

LAKES AND PINES COMMUNITY ACTION COUNCIL, INC.

BYLAWS

ARTICLE 1

NAME OF ORGANIZATION AND AREA TO BE SERVED

Section I.

Name

- 1.1 The name of the organization shall be the Lakes and Pines Community Action Council, Inc. (hereafter referred to as the Agency).
- 1.2 The area served by this Agency shall be all of Aitkin, Carlton, Chisago, Isanti, Kanabec, Mille Lacs and Pine Counties of East Central Minnesota (hereafter referred to as the area served).

Section II.

Purpose

- 2.1 The Lakes and Pines C.A.C., Inc. statement of purpose is set out in the Articles of Incorporation, Section II. The following statements are listed as means to achieve the Agency's objectives in the area served:

The planning, developing, implementing and coordinating of Community Action Programs in the area served in accordance with and under the provisions of the Economic Opportunity Act, and amendments.

The encouragement of joint consultation and planning among health, recreational, educational, welfare, employment, civic and other community service organizations and programs.

The encouragement of joint study and determinations of unmet needs for service and the planning and development of programs to meet them.

ARTICLE II

BOARD OF DIRECTORS

Section III.

Board Composition and Authority

- 3.1 The general management of the affairs of the corporation and the determination of policies governing the conduct of the Agency's program shall be vested in the Board of Directors of the Corporation. The total

membership of the Board of Directors of this Corporation shall be twenty-one (21) persons (hereafter referred to as the Board).

The Board has the authority to enter into legally binding agreements with any Federal, State, County, City or local agency or with private foundations or organizations for the purpose of running programs or providing services.

Other general corporate powers shall include:

- a) To appoint the Executive Director;
- b) To determine, subject to CSA policies, major personnel, organization, fiscal and program policies;
- c) To determine overall program plans and priorities for the Agency, including provisions for evaluating progress against performance;
- d) To make final approval of all program proposals and budgets;
- e) To enforce compliance with all conditions of CSA grants;
- f) To oversee the extent and the quality of the participation of the poor in the programs of the CAA;
- g) To determine, subject to CSA policies, rules and procedures for the governing board;
- h) To select the officers and the executive committee, if any, of the governing board.

Except for the purpose of inquiry, authorized by the Board, neither the Governing Board nor the individual members thereof shall issue an order or instruction to a member of the administrative staff who is responsible to the Executive Director. Violation of this Section shall be reported to the Board for determination and the violator shall be subject to removal from office.

The Board Chairperson and/or the Executive Director shall be the only representatives to speak on behalf of the Corporation to the media. Other Board Members may do so only with the prior authorization of the Board Chair and/or Executive Director.

Section IV. Selection

The Board shall be selected in the following manner:

- 4.1 Public Officials: Seven (7) members of the Board shall be "Public Officials". County Commissioners for each of the counties served shall select the elected officials to serve on the Board (one from each county). In the event that there are not enough elected public officials reasonably available and willing to serve on the Board, the designating officials may select appointed public officials to serve on the Board. Elected and appointed public officials selected to serve on the Board shall have either general governmental responsibilities or responsibilities which require them to deal with poverty related issues.
- 4.2 Low Income Sector: At least seven (7) or more of the Board shall be low-income persons or representatives of the poor. Low-income members or

representatives of the poor shall be selected by a nomination and democratic election process. Such elections, to assure an equitable geographic distribution throughout the seven-county service area, shall be conducted on a "county" basis. At least one-seventh (1/7) of the elected low-income members of the poor or representatives of the poor shall come from each of the seven counties served.

Procedures for selection:

Notification of acceptance of nominations for a low-income representative to the Board shall be sent to all news media of the appropriate county; plus, personal notification sent to CAA program participants meeting CSA income guidelines residing within that county. Notice includes closing date for acceptance of nominations, plus requirements and description of responsibilities.

Once all nominations are received, ballots shall be prepared listing all nominees plus space for write-in vote.

Ballots, one (1), shall be issued to each adult CAA participant eligible under CSA income guidelines who reside within the appropriate county with instructions to return the ballot to the Agency by the date shown.

Votes are tallied and election results reviewed by the Board and announced.

