**COLLABORATIVE SOLUTIONS FOR COMMUNITIES**

**BYLAWS**

(Established: 07/03/2001; Revised: 06/18/2015; 12/15/2015; 07/18/2017; 8/29/18; 3/18/19)

**ARTICLE I**

**NATURE, PURPOSES, AND MEMBERSHIP**

**Section 1. Nature of the Organization.** The **Collaborative Solutions for Communities** or **CSC**, is the reconstituted organization once referred to as the Columbia Heights/Shaw Family Support Collaborative (CH/SFSC), as certified on 7/16/2014 by the Department of Consumer and Regulatory Affairs of the District of Columbia. The CSC is a non-profit non-membership organization formed under the laws of the District of Columbia (DC). The CSC is established and shall operate in accordance with the provisions and statutes of Section 501(c) (3) of the U.S. Internal Revenue Service (IRS) Code and all regulations issued thereunder.

**Section 2. Primary Purposes.**  CSC is organized for the purposes set forth in the Articles of Incorporation for the CSC, which are filed in the District of Columbia and which include developing family-focused programs, conducting activities that promote and protect the healthy development and safety of children, and supporting the efforts of parents to nurture healthy children and build cohesive family and community structures in the District of Columbia (DC). CSC shall have the power to undertake any action, enterprise, business venture, or activity incidental to, or in connection with its purposes or in advancement thereof, which is not specifically forbidden by DC laws, statues, or by these Bylaws. Moreover, the generation of revenue/income from CSC programs and/or services may be considered reasonable efforts in accomplishing the CSC’s general mission and purpose, and such CSC revenues/income will be reported and accounted for by the CSC as may be applicable by DC statues and laws governing non-profit organizations’ audit and tax requirements.

**Section 3.** **Membership**. The CSC is not a membership organization. However, its mission, goals, and objectives primarily focus on benefitting society in general and the residents of the District of Columbia in particular through community building, family empowerment, economic development, leadership strengthening, and education and training.

**ARTICLE II**

**LOCATION & SPACE**

**Section 1. Registered Office.** Collaborative Solutions for Communities (CSC) shall maintain the principal office of the organization in the District of Columbia and maintain a registered agent, which is periodically reviewed and authorized by the CSC Board of Directors (BOD) in consultation with relevant CSC leadership and staff.

**Section 2. Other Offices.** The CSC may also have other such offices within or beyond the geographic borders of the District of Columbia which the Board of Directors (BOD) must periodically review and approve as the affairs of CSC may require.

**ARTICLE III**

**BOARD OF DIRECTORS**

**Section 1. General Powers.** The Board of Directors (BOD) will consider actions and make decisions by majority vote of all BOD members present, which must be established and confirmed as present for all votes in order for said votes to be official and binding. Electronic innovations may allow BOD members to be present but not necessarily physically with other BOD members in a single meeting room (i.e., Skype for Meetings, Go to Meetings, or via conference calls wherein members can be heard by everyone but not necessarily physically present in the meeting room, per se). The BOD may consider and take action confirming quorum and/or members present, where such action is not specifically considered unlawful and/or out of compliance with existing laws or statues, Moreover, the BOD shall have fiduciary responsibility of the CSC, as may be required to manage and oversee the affairs and property of CSC. The CSC BOD will also have the power, by majority vote, to adopt rules, regulations, and policies governing the actions and authority of the CSC and the BOD and any governance groups it may create to conduct the business of the CSC.

**Section 2. Manner of Acting.**  The action(s) by majority vote of the BOD members present at a meeting at which a quorum is confirmed shall be the act of the BOD, unless the act of a greater number is required by law, statue, or these Bylaws. Moreover, in special circumstances and on a limited use basis, the BOD may choose to use electronic innovations to accomplish its work, including through virtual meetings, conference calls and/or voting on written consents through digital means. The Chair has the authority to place reasonable restrictions on the execution of such votes, such as time-periods in which all votes must be cast and remain valid. Actions under this Section have the full effect of an act of the BOD.

