

AMENDED AND RESTATED
BY-LAWS
OF
COMMUNITY COUNCIL OF IDAHO, INC.

ADOPTED April 22, 2023

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THE COMMUNITY COUNCIL OF IDAHO, INC.**

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**AMENDED AND RESTATED BY-LAWS OF THE COMMUNITY COUNCIL OF
IDAHO INC.**

Pursuant to Article 7 of the Articles of Incorporation of the Community Council of Idaho, Inc. the Board of Trustees of the Community Council of Idaho hereby adopts the following Amended and Restated By-Laws of the Community Council of Idaho, Inc. (the “**By-Laws**”):

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

Section 1. Name.

The name of the corporation shall be the Community Council of Idaho, Inc. (referred to herein as “**CC Idaho**”)

Section 2. Principal Office.

The principal office of the Community Council of Idaho shall be located at 317 Happy Day Blvd., Suite 250, Caldwell, Idaho 83607 at the El Mercado building.

**ARTICLE II
PURPOSE**

The purpose of CC Idaho shall be to:

[a] Promote Affordable Housing and General Well Being

To promote affordable housing for, and the general wellbeing of, farmworkers, ex-farmworkers, and low-income people both within and without the State of Idaho, by providing benefits and services to eligible recipients for the purpose of:

1. Cultural Awareness
2. Educational Opportunities
3. Employment Opportunities
4. Health Opportunities
5. Housing Opportunities
6. Economic Development
7. Civil Rights

[b] Engage in such other activities as may be necessary or appropriate for the promotion of these goals and objectives, as long as such activities are consistent

with the tax exempt status of CC Idaho under Section 501(c)(3) of the Internal Revenue Code and the Idaho Nonprofit Corporation Act.

ARTICLE III MEMBERS

CC Idaho shall not have members.

ARTICLE IV BOARD OF TRUSTEES

Section 1. Authority and Responsibilities of the Board of Trustees of CC Idaho (hereinafter “**Board of Trustees**”).

- [a] The Board of Trustees shall be responsible for the oversight of the organization, including, although not exclusively,:
1. Planning for the future by conducting long-range/strategic planning;
 2. Establishing broad policies, including financial and personnel policies and procedures;
 3. Approving the annual budget and reviewing financial results compared to budget;
 4. Approving grant applications;
 5. Reviewing and approving the annual audit;
 6. Reviewing financial information;
 7. Establishing the policies and approving the budget of CC Idaho Health Center;
 8. Identifying and proactively dealing with emerging issues;
 9. Interpreting CC Idaho’s mission to the public;
 10. Soliciting prospective contributors;
 11. Hiring, evaluating, and dismissing, as appropriate, the CEO;
 12. Assuring CC Idaho’s programs operate in compliance with applicable federal, state, and local laws and regulations;
 13. Establishing and maintaining programs and systems designed to assure compliance with terms of contract and grants; and

14. Authorizing establishment of all bank accounts and all signatories on all accounts.

- [b] The Board of Trustees shall have the authority to enter into contracts, borrow money, authorize the execution of negotiable instruments, mortgage or pledge property, acquire real property, institute litigation, select officers, establish compensation for executives, and such other actions as concern the management and operation of CC Idaho.
- [c] The Board of Trustees shall have the authority to manage the activities, property, and affairs of CC Idaho shall be vested in the Board of Trustees as a Board, not as individuals. Trustees cannot act as individuals to bind CC Idaho.
- [d] Each Board of Trustee member and each officer have a fiduciary duty and a duty of loyalty to the organization and his or her actions must be in the best interests of the organization.
- [e] All members of the Board of Trustees, CC Idaho's officers, employees, and representatives, are prohibited from taking any action or carrying on any activity by, or on behalf of, the organization that are not permitted to be taken or carried on by a tax exempt organization, including the participation in, or intervention in, (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- [f] The Board of Trustees will evaluate itself periodically for efficiency, effectiveness, and compliance with all requirements imposed upon its programs.
- [g] The Board of Trustees will assure that the organization's activities are conducted in compliance with applicable federal, state, and local laws and CC Idaho's policies.