- 4.3 Private Sector: The remaining members of the Board shall consist of officials or members of business, social service groups, industry, labor, religious, welfare, education, significant minority groups and other major groups and interests in the community that are private organizations. These groups and interests should be selected by the Board in such a manner as to ensure that they are continuing an effective mechanism for securing broad community involvement. Selection of representatives will be made by those interest groups themselves. The total of such representatives from these groups must be seven (7) or less. The sum total of members representing the low-income sector and private sector shall be fourteen.

In determining which private sector groups shall be represented by the Board, the interests of all the poor shall be given primary consideration and the representation of private groups shall be fairly distributed and rotated throughout the area served.

Each representative shall be empowered to speak and act on behalf of the organization which he/she represents in connection with Board business.

Examples of such organizations/agencies to include, but not limited to:

County Commission on Aging
Welfare/Family Services Agencies (Private)
Health and Nursing Services (Private)

Human Development Centers (Mental Health)
Ministerial Associations
Farmer's Groups
Chamber of Commerce
School Superintendents (Private)
Jaycees
League of Women Voters
Minority Groups

Section V. Board Tenure

- 5.1 Persons selected under the “Low Income Sector”, “Private Sector”, or “Public Official Sector” as a member of the Board shall serve on such Board for a term of five years.

After serving five consecutive years, Board Members may hold successive terms providing they are reappointed, re-elected, or reselected by the respective sector group in like manner as outlined in Article II, Section IV Selection, of these Bylaws.

Public Officials, or their representative, can only serve as “Public Official Sector Representative” on the Board when such individual is currently holding office.

- 5.2 A member of the Board shall be automatically removed from the Board if absent for more than two regular consecutive Board Meetings, without approved excuse by the Board, during the year. However, a Board Member can request and be granted inactive status by the Board, for a period of up to three months. Inactive status may be granted due to illness or for other reasons acceptable to the Board.

- 5.3 Any Board Member representing anyone of the three Sectors comprising the Board “Public Officials”, “Low – Income” or “Private Sector” may be removed by a two-thirds (2/3) majority vote of those present when that individual is judged as not serving the best interest of the Agency.

When “Public Officials” or “Private Sector representatives” are judged by the Full Board as not serving in the best interest of the Agency, the appointing or selecting group shall be notified in writing as to the action taken by the Board and request a new appointment or selection. In such situations involving “Low-Income Sector”, the individual will be notified in writing and a new election held.

Section VI. Residence Requirement

- 6.1 Each county of the area served shall be represented by one public official and one representative of the poor. The remainder of the Board membership may be representatives of private groups or interests. Each member of the Board selected to represent a specific geographic area within the county must reside within the area they represent.

Vacancies - Petition Procedure

- 7.1 A vacancy occurring on the Board as a result of death, resignation or caused by removal of a member by the Board for cause shall be filled by the same authority which appointed the person to the position which has become vacant.

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

When the seat of a representative of a private organization is vacant, the Board shall ask the organization or another organization to name a representative to fill the Board vacancy which exists. Every effort shall be made to rotate the representatives of the private sector to ensure appropriate representation to the area served.

When the seat of a representative of the poor is vacant, the Board shall follow the selection procedure for the Low Income Sector (as outlined in these Bylaws, Article II, Section IV).

- 7.2 Petitions for representation on the Board by other groups or the poor or community agencies shall be presented to the Board, signed by at least twenty-five (25) persons who belong to the petitioning group. Such petition shall state the nature of the group and the reasons by which it feels it is inadequately represented on the Board.

Petitions relative to representation on the Board shall be made, in writing, from the petitioning group to the Agency Executive Director, Board Chairperson, or the Board in general. Such petition shall be delivered in person or via the postal service. Upon receipt of any petition for Board representation, the petitioning group representative delivering or mailing such petition shall be notified of its receipt and, all Agency Board Members shall be notified of the receipt of such petition.

Such petitions shall be considered at the first meeting of the Board following receipt of the petition. The representatives of the petitioners shall be heard in support of the petition and the Board shall then approve or disapprove this petition. The Board's decision to approve or disapprove any position shall be transmitted to the petitioning group or its representative within ten days following the decision. Such transmission shall be made via the postal service, in writing, and shall include reasons for denial if denied.