**Section 3. Composition, Nomination, Election, and Term of Service**. The BOD shall consist of no less than five (5) members and no more than 13 members. No less than 65 percent of the members of the BOD shall be residents of the District of Columbia (DC), residing in Washington, DC. Moreover, persons residing in the Greater Washington Metropolitan Region may be considered for election to the CSC BOD assuming that there is demonstrated evidence that s/he has fiduciary, economic or employment obligations to the District of Columbia as an entrepreneur, business owner, or is employed by an organization (for profit or non-profit, etc.), business, agency or enterprise located in the District of Columbia. Moreover, if an elected BOD member’s residency or employment changes to one outside of the District of Columbia, s/he is eligible for continuation of service at the discretion of the BOD. Candidates that do not meet the aforementioned criteria may be considered for membership at the discretion of the BOD.

The process for reviewing, vetting, and submitting a recommendation for action by the BOD, of all applicants, is the responsibility of the Executive Committee or its designee and/or governance group created for this purpose. The Executive Committee will submit recommendations regarding candidates to the BOD for action consideration. Election to the CSC BOD may be acted upon by a majority of voting BOD members present during any BOD meeting that quorum is confirmed and a motion is made and affirmed. Newly elected members shall have voting rights at the meeting following her/his election to the BOD.

**Section 4. Ex Officio Members.** The members of the BOD may designate, from time to time, persons, that may occupy this status at BOD meetings. The duration of Ex Officio status is at the BOD’s discretion, and may change at any time. The Executive Director of the CSC and/or her/his representative may hold this status on occasion. However, as a voting member of the BOD in good standing, the Executive Director of CSC may not be considered as an Ex Officio member of the BOD.

**Section 5. Term of Service**. Except as provided in Article V, Section 2., of these bylaws, related to BOD officers, members of the BOD shall hold office for a term of three (3) years, which begins at the time of her/his election/appointment to the BOD and at the conclusion of her/his swearing in ceremony. All terms of service will be staggered in order to avoid multiple BOD members rotating off the BOD during the same year.

**Section 6. Term limits**. Members are eligible for election for up to two three-year consecutive terms of service. This excludes members elected to fulfill the remaining term of a vacated seat/term. Former members are eligible for election after a one-year separation from the business and/or affairs of the CSC.

**Section 7. Meetings.** The BOD shall meet no less than six times a year; at least one BOD meeting will be designated as an Annual Meeting. Moreover, any BOD member may request consideration by the BOD for other meetings as may be deemed necessary. However, special or emergency meetings of the BOD should be limited in number, and shall be called only after review and approval by the Executive Committee together with the CSC leadership and/or staff in consultation with the BOD. BOD members that believe a special or emergency meeting is warranted shall contact members of the Executive Committee in order to determine the need for such a meeting. The CSC Executive Director and his/her senior leadership staff should be consulted when such meetings are being considered. BOD meetings should be scheduled for a reasonable date, hour, and place, and within the DC geographic borders, unless there is good reason for the meeting to be elsewhere, or through virtual/non-local communication. BOD members may participate in a regular, special, and/or emergency meetings by, or conduct the meeting through the use of, any means of non-local communication (i.e., Skype for Meeting, Go to Meeting, conference calls) by which all BOD members participating may simultaneously hear and/or see each other during the meeting. A BOD member participating in a meeting by this means shall be considered to be present-in-person at the meeting and be counted present for quorum verification purposes. BOD members are expected to attend and be physically present at no less than 80 percent of all regularly scheduled meetings during a calendar year with the exception of BOD members who attend virtually in certain circumstances (e.g., because of changes in location of living or other extenuating circumstances) as agreed upon by the BOD. Attendance and presence by BOD members at special or emergency meetings is mandatory and not subject to any exceptions. Special or emergency meetings will be included as a part of Board attendance, so long as at least 7 days notice is provided for special meetings. The normal process will apply. If BOD members’ absence is excused, it will not count as a missed meeting. Failure to attend BOD special or emergency meetings by any BOD member will be subject to disciplinary action approved by majority vote of those BOD members present. Additionally, all BOD members must be responsible for answering CSC or board member requests via email or phone no later than 3 days after the request is received.

***A. Closed Meetings.***  All meetings of the CSC Board of Directors should be considered closed session meetings. As the purpose of BOD meetings often addresses, reviews, and considers action(s) on confidential matters related to personnel issues, protection of privacy or reputation of individuals in matters not related to public business, consolidation of real property acquisition, consultation with legal counsel, consultation with staff personnel, consultant attorneys, and/or other persons in connection with pending or potential litigation, public security and other matters deemed by law as preparatory to CSC. Closed sessions are attended only by voting members of the BOD which includes the Executive Director of the CSC and other persons invited to attend the meeting by official vote of the BOD.