Section 2. Trustee Compensation

- [a] Trustees shall not receive direct or indirect compensation for their service as Trustees except for an ex-officio, non-voting Trustee.
- [b] Trustees can be reimbursed for reasonable expenses incurred in the performance of their duties as Trustees.

Section 3. CC Idaho Regions.

- [a] The State of Idaho shall be divided into two (2) regions: Eastern and Western.
- [b] The Western Region shall consist of the following counties:

Boundary	Nez Perce	Kootenai	Bonner	Lewis	Latah
Benewah	Clearwater	Elmore	Ada	Boise	Gem
Payette	Idaho	Canyon	Blaine	Lincoln	Gooding
Cassia	Camas	Jerome	Twin	Minidoka	Washington
Shoshone	Adams	Owyhee	Falls	Valley	

[c] Reserved.

[d] The East Region shall consist of the following:

Bannock	Caribou	Power	Bear Lake	Clark	Bingham
Teton	Bonneville	Oneida	Jefferson	Madison	Franklin
Fremont	Butte	Lemhi	Custer		

Section 4. The Number of CC Idaho Trustees.

The Board of Trustees shall consist of at least nine (9) Trustees and no more than fifteen (15) Trustees, inclusive of one (1) voting member appointed by the Policy Council pursuant to these By-laws.

Section 5. Term of Service.

[a] Each Trustee of CC Idaho, upon election shall serve for three (3) years, with the exception of the voting members appointed by the Policy Council which shall each serve for one (1) year.

[b] Each Trustee shall hold office until the expiration of the term for which he/she has been elected.

Section 6. Limit on Consecutive Terms of Service.

[a] Each Trustee shall serve a maximum of four (4) terms of service for a total of twelve (12) years. A past Trustee may be elected and/or appointed to the Board after a break in service for a minimum of one (1) year.

[b] The Board President can serve a thirteenth year. The Board may, by majority vote, ask the current president to serve one additional year during major times of change/transition.

Section 7. Appointed Trustee Term of Service.

A Trustee who has been appointed by the Board of Trustees in accordance with Article IV. Section 14 of this Article shall complete the term of service of the Trustee for whom he/she has been appointed.

Section 8. Requirements to be a Candidate for the Board of Trustees.

[a] A candidate to the Board of Trustees must:

1. Be a resident of the region in which a vacancy exists or will exist; and
 2. Be a member of the class in which a vacancy exists or will exist.
- [b] No person shall be considered as a candidate to the Board of Trustees or sit on the Board of Trustees while she/he or a member of his/her immediate family holds a position of employment or contractor with CC Idaho or CC Idaho Health Center. The term “immediate family” shall be defined as wife, husband, son, daughter, mother, father, brother, brother-in-law, sister, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, aunt, uncle, niece, nephew, stepparent, and stepchild.
- [c] New board members must submit to and pass a criminal background check. Should any criminal charges be filed against a board member, the Board must be notified as soon as practicable. Follow up actions will be taken as deemed appropriate for the organization, based on recommendation by the Personnel Committee, and approved by the Board of Trustees.

Section 9. Composition of the Board of Trustees.

- [a] One voting member of the Board of Trustees shall be appointed by the Policy Council for a one (1) year term.
- [b] At least 51% of the members of the Board of Trustees must be consumers of the services offered by CC Idaho Health Center. A “consumer of the services offered by CC Idaho Health Center” is defined as someone who has used the health center’s services in the past 24 months. Consumer members, as a group, represent the individuals who are served by CC Idaho Health Center in terms of demographic factors, such as race, ethnicity, and gender, consistent with the demographics reported in the CC Idaho’s Health Center’s Uniform Data System (UDS) Report or demographic data reported in CC Idaho Health Center’s application. All members must be representative of the communities served by CC Idaho.
- [c] Non-consumer members must be selected for their relevant expertise and skills in areas such as community affairs, local government, finance and banking, legal affairs, trade unions, other commercial or industrial concerns, and social services. In addition, no more than one-half of the non-consumers of the CC Idaho Health Center may derive more than ten percent (10%) of their annual income from the health-care industry.
- [d] The voting Trustees of each CC Idaho Region, excluding the appointment to the board from Article IV Section 9 [a], shall be from one of the following classes:
1. **Public Sector.** One-third (1/3) of the Board of Trustees shall be elected officials holding office on the date of selection, or their representatives, except that if the number of such appointive officials reasonably