The Board membership shall be 21 persons, maintaining a representative balance on the Board of Directors. Board membership increases, resulting from the petition process, shall constitute an amendment to these by-laws. For each representation increase granted, the total Board membership shall be increased by three, maintaining the proper Board representative group ratios. In no case shall the Board consist of more than 51 members.

Section VIII.

Conflict of Interest

- 8.1 No person may sit on the Board who is an officer or employee of an organization contracting to perform a component of the CAA work program funded by CSA. No person may sit on the Board who is an employee of Lakes and Pines C.A.C., Inc. No Federal employee may serve on the Board in a capacity that will require him/her to act as an agent of or as an attorney for Lakes and Pines C.A.C., Inc. in its dealings with any Federal Agency.
- 8.2 A one year period must pass from the last day of employment before a former Lakes and Pines' employee is eligible to sit on the Agency's Board of Directors. Similarly, a one year period must pass from the end of any Board Member's tenure with the Board prior to that individual being considered for employment with Lake and Pines.

Section IX.

Executive Director

- 9.1 The Executive Director of the Corporation shall be hired by the members of the Board. The Executive Director shall administer the Program, direct the staff, provide the necessary reports as required and perform such other duties as may be prescribed by the members of the Board.

ARTICLE III

MEETING OF THE BOARD

Section X.

Full Board Meetings

- 10.1 The Board shall meet a minimum of six times each year, plus, the Annual Board Meeting. Full Board Meetings shall be held on an every other month basis with additional Board Meetings being called by the Board Chairperson as needed. The Executive Committee of the Board shall meet every other month that a Full Board Meeting is not held.

Board Meetings shall be held on the third Monday of the month as follows:

September – November – January – March – May – July.

Whereby a legal holiday falls on a regular scheduled meeting date, the meeting shall be rescheduled to the subsequent Monday.

- 10.2 Notice of Meetings: Written or printed notice stating the place, day and hour of any meeting of the members, and the agenda, shall be delivered either personally or by mail to each member entitled to vote at such meeting, no less than ten days before the date of such meeting, by or at the direction of the chairperson, secretary or the officers or persons calling the meeting.

10.3 Distribution of Minutes: Minutes of the previous Board Meeting shall be distributed to all Board Members prior to the next Meeting. Upon request, printed Minutes of the Board Meeting shall be made available to the public.

Section XI. Annual Meeting

11.1 An Annual Meeting of the Members shall be held on the first business day of the month of October in each year, at the hour of 7:00 P.M., for the purpose of electing officers, and for the transaction of such other business as may come before the Meeting. If the day fixed for the Annual Meeting shall be a legal holiday in the State of Minnesota, such Meeting shall be held on the next succeeding business day. If the election of officers shall not be held on the day designated herein for any Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of Members as soon as conveniently may be thereafter.

Section XII. Special Meetings

12.1 A Special Meeting of the Board may be called for any purpose at any time by the chairperson, or not less than one-third (1/3) of the directors.

12.2 Written or personal notice of and the agenda for any Special Meeting shall be given at least five days in advance.

Section XIII. Quorum

13.1 A quorum will consist of fifty percent (50%) of the seated membership. If a quorum is not present at any meeting of members, the only action that may be taken is to fix a time to adjourn, adjourn, recess, or to take measures to obtain a quorum.

Section XIV. Adjournment, Recess and Postponement

14.1 If any meeting of the Members of the Board be adjourned, continued, recessed, or postponed, to another time or place, notice shall be given to the Board.

Section XV. Voting

15.1 Each member of the Board shall be entitled to one vote.

Section XVI. Proxy Voting

16.1 Proxy voting is prohibited.

Section XVII. Roberts Rules and Agenda

- 17.1 The rules of parliamentary procedure and practice contained in Roberts Rules of Order Newly Revised Tenth Edition, copyright 1996, shall supplement the rules of procedure adopted by the membership and shall govern all meetings in which said rules are applicable and insofar as they are not inconsistent or in conflict with the statutes of the State of Minnesota, these Bylaws and any rules or regulations adopted by the Corporation for the conduct of its business.