***B. Open Meetings.***  Can be only established by official vote of the BOD. However, any BOD member may request that the meeting be considered open and/or request that a specific member of the public be invited to the BOD meeting. The request can be made up to 15 days prior to the BOD meeting and/or with sufficient time for the invitation to be sent and receipt acknowledged. Also, the invitation must include mention of the date and time of the meeting as well as a statement regarding the topic which will be addressed and the tentative duration of the meeting with the BOD. The invitation should not be interpreted as an open invitation to attend all aspects of the BOD’s meeting.

**C.** ***CSC Staff.*** CSC staff are not authorized to attend any BOD meeting without direct approval (e.g., written or spoken) by the Executive Director. However, the BOD’s full authority to determine who may or may not attend a BOD meeting, either open or closed, remains in force and may be invoked if deemed necessary.

**Section 8. Notice of Meetings.** Regular closed meetings shall be preceded by 10 days’ notice of the meeting to all BOD members; alternatively, at the beginning of each calendar year, CSC may provide a single notice of all regularly scheduled closed meetings for that year, or for a lesser period, without having to give notice of each meeting individually. No meeting will be scheduled or held on religious holidays. Notice of any special meeting of the BOD shall be given at least 72-hours previously thereto. Those meetings designated “emergency” meetings, shall be given at least 24 -hours’ notice previously thereto. An “emergency” meeting may be characterized as one needing to be called by the BOD’s Executive Committee in order to: (a) Review and resolve an immediate or time sensitive pending fiduciary crisis such as authorizing the solicitation of credit not already planned for in previous strategic plans; (b) Notice of eviction from CSC properties; (c) incapacitation or extended unavailability of either or both simultaneously of the CSC Executive Director and the CSC Deputy Director, which may prohibit her/him from performing her/his duties and responsibilities as required; (d) resignation of the BOD chairperson; (e) or other crisis situation that may arise and which must be explained by the BOD member calling for such a meeting; and/or (f) other critical issue impacting the CSC that may warrant such a meeting as determined by the Executive Committee in consultation with CSC senior leadership staff. Oral notice of meetings is authorized. Written notice must be delivered personally or sent by mail, facsimile or other means of electronic transmission to each BOD member at her/his address as shown in the records of CSC. If mailed, such notice shall be deemed to be delivered when deposited in the United Stated mail in a sealed envelope so addressed, with postage prepaid. Any BOD member may waive notice of any meeting. The attendance of a BOD member at any meeting shall constitute a waiver of notice of such meeting, except where a BOD member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the CSC BOD need not be specified in the notice or waiver of notice of such meeting.

**Section 9 . Quorum and Proxies.** A majority of the total number of BOD members shall constitute a quorum for the transaction of official business of the BOD at any meeting of the BOD. Those BOD members participating in a meeting via other means and/or methods, previously specified (e.g. Skype for Meetings, Go to Meetings, conference calls) are considered as present and counted for purposes of quorum verification. If less than a quorum and/or a majority of the BOD members are present at any meeting, no official action(s) may be taken or recorded. Those BOD members present may vote to convene and adjourn a meeting as deemed necessary. Proxies shall not be permitted.

**Section 10. Executive Session.** The BOD may meet in Executive Session, whereby only BOD members and senior CSC staff (e.g., Executive Director, Deputy Executive Director, Chief Financial Officer, Chief of Clinical Practice or Community Service) may be present. If the reason for the executive session is related to personnel matters involving one of the senior CSC staff that person may be asked to leave the meeting during the executive session. Executive session may be called by any BOD member and must be approved by a majority vote of those BOD members present. Once in Executive Session, the BOD member calling for the Executive Session must explain her/his rationale for calling for such action. The BOD shall take a second vote, approved by a majority of BOD members present, in order to continue in Executive Session. A majority vote of BOD members present may end the Executive Session and return the BOD to its regular meeting status.

**Section 11. Compensation.** CSC BOD members, except for the Executive Director, shall not receive any stated salaries for their services. However, members may be reimbursed for reasonable expenses incurred as a result of the furtherance of the affairs, management, or business of special circumstance of the CSC. Nothing herein shall be construed to preclude any BOD member from serving CSC in any other capacity and receiving compensation therefore. The BOD may consider compensating a member for service beyond the duties expected of members.

**Section 12. Vacancies.** Any vacancy occurring on the BOD prior to the expiration of a regular term of service shall be filled by election of the remaining BOD members. The term of service for a newly elected BOD member shall be the unexpired term of service remaining.