available and willing to serve on the board is less than one-third (1/3) of the membership of the board, membership on the board of appointive public officials or their representatives may be counted in meeting such one-third (1/3) requirement.

2. **Low Income.** No less than one-third (1/3) of the voting members of the Board of Trustees shall be:

- (i) Chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the neighborhood served.
- (ii) representative of low-income individuals and families in a specific neighborhood within a community in which the representative resides; or
- (iii) Parents of children who are currently or were formerly enrolled in the Head Start program.

3. **Professional Sector.** The remaining voting members of the Board of Trustees shall be professionals acting in a private capacity.

- (i) One (1) member shall have background and expertise in fiscal management or accounting; one (1) member shall have background and expertise in early childhood education and development; and one (1) member shall be an attorney licensed by the State of Idaho and familiar with issues that come before the governing body.
- (ii) In the absence of one or more of these professionals, a consultant or attorney with the appropriate qualification and expertise shall be hired under contract to attend board meetings, with no voting rights.
- (iii) For the remaining positions, priority will be given to individuals with background and expertise in: Workforce Development, Medical/Health, and Rural Development/HUD.

[e] Elections of Trustees shall be conducted according to election procedures approved by the Board.

Section 10. The Policy Council

[a] As more specifically set forth in an enabling resolution adopted by the Board of Trustees, the Policy Council is responsible for the direction of the Head Start program, including program design and operation, and long- and

short-term planning goals and objectives, taking into account the annual communitywide strategic planning, needs assessment, and self-assessment. The Policy Council shall develop, review, and approve policies and procedures by working in partnership with key management staff and Board of Trustees, and has as its members: 1) Parents of currently enrolled children, and 2) Community Representatives, who are elected by Parents from the Centers. The Board of Trustees shall have power to make any and all further provision with respect to the Policy Council by resolution.

[b] The President of the Board of Trustees shall appoint a member of the Board of Trustees to be the Policy Council Community Representative. The Policy Council Community Representative shall:

1. Attend board meetings and Policy Council meetings;
2. Participate in the Board of Trustees meetings by providing information to board members on activities of the Policy Council.

[c] The Policy Council Liaison, elected by the Policy Council, will, upon approval by the Board of Trustees, be an active voting member of the Board of Trustees, and shall provide reports to the Policy Council. To the extent provided in the enabling resolution, the Policy Council Liaison shall:

1. Attend board meetings and Policy Council meetings;
2. Participate in Policy Council meetings and activities by providing information to the Policy Council on the activities of the Board of Trustees.

Section 11. Staggered Terms of CC Idaho Board of Trustees.

The two-year terms for Trustees shall be staggered. Approximately half of the members of the Board of Trustees shall be elected every year for two-year terms.

Section 12. Resignation and Removal of Trustees.

[a] A Trustee may resign at any time by delivering written notice to the Board of Trustees, its president, or secretary. A resignation is effective when the notice is received unless the notice specified a future effective date. If a resignation is made effective a future date, the board may fill the pending vacancy before the effective date if the board agrees that the successor will not take office until the effective date.

[b] Any Trustee may be removed without cause by the affirmative vote of two-thirds of the members of the Board of Trustees. The notice provided pursuant to Section 15 of this article of any meeting at which such a vote is taken shall state that the purpose or one of the purposes of the meeting is

the removal of the board member and specify which board member will be proposed for removal; otherwise, the removal shall be void.