Section XVIII. Compensation and Reimbursements

- 18.1 No Director shall be entitled to or shall receive compensation for attendance at meetings of the Board or for other services rendered to the Council as a Member of the Board except as permitted by policies of the Community Services Administration or other funding agencies.
- 18.2 Such payments for reimbursements shall accord with the Standardized Government Travel Regulations, and with OEO Instructions 6910-1 and 6910-2.

ARTICLE IV

OFFICERS AND DUTIES

Section XIX. General

- 19.1 The officers of the Corporation shall be a Chairperson, one or more Vice-Chairpersons (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of the Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same persons, except the offices of Chairperson and Secretary.

Section XX. Chairperson

- 20.1 The Chairperson shall preside at all meetings of the Board at which she/he is present. She/he shall be the chief executive officer of the agency, shall sign all official documents of the Council as authorized by the Board, shall make reports to the Board and shall perform such other duties as are incidental to his/her office and are properly expected of him/her by the Board. The Chairperson shall serve as the Chairperson of the Executive Committee and ex-officio member of the Planning and Evaluation Committee.

Section XXI. Vice-Chairperson

21.1 In the absence of the Chairperson or in the event of his/her inability or refusal to act, the Vice-Chairperson (or in the event there is to be more than one Vice Chairperson in the order of their election) shall have all powers of and be subject to all restrictions upon the Chairperson. Any Vice-Chairperson shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or the Board of Directors.

Second Vice-Chairperson

21.2 In the absence of the First Vice-Chairperson or in the event of his/her inability or refusal to act, the Second Vice-Chairperson shall have all powers of and be subject to all restrictions upon the First Vice-Chairperson.

Section XXII. Secretary

22.1 The Secretary shall keep Minutes of Executive and Board Meetings, shall be responsible for distribution of Minutes to Board Members and shall assure that Minutes of the organization are being preserved in a proper and adequate manner. The Secretary shall perform such other duties as are incidental to his/her office and as are properly expected of him/her by the Board.

Section XXIII. Treasurer

23.1 The Treasurer shall assure that all monies and securities are deposited in the name of the agency in such bank or banks as the Board shall direct. He/she shall assure the disbursement of funds of the agency in payment of just demands or as may be ordered by the Board, monitoring vouchers for such disbursements and shall render to the Board, from time to time as may be required, and at least annually, a statement of the financial status of the Agency. He/she shall assure the accounts of the Council are audited at least annually. The Treasurer, in general, shall perform all the duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors.

Section XXIV. Assistant Treasurers and Assistant Secretaries

24.1 If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. These Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned them by the Treasurer or by the Secretary or by the Chairperson or by the Board of Directors.

ARTICLE V

COMMITTEES

Section XXV. Executive Committee

25.1 The Executive Committee shall be composed of six members, two of whom shall be the Chairperson and Secretary, two of whom shall be from the "Group-to-be-Served" and one each from the "Public Officials" and "Representatives-at-Large" group. Said Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation.

25. 1A The Board Treasurer, if not elected to the Executive Committee through the Sector caucusing process, shall serve on the Executive Committee in an ex-officio manner.

25.1B The Board Chairperson may assign up to 2 additional consultants where particular expertise may be beneficial and/or necessary to the Committee in fulfilling its duties. The representatives will serve at the discretion of the Board Chairperson, shall be considered as "ex-officio" members however will not have voting power.

Assignment to the Committee may include, but not limited to, the areas of expertise and background in:

fiscal management or accounting

early childhood education and development expertise

licensed attorney

business administration

community affairs

current or former Head Start parent

25.2 This Committee shall meet the third Monday of the month in which the Full Board does not meet. Those months that the Executive Committee shall meet include:

December—February—April—June—August

The Board Chairperson shall also chair the Executive Committee.

25.3 Staff assignment to the Executive Committee:

a) Executive Director

b) Agency Assistant Director

c) Others as needed

Section XXVI. Planning and Evaluation Committee

26.1 The Planning and Evaluation Committee shall be composed of six members, two of whom shall be from the "Group-to-be-Served", two of whom shall be from the "Public Officials", and two of whom shall be from

the "Private Sector". The Board Chairperson shall be considered an "ex-officio" member of the Planning and Evaluation Committee.