**Section 13. Resignation or Removal.** A BOD member may resign from the BOD at any time by giving notice of resignation in writing addressed to the Chairperson or Secretary of the CSC BOD or by presenting the written resignation at any meeting of the BOD. The resignation letter must include a rationale for the resignation, effective date of the resignation, and an agreement to not report on and/or discuss the work of the BOD or CSC for no less than seven years. The BOD may remove a BOD member, with or without cause, by a vote of a majority of the BOD. Convicted criminal behavior or wrong-doing, violations of ethical standards, and confirmed violations of the public trust may result in immediate removal by the BOD by a majority vote. In accordance with the non-disclosure agreement, members that have been removed cannot report on and/or discuss the work of the BOD or CSC for no less than seven years.

**Section 14. Attendance.** BOD members must attend a minimum of 80 percent of meetings of the BOD, meetings. Failure by any BOD member, including BOD officers to meet the attendance requirement, absent written approval from the BOD chairperson, may be grounds for removal from the ability to serve on the BOD.

**Section 15. Fundraising. BOD members must each meet a minimum fundraising goal each fiscal year. The minimum amount will be determined by Board vote each year. The fundraising goal can be met via direct monetary donations, soliciting donations from others on behalf of CSC, or providing services to CSC that decreases CSC financial burden in that area. Failure to meet the fundraising goal, may be grounds for removal form the BOD.**

**ARTICLE IV**

**BOARD OF DIRECTORS’ MEETINGS AGENDA & RELATED DOCUMENTS**

**Section 1.** **Purpose.** For every meeting of the BOD, there shall be an agenda setting forth all business to be reviewed, discussed, or taken action on by the BOD. No business other than that included on the agenda shall be considered, unless voted on to do so by a majority of BOD members present. Hence, the BOD shall have final approval and/or modification authority of any meeting’s agenda before or during the meeting.

**Section 2.** **Composition.** Meeting agendas shall be developed and prepared by, or through coordination among, the CSC Executive Director, and the BOD’s Executive Committee. At minimum, the BOD Chairperson, and/or Secretary, in collaboration with the CSC Executive Director and/or her/his designee, shall be required to review and approve the BOD’s meeting agenda. Each agenda shall be delivered to all BOD members at least fifteen (15) days prior to the corresponding meeting. Any BOD member may add agenda items to the agenda by providing written notice to all BOD members at least seven (7) days prior to the meeting. However, at meetings a majority of BOD members may vote to add or delete any agenda item.

**Section 3.** **Meeting Minutes & Recording.** The BOD Secretary shall have the primary responsibility for the recording and/or taking of meeting minutes, during meetings and/or recording BOD actions. The BOD chairperson and one other appointed person will be identified at each meeting to assist the Secretary in the preparation of the meeting’s minutes. Meeting minutes should be prepared in draft form and sent to BOD members for review no less than 30 days from the date of the meeting. All BOD members may submit changes, edits and/or modifications to the meeting’s minutes for consideration by the BOD. The BOD is required to review and approve its meeting’s minutes during the next regularly scheduled meeting. The Secretary will certify approved meeting minutes during the same regularly scheduled meeting and provide them to the Executive Director for record keeping and storage. BOD members may access meeting minutes upon request. Access by others of meeting minutes will be in accordance with relevant laws and statutes of the District of Columbia.

**Section 4.** **Related Documents.** Official testimony, speeches, press-releases, or other extraordinary documents or correspondence beyond day to day operation related to the CSC, its leadership, programs, or operations must be reviewed and approved by the BOD prior to release. BOD members will have no less than 15 days to review such documents or correspondence prior to being presented to the BOD for action.

**ARTICLE V**

**OFFICERS OF THE BOARD OF DIRECTORS**

**Section 1. Officers.** The Officers of CSC BOD shall be a chairperson, vice chair, secretary, treasurer, and other such officers as may be elected or appointed by the BOD in accordance with the provisions of this Article. No more than one (1) office may be held simultaneously by the same person. Moreover, no elected/appointed officer may be an appointed member of a subcommittee, working group, task force or other special group/committee established by the BOD while her/his term of service is active. Consideration of exceptions may be reviewed on a case-by-case basis but will require a majority vote by the BOD to approve such exceptions.