- [c] Any Trustee who during a one (1) year period has missed three (3) regularly scheduled meetings of the Board of Trustees without satisfactory written explanation to the President of the Board of Trustees may be removed by the affirmative vote of a majority of Trustees present at any properly scheduled meeting of the Board.

Section 13. Appointment to the Board of Trustees.

Whenever the number of voting Trustees shall be for any reason fewer than nine (9), the Board of Trustees shall fill the vacancy by a majority vote of the remaining Trustees with recommendation by the Nominating Committee.

Section 14. Meetings of the Board of Trustees.

- [a] The Board of Trustees shall hold an annual meeting in the fall of each calendar year.
- [b] The Board of Trustees shall meet monthly.
- [c] The Board of Trustee meetings shall begin at 8:30 a.m., at West, or East region unless another time, date and/or place is selected by the President of the Board, notice of which shall have been given in a manner prescribed by Article IV, Section 16 of these Bylaws.
- [d] Special meetings of the Board of Trustees may be called by the President or one third (1/3) of the Trustees eligible to vote.

Section 15. Notice of Meetings of Board of Trustees.

- [a] Notice of regular and special meetings of the Board of Trustees shall be given by telephonic communication and a written notice shall be sent to each of the Trustees. Written notice shall be made by mail, email, hand-delivery or courier.
- [b] Notice of regular and special meetings of the Board of Trustees shall also be posted in a conspicuous place on the bulletin board at the principal office of CC Idaho. Notice shall be given no less than seven (7) days prior to the meeting and no more than thirty-one (31) days.
- [c] Notice shall state the purpose or purposes for which the meeting is called, the time of the meeting, and the place. If a special meeting is called, the notice shall state by whose authority the meeting is being called.
- [d] The attendance of a Trustee at, or participation by, a Trustee in, a meeting waives any lack of notice, unless such Trustee upon arriving at the meeting,

or prior to the vote on a matter for which notice was not properly provided, objects to such lack of proper notice and does not thereafter vote for or assent to the objected to action.

Section 16. Quorum of the Board of Trustees.

- [a] A presence a majority of the active board members shall constitute a quorum of the Board of Trustees. If a quorum is present, the affirmative vote of the majority of Trustees present at the meeting shall be an act of the Board, unless otherwise provided in these By-laws.
- [b] In the absence of a quorum, a majority of the Trustees present may adjourn the meeting for a period not to exceed thirty-one (31) days.

Section 17. Trustees Voting on Board of Trustees Business.

- [a] Each Trustee present at a meeting of the Board of Trustees shall be entitled to one (1) vote on each item of business presented to the Board of Trustees which requires a vote.
- [b] At all meetings of the Board of Trustees, all matters shall be decided by a majority vote except as otherwise specifically required by these Bylaws.
- [c] In cases involving a transaction with the corporation in which a Trustee or the CEO has a direct or indirect interest the provisions of Article XI, Section 2 shall apply.

**ARTICLE V
COMMITTEES OF THE BOARD OF TRUSTEES**

Section 1. Designation of Committees of the Board of Trustees.

- [a] The Board of Trustees may, by resolution adopted by the majority of the Board of Trustees, designate standing or ad hoc committees. Such committees which are comprised of Trustees and may, as more specifically provided, be delegated certain functions of the Board of Trustees, shall be known as “**Board Committees**”, and such committees which include as members persons other than Trustees shall be known as “**Advisory Committees**”.
- [b] Board Committees and Advisory Committees shall have such duties and powers as the Board of Trustees from time to time may determine. In general, Advisory Committees shall have as their primary duties conducting investigation and making recommendations to the Board of Trustees, all as the Board of Trustees shall more specifically provide.

- [c] With the exception of any Board Committees and Advisory Committees established by these Bylaws, any Board Committees or Advisory Committees may be abolished at any time by the Board of Trustees.
- [d] Each Board Committee shall have at least two (2) Trustees as members at all times.