- 26.1A The Board Chairperson may assign up to 2 additional consultants where particular expertise may be beneficial and/or necessary to the Committee in fulfilling its duties. The representatives will serve at the discretion of the Board Chairperson, shall be considered as "ex-officio" members however will not have voting power.

Assignment to the Committee may include, but not limited to, the areas of expertise and background in:

fiscal management or accounting
early childhood education and development expertise
licensed attorney
business administration
community affairs
current or former Head Start parent

- 26.2 The Committee duties and responsibilities shall include:
- a) Evaluation of Agency programs as to their effectiveness and meaningfulness to objectives of Agency.
 - b) Work with staff in the development and implementation of annual work plan.
 - c) Assist staff with development and/or approval of Agency program progress review.
 - d) Identify needs of the poor, develop programs and make recommendations for the establishment of program priorities to the Full Board (Multi-year plan).
 - e) Perform other tasks as necessary.

- 26.3 Staff assignment to the Planning and Evaluation Committee:
- a) Executive Director
 - b) Agency Assistant Director
 - c) Agency Planner

Section XXVII. Personnel Committee

- 27.1 The membership of the Personnel Committee shall be that of the Board's Executive Committee; however, may be chaired by someone other than the Board Chairperson. (Executive Committee--Article V--Section XXV of these Bylaws.)

- 27.1A The Board Chairperson may assign up to 2 additional consultants where particular expertise may be beneficial and/or necessary to the Committee in fulfilling its duties. The representatives will serve at the discretion of the Board Chairperson, shall be considered as "ex-officio" members however will not have voting power.

Assignment to the Committee may include, but not limited to, the areas of expertise and background in:

fiscal management or accounting
early childhood education and development expertise
licensed attorney
business administration
community affairs
current or former Head Start parent

- 27.2 Duties and responsibilities of the Personnel Committee to include:
- a) Make recommendations to the Full Board of Directors for filling the position of Executive Director.
 - b) Fill the position of the Assistant Director with the consideration of the Executive Director's recommendations.
 - c) Periodic review and updating of the Personnel Policy and Procedures Manual.
 - d) May review staffing needs of the Agency with the Planning and Evaluation Committee.
 - e) Other tasks as deemed necessary.
- 27.3 Staff assignments to the Personnel Committee:
- a) Executive Director
 - b) Agency Assistant Director
 - c) Others as needed

Section XXVIII. Financial/Audit Committee

- 28.1 The membership of the Committee shall be that of the Executive Committee, plus Board Treasurer and, minus the Board Secretary. This Committee shall be chaired by the Board Treasurer. (Executive Committee - Article V - Section XXV.)
- 28.1A The Board Chairperson may assign up to 2 additional consultants where particular expertise may be beneficial and/or necessary to the Committee in fulfilling its duties. The representatives will serve at the discretion of the Board Chairperson, shall be considered as "ex-officio" members however will not have voting power.

Assignment to the Committee may include, but not limited to, the areas of expertise and background in:

fiscal management or accounting
early childhood education and development expertise
licensed attorney
business administration
community affairs
current or former Head Start parent

- 28.2 Duties and responsibilities of the Committee to include:
- a) Select and recommend to Full Board such bank(s) or other depositories for the Corporation.
 - b) Assure that a statement of the financial status of the Agency is provided to the Full Board at their regularly scheduled Meetings and for Executive Committee Meetings.

- c) Assure that the accounts of the Council are audited at least annually.
- d) Review audit proposal(s) and recommend an audit proposal to the full Board for the annual agency-wide audit.
- e) Other tasks as deemed necessary.

28.3 Committee staff assignments to include:

- a) Executive Director
- b) Agency Fiscal Controller

Section XXIX. Special Committees

29.1 Special Committees shall be appointed by the Board Chairperson at any time a need for such committees arises. Special Committees, unlike Standing Committees, shall be dissolved at the time the purpose for such committee has been fulfilled. The composition of these committees shall fairly reflect the composition of the Full Board.