**Section 2. Election and Terms of Service.** The Officers of CSC BOD shall be elected by a majority vote of the members of the BOD at any meeting of the BOD. Requests for the creation of new office(s) must be submitted and reviewed by BOD members no less than 30 days prior to the meeting, which the new office(s) may be filled. The BOD Chairperson, Vice Chairperson, Treasurer and Secretary shall hold office for a two (2) year term~~s~~ of service. All other members of the BOD shall hold three (3) year terms of service. All terms will be staggered in order to avoid a majority of BOD members rotating off the BOD during the same calendar and/or fiscal year.

**Section 3. Removal.** Any BOD officer may be removed upon an affirmative vote of a majority of the BOD present. Under circumstances of convicted criminal behavior or wrong-doing, violations of ethical standards, or confirmed violations of the public trust, an official resignation of a member of the board is effective immediately without requiring an immediate meeting and vote by the BOD. In such instances, the BOD will review the resignation for ratification and in order to take the necessary steps to fill any vacant term of service period remaining.

**Section 4. Vacancies.** A vacancy in any office because of resignation, removal, disqualification, incapacitation, death, or otherwise, may be filled by the BOD for the unexpired portion of the term. In addition, the BOD may, by majority vote, take action to add any remaining term of service period to the BOD vacancy that is being filled. Each interested BOD candidate should be notified of this potential action by the BOD prior to nomination and/or election consideration.

**Section 5. Chairperson.** The Chairperson shall preside at all meetings of the BOD and shall perform all duties commonly taken by and/or vested in, the office of chairperson of a BOD. S/he shall be a voting member of all governance groups created and/or appointed by the BOD. The BOD chairperson, in collaboration and consultation with CSC leadership, shall be among the primary spokespersons of the CSC. Moreover, the BOD chairperson shall collaborate and coordinate with the principle leaders and staff of the CSC in order to ensure the legal and appropriate management and operation of the CSC, which may include, from time to time, governance management, business practices, fiduciary oversight, and/or communications officer of the CSC. The BOD chairperson may sign, along with the Secretary or any other proper Officer of CSC authorized by the BOD, any deeds, mortgages, bonds, contracts, or other instruments or documents which the BOD has authorized to be executed; and shall perform all such other duties and responsibilities that may be prescribed, required, and authorized by the BOD.

**Section 6. Vice Chairperson.** In the event of the resignation, incapacitation, extended absence, removal and/or death of the Chairperson, the Vice Chairperson shall assume the office of Chairperson until the BOD elects a successor. The Vice Chairperson shall perform all duties and responsibilities as may be prescribed, required, and authorized by the BOD until such time as the Chairperson returns to assume her/his duties and responsibilities, and/or a new chairperson is elected by the BOD.

**Section 7. Secretary.** The Secretary shall be responsible for recording the official minutes of BOD meetings, to include the minutes’ lawful storage and/or archiving. The Secretary also is required to ensure that all notices are duly issued and received in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and/or perform such other duties as from time to time may be assigned by the Chairperson, Executive Committee, and/or BOD.

**Section 8 . Treasurer.** The Treasurer shall take the lead for the BOD’s oversight of the financial condition and affairs of CSC. The Treasurer shall oversee and keep the BOD informed of the financial condition of CSC and of the results of audit and/or financial reviews. In conjunction with of the BOD or Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of CSC, are made available to the BOD in a timely manner, or as requested by the BOD. The Treasurer shall perform all duties required and authorized by the BOD. The Treasurer may appoint, with the approval of the BOD a qualified fiscal agent and/or member of the staff to assist in performance of part or all of the duties of the Treasurer. However, this delegation in no way replaces the duty of the Treasurer to oversee said duties and responsibilities. The Treasurer shall, at the request of the BOD, give a bond for the faithful discharge of the duties and responsibilities in such sum and with such surety or sureties as BOD shall determine.

**ARTICLE VI**

**BOARD OF DIRECTORS’ COMMITTEES, TASK FORCES, WORKING GROUPS AND OTHER GOVERNANCE GROUPS**

**Section 1. Purpose.** The BOD may establish such committees, task forces, working groups or governance groups it deems necessary to assist and advise the BOD in the performance of its duties and accomplishment of its mission. The Chairperson of the BOD and any BOD member may nominate members and recommend a chairperson of such governance groups. The final work and/or product of each committee, task force, working group and/or governance group must be presented to the BOD for review and approval.