Section 2. Appointments to CC Idaho Board Committees.

The President of the Board of Trustees shall appoint all members of all standing and ad hoc committees created by the Board of Trustees, and such appointment shall be effective only upon the approval of a majority of the Trustees in office when the appointment is made; except, however, for the members of the Executive Committee, for whom election to their respective offices (or their hiring, in the case of the CEO) by the Board of Trustees by the required vote of the Trustees shall be deemed to include approval of their membership on the Executive Committee.

Section 3. Term of CC Idaho Board Committee Members.

Each member of any committee shall serve for one (1) year, unless the committee shall be abolished, or unless such member shall be removed.

Section 4. Vacancies on CC Idaho Committee.

- [a] A vacancy occurring in any committee, except in the Executive Committee, shall be filled by the appointment by the President of the Board of Trustees, which appointment shall be effective only upon approval by a majority of the Trustees in office when the appointment is made.
- [b] A vacancy occurring in the Executive Committee, except the President, can be filled on an interim basis by majority vote of the Board of Trustees; this appointment is solely to complete the term.

Section 5. Notice of CC Idaho Board Committee Meetings.

- [a] Written notice, including time and place, of all committee meetings shall be given by the chairperson of the committee to all committee members.
- [b] Notice shall be given no less than seven (7) days prior to the meeting and no more than thirty-one (31) days.
- [c] Notice shall state the purpose or purposes for which the meeting is called.

Section 6. Quorum of CC Idaho Board Committees.

- [a] The presence of a majority of the committee members shall constitute a quorum for the transaction of business.

- [b] If a quorum is present, the affirmative vote of the majority of members present shall be the act of the committee.
- [c] In the absence of a quorum, a majority vote of committee members present may adjourn the meeting for no more than 31 days.
- [d] A member of a committee may waive notice as provided in Article IV Section 15[d].

Section 7. Voting of CC Idaho Committee Members.

Each duly appointed CC Idaho Board Committee member or Advisory Committee member shall have one (1) vote on any item of business presented to the Board Committee or Advisory Committee which may require a vote.

**ARTICLE VI
STANDING BOARD COMMITTEES**

Section 1. Executive Committee.

- [a] Pursuant to Article V, Section 1[a] the Board of Trustees of the Community Council of Idaho establishes an Executive Committee (the “Executive Committee”).
- [b] The Executive Committee shall consist of:
 1. The President of the Board of Trustees;
 2. The Vice-President of the Board of Trustees;
 3. The Secretary of the Board of Trustees;
 4. The Treasurer of the Board of Trustees; and
 5. The CEO of CC Idaho as an ex-officio, nonvoting, committee member; and
 6. The President-Elect of the Board as an ex-officio, nonvoting, committee member.
- [c] To the extent provided in the enabling resolution, in cases of emergency and in interim matters that cannot await the next regular Board meeting; the Executive Committee shall have and may exercise all of the authority of the Board of Trustees in management of the business affairs of CC Idaho; however, the Executive Committee shall **not** have the authority of the Board of Trustees regarding:
 1. Adopting, amending or repealing the CC Idaho Articles of Incorporation;

2. Approving plan of merger or consolidation;
3. Deciding upon the sale, lease, exchange, pledge or other transfer of all or substantially all of the property and assets of CC Idaho;
4. Deciding upon a voluntary dissolution of CC Idaho or revocation thereof;
5. Adopting, amending, altering, or repealing these By-Laws;
6. Electing Trustees, filling vacancies on the Board of Trustees, appointing any member of any Board Committee, or removing Trustees or any member of any Board Committee;
7. Fixing the compensation of any Trustee or any Board Committee member; or
8. Authorizing distributions.

[d] Any officer, who, for any reason, ceases to be an officer of CC Idaho as specified in Section 1(b) of this Article, shall not be an Executive Committee member.

