnel Committee shall have such other powers and perform such other duties as the board may specify from time to time.

7.3.5 Finance Committee – The Finance Committee shall:

- 7.3.5.1 Oversee the preparation of the annual budget and financial statements
- 7.3.5.2 Oversee the administration, collections, and disbursement of the budget and financial resources of the organization
- 7.3.5.3 Advise the board with respect to significant financial decisions. In addition, the Finance Committee shall have such other powers and perform such other duties as the board may specify from time to time. The chair of the Finance Committee shall be the treasurer of the board who is appointed as an officer by the chairperson of the board at the beginning of each fiscal year.

7.3.6 Head Start Committee – The Head Start Committee shall:

- 7.3.6.1 Meet quarterly to stay abreast of current Head Start issues
- 7.3.6.2 Provide guidance related to the Tallatoona Head Start Program
- 7.3.6.3 Gain knowledge of the Head Start Act and Performance Standards

7.3.6.4 Participate in preparation for the Head Start triennial monitoring (federal review).

7.3.7 Special Committees – The chairperson of the board may appoint special committees from time to time depending upon the needs of the board. Such committees may have policy-making or advisory functions and shall serve for as long as their needs exist.

7.3.7.1 Ratification – Any and all acts of any and all standing and special committees must be ratified by an act of the board at the next scheduled meeting of that body with the exception of the Executive Committee as described in 7.3.1.

7.3.7.2 Quorum and Act – A simple majority of any committee shall constitute a quorum of that committee. Any act of the majority of a committee at which a quorum is present shall constitute an act of that committee.

7.3.7.3 Notice – A simple majority of any committee shall constitute a quorum of that committee. Any act of the majority of a committee at which a quorum is present shall constitute an act of that committee.

## **ARTICLE 8: POWERS OF THE BOARD**

- 8.1 The corporation's board of directors shall fully participate in the development, planning, implementation and evaluation of the programs offered by the corporation in its service of low-income individuals and families.
- 8.2 In this regard, the board shall have the power to receive and administer funds and contributions from private or local public sources and to receive and administer funds under any federal or state assistance program to the requirements of those programs.
- 8.3 The board shall have the power to transfer funds to and to delegate powers to other agencies subject to its overall program responsibilities.
- 8.4 The board shall have the power to contract and to do any and all acts necessary to carry out its function.
- 8.5 The board of director and its successor are empowered and authorized to employ and discharge, under such terms and conditions as they consider desirable, the executive director. They are further empowered and authorized to contract with such other organizations, business concerns, or governmental departments to accept gifts and bequests from individuals, organizations and governments and to perform such functions and services as may be required.
- 8.6 The board of directors shall require all officers of the corporation charged with handling of funds, and may require any other officer, director, employee or agent, to be bonded for performance or their duties in such amount and by such bonding company registered in the state of Georgia as shall be satisfactory to the Board.

## **ARTICLE 9: EXECUTION OF INSTRUMENTS**

Except as the board of directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted and endorsed by the corporation shall be signed by the chairperson or the executive director and checks drawn on any account of the corporation shall be signed by either the chairperson, the vice-chairperson, or the executive director (each an “authorized check signatory”) and, if in excess of any amount determined by the board from time to time, countersigned by another authorized check signatory. Unless authorized by the board of directors, no officer, employee or agent shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or for any amount.

#### **ARTICLE 10: AMENDMENTS OF BYLAWS**

These bylaws may be altered, amended, or repealed at any meeting of the directors, provided that a two-thirds (2/3) vote of the directors present at a meeting with a quorum approves, subject to the notice and agenda requirements of Article 6.

#### **ARTICLE 11: DISSOLUTION OF THE CORPORATION**

- 11.1 Dissolution of this corporation shall be in compliance with the laws of the state of Georgia.
- 11.2 The disposition of all property and assets of this corporation shall be in accordance with the requirements set forth by the funding source which provided the funds to purchase the property/assets.

#### **ARTICLE 12: PUBLIC ACCESS TO GRANTEE INFORMATION**

- 12.1 The following list of books, records and other classes of information shall be made available upon request for public inspection and examination at the corporate office headquarters in Cartersville, Bartow County, Georgia during regular business hours on each regular workday (Monday through Friday of each week, official local holidays excluded). In case any of the following documents are being used for official purposes at the time of the request for inspection and examination, the documents shall be made available no later than five (5) days after the receipt of each request:
  - 12.1.1 An application of the agency submitted and currently pending with any funding sources
  - 12.1.2 Copies of all written statements and affidavits which are filed by the agency pursuant to the requirements for public meetings and hearings
  - 12.1.3 Any proposal approved by the agency for inclusion in a funding application by not yet submitted (this requirement shall not apply to proposals for research or demonstration projects in situations where the agency believes disclosure will jeopardize its proprietary interests in the proposal)

TALLATOONA CAP, INC  
BOARD BY LAWS

- 12.1.4 Any proposal received by the agency and currently pending before it for inclusion of a certain project in an application
  - 12.1.5 All books of account maintained by the agency with respect to its development, conduct, or administration of any program or project
  - 12.1.6 All contracts made in connection with the administration of any program or project, including contracts for conduct and administration of program accounts, contracts for consultant services, and contracts for the purchases of goods and services, as well as all purchase orders, invoices, and other documents evidencing the expenditure of project funds
  - 12.1.7 With respect to any assistance which has been received by the agency from a public grantor, the application for such assistance and the statement of grant or similar document indicating approval of the application and expenditure of project funds
  - 12.1.8 All report forms submitted to funding sources with the exception of reports containing identifiable data about persons who are clients or who are beneficiaries of any services
  - 12.1.9 Articles of incorporation and bylaws and any similar documents which provide the basic authority of the agency or the basic rules of its governance
  - 12.1.10 Lists of names of all current and past employees of the agency together with their job descriptions and their rate of compensation
  - 12.1.11 Statements or records of all actions taken (as distinguished from reports of discussions) at all meetings of the board of directors and the Executive Committee
  - 12.1.12 List of names and addresses of all current and past members of the board and its committees that have, or have had, policy making or policy advisory responsibility for the program
  - 12.1.13 Current and past budgets of the agency, and reports of completed audits of the accounts of the agency as required and made by a certified public accountant
  - 12.1.14 Current and past city, state and federal tax returns filed by the agency.
- 12.2 The requirements for public inspection may be satisfied by making available for such inspection either the original or a copy which is both legible and capable of being legibly photocopied. Copies will be furnished to any person, upon request, at the cost of twenty-five cents (\$0.25) per page and the cost of staff time after the first 15 minutes.