**Section 2. Membership composition, Appointment, and Term of Service.** The membership composition, appointment and terms of service of each committee, task force, working group, and/or governance group shall be considered and approved by a majority vote of the BOD. Members of such governance groups may serve until completion of the group’s work or until such time established by the BOD. Approved members of such governance groups may resign by submission of a letter of resignation to the BOD at any time. The resignation letter must include a rationale for the resignation, effective date of the resignation, and an agreement to not report on and/or discuss the work of the governance group for no less than seven years. The BOD may remove a member of its established governance groups by majority vote of the BOD. Convicted criminal behavior or wrong-doing, violations of ethical standards, and confirmed violations of the public trust may result in immediate removal by the BOD by a majority vote.

**Section 3. Executive Committee.** The BOD shall establish an Executive Committee in order to conduct business of the BOD for emergency purposes, to submit a recommendation for action related to BOD membership applications, to set the agenda for meetings, to conduct, review and develop a recommendation for the BOD regarding the evaluation of the CSC Executive Director, and/or other time sensitive business of CSC that may be required and delegated to it by the BOD between regularly scheduled meetings. The membership composition of the BOD’s Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer and one other member of the BOD. All actions taken and/or recommendations proposed by the BOD’s Executive Committee shall be reported to the full BOD at the earliest possible time. The BOD will review and approve the membership of its Executive Committee annually, and during the first meeting of the year. The Executive Committee will meet on a monthly basis on a fix date, hour, and location as set annually by members of the Executive Committee. The Executive Committee functions under the same rules, as applicable, as the BOD, including with respect to quorum, the required majority vote to constitute an action, permissibility of virtual meetings, and procedures. The Executive Committee shall not have the power to amend the bylaws, appoint or remove directors, or the Executive Director; approve a dissolution or merger or the sale of substantially all of the Corporation’s assets; adopt the budget; or take any action contrary to, or a substantial departure from, the direction of the Board, or which represents a major change in the affairs, business, or policy of CSC.

**Section 4.**  **Finance Committee.** The BOD shall establish a Finance Committee to coordinate the Board’s financial oversight responsibilities. The Committee shall be responsible for planning, development, implementation, monitoring, and evaluation of CSC’s policies and programs for funding, financial management, assets, risks, and insurance. The Committee monitors CSC’s financial records; reviews and oversees the creation of accurate, complete, timely, and meaningful financial statements to be presented to the Board; reviews the annual budget and recommends it to the full Board for approval; monitors budget implementation and financial procedures, and anticipates financial problems; monitors and ensures safeguarding of assets; monitors compliance with federal, state, and other financial reporting requirements; and helps the Board understand CSC’s finances.The Committee shall work with the Executive Director and the Director of Finance in developing long-range financial and capital plans, and shall perform such other duties as may from time to time be required by the Board.

**Section 5. Governance Committee.** The Governance Committee leads the board in regularly reviewing and updating the board’s statement of its roles and areas of responsibility, and what is expected of individual board members. The Committee initiates periodic assessment of the board’s performance and proposes, as appropriate, changes in board structure and operations. The Committee regularly reviews the board’s practices regarding member participation, conflict of interest, etc., and suggests improvements as needed. The Committee also periodically reviews and updates the board’s policy guidelines and practices. Lastly, the Committee takes the lead in succession planning, taking steps to recruit and prepare future board members, and nominates board members for election as board officers.

**Section 6. Officers.** The chairperson of the BOD may recommend the appointment of the membership composition to any committees, task forces, working groups, and/or other governance groups that the BOD may wish to establish. The BOD is not required to implement recommendations but should be prepared to receive such recommendations from the BOD’s chairperson. Leadership of the BOD established governance group(s), which will include the selection and appointment of officers within the governance group (i.e., chairperson, vice chairperson, secretary, liaison, etc.), will be determined and selected by the membership of the appointed governance group and reported to the full BOD as soon as such an appointment is proposed and confirmed. The chairperson/leader of the established BOD group shall have all such powers and authority as the BOD prescribes and provide the BOD with a routine update on its group’s work and accomplishments until such time as the group has completed its work/assignment. The BOD will determine, with a recommendation from the governance group directly affected, when to cancel/end an established BOD governance group.

**Section 7. Vacancies.** Vacancies in the membership of any BOD established governance group(s) shall be filled by the BOD, with a recommendation from the governance group most directly affected.

**Section 8. Quorum.** Unless otherwise stated in the charge of the BOD designating governance group(s), a majority of the whole group shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the group.