[e] The Executive Committee shall report to the Board of Trustees all matters in which it has acted since the last meeting of the Board of Trustees.

Section 2. Strategic Planning and Evaluation Committee.

[a] Pursuant to Article V, Section 1[a], the Board of Trustees establishes a Strategic Planning and Evaluation Committee whose members are appointed consistent with these By-laws.

[b] The Strategic Planning and Evaluation Committee shall:

1. Recommend goals, objectives, and strategy changes to the Board of Trustees;
2. Review and recommend action on annual programs, work plans, and planning documents appropriate to the Purpose of CC Idaho.
3. Assure that the allocation of program resources reflect approved goals, objectives and strategies;
4. Formulate and recommend criteria for evaluating program effectiveness and need; and have the information disseminated to board members; and
5. Seek and rely upon outside expertise and guidance when necessary and appropriate.

Section 3. Personnel Committee.

- [a] Pursuant to Article V, Section 1[a], the Board of Trustees establishes a Personnel Committee whose members are appointed consistent with these By-laws.
- [b] The Personnel Committee shall:
 - 1. Interpret, review and make recommendations regarding the Personnel Policies and Procedures Manual (“**PP&PM**”) of CC Idaho.
 - 2. Annually review the salary administration plan and recommend appropriate changes.
 - 3. Review and approve job descriptions and job qualifications regarding CC Idaho staff positions.
 - 4. Review and make recommendations regarding the CC Idaho career development program.
 - 5. Ensure compliance with funding source rules and regulations.

Section 4. Finance Committee.

- [a] Pursuant to Article V, Section 1[a], the Board of Trustees establishes a Finance Committee whose members are appointed consistent with these By-laws.
- [b] The Finance Committee shall:
 - 1. review CC Idaho finances, administration and assure adherence to the financial plans of CC Idaho programs.
 - 2. Annually review the financial plan to secure all the needed resources.
 - 3. Review all financial audits prepared by independent auditors and recommend action to ensure prompt resolution of questionable issues appearing in the audit.

Section 5. Public Relations/Fundraising Committee:

- [a] Pursuant to Article V, Section 1[a], the Board of Trustees establishes a Fundraising Committee whose members are appointed consistent with these By-laws.
- [b] The Fundraising Committee shall annually review and update the marketing plan, and branding documents, and ensure they are consistent with the CC Idaho’s Strategic Plan.

**ARTICLE VII
STANDING ADVISORY COMMITTEES**

Section 1. Housing and Community Development Advisory Committee.

- [a] Pursuant to Article V, Section 1(a), the Board of Trustees establishes an Advisory Committee known as the Housing and Community Development Committee.
- [b] The Housing and Community Development Committee shall consist of:
 - 1. Representatives from business and industry;
 - 2. Representatives from financial institutions; and/or
 - 3. Representatives from the public sector currently in office including elected officials, officials of educational institutions, and government agencies.
- [c] To the extent provided in the enabling resolution, the Housing and Community Development Committee of the Board of Trustees shall:
 - 1. Determine and report to the Board the needs of the target population which will be addressed by economic/business development projects;
 - 2. Recommend to the Board approval of plans or grant applications to meet these needs;
 - 3. Form subcommittees to assist with specific projects, as needed;
 - 4. Recommend action to the Board of Trustees on specific housing and economic/business development projects; and
 - 5. Prepare and recommend to the Board of Trustees short-term and long-range goals and objectives consistent with the CC Idaho's Strategic Plan.

Section 2. CC Idaho Health Center Committee.