29.2 Staff assignments to Special Committees shall be made as appropriate through the effort of the Board Chairperson and Executive Director.

29.3 The Board Chairperson may assign up to 2 additional consultants where particular expertise may be beneficial and/or necessary to the Committee in fulfilling its duties. The representatives will serve at the discretion of the Board Chairperson, shall be considered as “ex-officio” members however will not have voting power.

Assignment to the Committee may include, but not limited to, the areas of expertise and background in:

- fiscal management or accounting
- early childhood education and development expertise
- licensed attorney
- business administration
- community affairs
- current or former Head Start parent

ARTICLE VI

PUBLIC ACCESS TO INFORMATION

Section XXX. Public Access to Information

30.1 In accordance with federal law and CSA regulations, all books and records of the Community Action Agency shall be open for inspection by any individual upon request to the Executive Director. Personnel records of the staff and confidential records on any individual shall be exempted from this section and shall be available only on a "need to know" basis and at the discretion of the Executive Director. Compliance with the Privacy Act laws is a consideration for use of information on Agency personnel and participants.

ARTICLE VII

AMENDMENTS TO THE BYLAWS

Section XXXI. Amendments to the Bylaws

- 31.1 These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the members present at any regularly scheduled meeting or at any special meeting provided there is a quorum, and provided that prior to voting on any proposed amendment, those amendments shall have been submitted in writing to each Board Member at least five (5) days prior to the meeting of the Board when a vote is to be taken on the amendments.

ARTICLE VIII

INDEMNIFICATION AGAINST LIABILITY

Section XXXII. Indemnification against Liability

- 32.1 The Agency shall indemnify and hold harmless each person who shall serve at any time as a Director or Officer of the Council from and against any and all claims and liabilities to which such person may become subject by reason of his/her having been a Director or Officer of the agency, or by reason of any action alleged to have been taken or omitted by him/her as such Director or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for any expenses incurred in connection with any claim or liability arising out of his/her own negligence or willful misconduct.

ARTICLE IX

FINANCES

Section XXXIII. Contracts

- 33.1 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 Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section XXXIV. Checks, Drafts, Etc.

- 34.1 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents or the Corporation in such manner as shall from time to time be determined by the resolution of

the Board of Directors. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer or an Assistant Treasurer and counter-signed by the Chairperson or Vice-Chairperson of the Corporation.

Section XXXV. Deposits

35.1 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 may select; provided, however, any such bank, trust companies, or other depositories' accounts shall be insured by an agency of the federal government.

Section XXXVI. Gifts

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

ARTICLE X

METHOD OF FINANCING ACTIVITIES AND PROGRAMS

Section XXXVII. Method of Financing Activities and Programs

37.1 The activities and programs of the Corporation shall be financed through grants from the federal, state or local government and from voluntary contributions, in cash or in-kind, from individuals, business, civic organizations, service clubs or from any other group or groups concerned with achieving the purposes of this Corporation.

ARTICLE XI

BOOKS AND RECORDS

Section XXXIII. Books and Records

38.1 The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and Committees having any of the authority of the Board of Directors, the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII

FISCAL YEAR

Section XXXIX. Fiscal Year

39.1 The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year.

ARTICLE XIII

SEAL

Section XL. Seal

40.1 The Board of Directors hereby adopts a Corporate Seal for this Corporation in the form of the impression hereafter:

(Seal)

ARTICLE XIV

WAIVER OF NOTICE

Section XLI. Waiver of Notice

41.1 Whenever any notice is required to be given under the provision of Minnesota Non-Profit Corporation Act or under the provision of the Articles of Incorporation or by Bylaws of the Corporation, 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.

ARTICLE XV

DISPOSITION OF ASSETS UPON DISSOLUTION

Section XLII. Disposition of Assets upon Dissolution

42.1 Upon the dissolution of this Corporation, the Board of Directors shall, after paying all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively to an organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954, or to the Federal,

State or Local Government for a public purpose, as the Board of Directors shall determine.

These Bylaws were adopted as amended at the Lakes and Pines Community Action Council, Incorporated, Board of Directors Meeting held on the 15th day of September, 2008 at Mora, Minnesota.

Board Chairperson

ATTEST:

Board Secretary