**Section 9. Rules.**  Each governance group(s) established by the BOD may adopt policies and practices for its own operations not inconsistent with the Bylaws or with the rules adopted by the BOD.

**Section 10. Powers & Authority.** Each governance group(s) shall have such powers and authority as the BOD may grant it consistent with theses Bylaws, the CSC Articles of Incorporation, and the laws and statues of the District of Columbia.

**ARTICLE VII**

**COLLABORATIVE SOLUTIONS FOR COMMUNITIES’**

**LEADER, STAFF & MANAGEMENT**

**Section 1**. The leader or principal officer of the CSC will be known as the Executive Director (ED) of the CSC and, in general, shall supervise and control all of the daily operations, business and affairs of the CSC. The BOD will ensure that an employment contract for the ED is negotiated and approved for no less than three (3) year intervals. The BOD will be responsible for the annual evaluation of the ED. The evaluation will be considered when decisions are made regarding compensation, benefits, and contract renewal. The ED is an Ex Officio member of the BOD with voting rights. S/he will be expected to attend all BOD meetings. The ED will collaborate and consult with the BOD, the BOD chairperson, other BOD officer(s), and/or the BOD’s Executive Committee as deemed necessary or required to successfully accomplish the mission, goals, and objectives of the CSC. The ED may sign, with the BOD chairperson, secretary or any other proper Officer of CSC authorized by the BOD, any deeds, mortgages, bonds, contracts, or other instruments or documents which the BOD has authorized to be executed. The ED shall perform all such other duties as may be prescribed, required, and authorized by the BOD.

**Section 2. Staff & Management.** The ED is authorized to hire the necessary staff as may be required to successfully accomplish the mission, goals, and objectives of the CSC. The ED, together with the BOD, has fiduciary responsibility for the CSC. The ED is responsible for the oversight of the financial condition and affairs of the CSC, and shall maintain the BOD well informed of said condition, to include results and findings of financial or management audits and/or reviews required by law or statue or may be requested by duly authorized government agencies, law enforcement, or officers of the court. The ED will notify the BOD in writing of all lawsuits that have been filed against the CSC and ensure that appropriate legal counsel has been notified and is well-informed of the facts in question. In collaboration and consultation with the BOD, the BOD treasurer or other BOD members or officers that may be required, the ED shall oversee annual fiscal year budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of CSC, are made available to the BOD in a timely manner, or as required by the BOD. The ED will submit an annual budget for BOD review and approval. The ED, staff and management shall perform all duties and responsibilities properly, ethically and in accordance with all laws and statutes governing such duties and responsibilities. The ED may appoint, with the approval of the BOD a qualified fiscal agent and/or member of the staff to assist in the performance of part or all of the fiduciary duties and responsibilities. However, such delegation in no way replaces the duty and responsibility of the ED to oversee said duties and responsibilities.

**Section 3. Recognition.** The BOD can take action, through its Executive Committee to acknowledge important milestones, achievements,accomplishments,and/or personal/professional development goals by CSC employees. Such recognition can be in keeping with the mission and goals of the organization, the spirit of honoring loyalty and commitment to CSC and the DC community, and/or personal/professional development. Recognition should be in compliance with guidance offered by the IRS and other laws and regulations governing non-profit organizations in the District of Columbia.

**ARTICLE VIII**

**CONTRACTS AND RELATED MATTERS**

**Section 1. Contracts.** The BOD may authorize any Officer or Officers, agent or agents of CSC, in addition to or in the place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of CSC, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, and Similar Documents.** All checks, drafts or orders for the payment by money, notes or other evidences of indebtedness issued in the name of Collaborative Solutions for Communities (CSC), shall be signed by such Officer or Officers and/or agent or agents of CSC and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3. Deposits.** All funds of the Collaborative Solutions for Communities shall be deposited from time to time to the credit of CSC in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts, Bequests, and Contributions.** The Board of Directors may accept on behalf of the Collaborative Solutions for Communities (CSC) any contribution, gift, bequest, or devise for the general purposes or for any special purpose of CSC. Such contributions, gifts, bequests, or devices shall be in conformity with the laws of the United States, the District of Columbia, and any other relevant jurisdiction.