- [a] Pursuant to Article V, Section 1[a], the Board of Trustees establishes an Advisory Committee known as the CC Idaho Health Center Committee.
- [b] The CC Idaho Health Center Committee shall consist of:
 - 1. Board members who live inside the service area of the CC Idaho Health Center; and

2. The Health Center’s Clinic Administrator, Chief Financial Officer, and Chief Medical Officer, as advisory members.

[c] The CC Idaho Health Center Committee shall:

1. Meet monthly at a time and place designated by CC Idaho Health Center leadership;
2. Review and recommend to the Board of Trustees, the Health Center’s annual audit;
3. Review and recommend service area, services, location, and hours of operation for the Health Center;
4. Review and recommend grant applications to fund the Health Center’s operations and activities; and
5. Review and recommend the Health Center’s quality assurance and risk management policies; and
6. Review and recommend the Health Center’s short-term and long-range strategic goals to the Board of Trustees.

ARTICLE VIII OFFICERS OF THE BOARD OF TRUSTEES

Section 1. CC Idaho Board Officers.

The officers of the Board of Trustees (the “**Officers**”) shall be:

1. President of the Board of Trustees (the “**President**”);
2. Vice-President of the Board of Trustees (the “**Vice-President**”);
3. Secretary of the Board of Trustees (the “**Secretary**”);
4. Treasurer of the Board of Trustees (the “**Treasurer**”); and
5. President-elect (the “**President-elect**”).

Section 2. Election of CC Idaho Board Officers.

At the annual meeting of the Board of Trustees following the Trustee elections, the Trustees shall elect the following:

1. Vice-President;
2. Secretary;

3. Treasurer; and
4. President-elect. (in even-years only).

Section 3. Functions of the Officers.

The President shall:

1. Preside over the Board of Trustees meetings;
2. Assure that all Board policies and resolutions are carried into effect;
3. Appoint all standing and ad hoc committee members except where otherwise specified in these By-laws;
4. Call Meetings of the Board of Trustees and the Executive Committee;
5. Determine the business to be transacted at the meetings of the Board of Trustees;
6. Approve all material business transactions made by CC Idaho.
7. Serve a two (2) year term until the odd-numbered year when the President-elect assumes the duties of the President.

Section 4. Vice-President.

The Vice-President shall:

1. Act under the direction of the President of the Board, and in his/her absence, disability, or resignation, shall perform the duties of, and exercise the power of, the President of the Board; and
2. Perform such other duties and have such other powers as the President of the Board of Trustees may from time to time prescribe.

Section 5. Secretary.

The Secretary shall ensure that all records and documents are maintained at the principal office of CC Idaho, including but not limited to:

1. A listing of all current Trustees of the Board including in which Region they reside, what class of Trustee they represent, and their addresses and telephone numbers;
2. A listing of all candidates for elected and appointed positions provided by the nominating committee;

3. The results of all Trustee elections and appointments, including records detailing terms for each Trustee;
4. Minutes, agendas and notices of all Board of Trustees meetings and Executive Committee meetings;
5. Updated calendar of Board of Trustees meetings; and
6. All correspondence addressed to or sent from the Board of Trustees.

Section 6. Treasurer.

The Treasurer shall:

1. Ensure that CC Idaho keeps and maintains an accurate accounting system and records;
2. Report regularly to the Board of Trustees on the financial status of CC Idaho;
3. Perform, or cause to be performed, an annual audit of all CC Idaho accounts; and
4. Submit a full financial report to the Board of Trustees at the annual meeting.

Section 7. President-Elect.

The President-Elect of the Board shall:

1. Be elected on even years and serve as President-Elect for one (1) year;
2. Be considered in training for the Presidency;
3. Assume the duties of the President at the first meeting of the Board following the end of the one-year term served as President-elect.; and
4. President may run for President-elect.

Section 8. Standard of Conduct of Officers.

- [a] Officers must discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the corporation.

- [b] In discharging his or her duties, an officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by [i] one (1) or more officers or employees of the corporation who the officer reasonably believes to be reliable and competent in the matters presented; or [ii] legal counsel, public accountants, or other persons, as to matters the officer reasonably believes are within the person's professional or expert competence.
- [c] An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection [b] of this section unwarranted.
- [d] An officer is not liable to CC Idaho, or any Trustee, or other person, for any action taken or not taken as an officer, if the officer acted in compliance with this section.