**Section 5. Loans.** No loans shall be contracted on behalf of Collaborative Solutions for Communities (CSC) and no evidence of indebtedness shall be issued in its name unless expressly authorized by resolution of the BOD. Such authority may be general or confined to specific instances

**ARTICLE IX**

**INDEMNIFICATION**

**Section 1. Mandatory Indemnification.**  Collaborative Solutions for Communities (CSC) shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he/she was a party because he/she is or was a director of CSC against reasonable and necessary expenses incurred by him/her in connection with the proceedings.

**Section 2. Permissible Indemnification.** CSC shall indemnify a Director or former Director made a party to a proceeding because he/she is or was a director of CSC, against liability incurred in the proceeding, if the determination to indemnify him/her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

**Section 3. Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by CSC in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of:

A. A written affirmation from the Executive Director, Officer, Employee or Agent of his/her good faith belief that s/he is entitled to indemnification as authorized in this article;

B. An undertaking by or on behalf of the Executive Director, Officer, Employee or Agent to repay such amount, unless it is ultimately determined that s/he is entitled to be indemnified by CSC Bylaws.

**Section 4. Indemnification of Officers, Agents and Employees.** An Officer of CSC who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The CSC may also indemnify and advance expenses to an Employee or Agent of CSC who is not a Director consistent with the laws of the District of Columbia, provided such indemnification and scope of such indemnification is set forth by the general or specific action of the Board of Directors or by contract.

**ARTICLE X**

**RECORDS OF PROCEEDINGS AND DOCUMENTS REGARDING OPERATIONS**

Section 1. CSC Staff. The leadership and staff of the CSC shall maintain, manage, and store accurate records of proceedings, operations, and financial accounting associated with the CSC, in accordance with generally accepted accounting practices and standards, and current laws and statues of federal, state, and local jurisdictions. Such records and/or documents may be in electronic or paper form. Moreover, such records and documents shall be made available periodically and/or upon request, to members of the BOD and/or their authorized agents. In addition, leadership and staff are bound to confidentiality regarding any information, materials, documents, and/or recordings produced or made during her/his tenure of employment, however brief or long, for no less than seven years from the date of her/his departure. One hundred percent of the work done by CSC leadership and staff is propriety to CSC and thus subject to confidentiality and limited to little or no dissemination.

Section 2. BOD. The CSC BOD are bound to confidentiality regarding any information, materials, documents, and/or recordings produced or made during her/his tenure on the BOD, however brief or long, for no less than seven years from the date of her/his departure. One hundred percent of the work done by the CSC BOD is considered propriety to CSC and thus subject to confidentiality and limited to little or no dissemination.

**ARTICLE XI**

**FISCAL YEAR**

The fiscal year of CSC shall begin on the first day of October of the calendar year and end on the last day of September in the following calendar year (e.g., October 1, 2017 to September 30, 2018).

**ARTICLE XII**

**WAIVER OF NOTICE FOR LEGAL PROCEEDINGS OR OTHERWISE**

Whenever any NOTICE is required to be given under the provisions of the law of the District of Columbia or under the provisions of the Articles of Incorporation or the Bylaws of CSC, 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 giving of such NOTICE.

**ARTICLE XIII**

**AMENDMENTS TO THE BYLAWS**

The Bylaws of the CSC may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the BOD at any meeting called specifically to accomplish such action. Notice of said meeting must be given no less than 30 days of intention to alter, amend, or repeal the Bylaws or to adopt new Bylaws, at said meeting provided that due notice of such meeting shall have been furnished to or waived by all Directors and that such notice or waiver thereof included a statement that one of the purposes of such meeting was to consider alternation, amendment or repeal.

**ARTICLE XIV**

**MISCELLANEOUS PROVISIONS**

Parliamentary Authority. The current edition from time to time of Roberts Rules of Order shall be the parliamentary authority for any meeting held pursuant to these Bylaws.

**ADDENDUM to BYLAWS**

**Collaborative Solutions for Communities**

This Addendum to the Bylaws of the Collaborative Solutions for Communities (CSC) is hereby adopted effective [August 29, 2018].

The purpose of the Addendum is to add language to Article VII (Leader, Staff, and Management), Section 1., which indicates that the Executive Director (ED) is a voting member of the Board of Directors, but does not include how long the ED has a voting status.

**ARTICLE I**

**Length of Voting Status of the Executive Director**

The Executive Director’s voting status on CSC’s Board of Directors is for the duration of her employment contract.

**CERTIFICATION**

This Addendum to the Bylaws was approved at a meeting of the Board by a majority vote of the Directors entitled to vote on [March 18, 2019].

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2018

Chair