**ARTICLE IX
CHIEF EXECUTIVE OFFICER (CEO)**

Section 1. Delegation of Authority to the CEO.

The authority to implement and execute CC Idaho Board of Trustees policies may be delegated by the Board of Trustees to the CEO.

Section 2. Hiring of the CC Idaho CEO.

The CEO shall be hired by the Board of Trustees and shall serve at the pleasure of the Board of Trustees, with approval of other internal governing bodies as required by federal regulations or performance standards.

Section 3. Oversight and Compensation of the CC Idaho CEO

- [a] The Board of Trustees shall oversee the performance of the CEO.
- [b] The CEO will report to the President of the Board of Trustees.
- [c] The Board of Trustees shall at least annually review the CEO's performance and compensation, comparing compensation of the CEO to CEOs of similarly focused, and sized, non-profits in the state of Idaho.
- [d] The CEO will not be present at any meetings of the Executive Committee or Board of Trustees when performance and/or compensation is being reviewed.

Section 4. Authority of the CC Idaho CEO.

The CEO shall:

1. Serve as the chief administrative officer of CC Idaho;
2. Be an ex-officio, nonvoting member of the Board of Trustees and all its committees;
3. Serve as primary spokesperson for CC Idaho;
4. Direct, coordinate, structure, and administer all approved programs, projects, and activities of CC Idaho;
5. Coordinate CC Idaho activities with all pertinent state, federal and local agencies, governments, communities and organizations;
6. Hire, oversee, and, as necessary, terminate CC Idaho employees, consistent with CC Idaho strategic plan, and personnel policies and procedures adopted by the Board of Trustees.
7. Recommend changes to the Board of Trustees of policies and procedures.

**ARTICLE X
RECORDS OF CC IDAHO**

Section 1. List and Location of Records.

There shall be maintained at the principal office of CC Idaho:

1. All financial books and records of accounts;
2. All minutes of the Board of Trustees meetings and all corporate resolutions;
3. All minutes of the meetings of the Executive Committee of the Board;
4. All motions and actions of the meetings of all committees of the Board of Trustees; and
5. Copies of all material corporate records, books, documents and contracts.

Section 2. Inspection of CC Idaho Records.

All such records, books, minutes, lists, documents, and contracts shall be made available for inspection, at any reasonable time during usual business hours, to any Trustee or duly authorized representative thereof, provided:

1. A specific written request for inspection has been submitted to the Board of Trustees, and

2. The Secretary has approved in writing said request for inspection.

Section 3. Custody of CC Idaho Records by Trustee Who is resigning or whose term Is expiring.

Any Trustee, Board Committee member, or officer of the Board of Trustees completing his/her term, or resigning, shall turn over to his/her successor, or to the President, such CC Idaho monies, books, records, minutes, lists, documents, contracts, or other property of CC Idaho as have been in his/her custody.

Section 4. Record Retention.

- [a] Records will be maintained in accordance with the RecordKeeping Policy adopted by the Board of Trustees on April 22, 2023.
- [b] The Secretary will be responsible for overseeing compliance with the Record Retention Policy.

**ARTICLE XI
CONFLICTS OF INTEREST POLICY
AND WHISTLEBLOWER PROTECTION POLICY**

Section 1. Conflicts of Interest Related to Trustees, CEO, and Staff.

- [a] CC Idaho shall maintain a Conflicts of Interest Policy as adopted by the Board of Trustees.
- [b] A conflict of interest transaction is a transaction with CC Idaho in which a Trustee, the CEO, or staff, have a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Trustee, CEO, or staff if the transaction was fair at the time it was entered into or is approved as provided in subsection [c] of this Section 2.
- [c] A Trustee, CEO, or staff have an indirect interest in a transaction if:
 1. Another entity in which the Trustee, CEO, or staff have a material interest or in which the Trustee, CEO, or a staff member is a general partner is a party to the transaction; or,
 2. Another entity of which the Trustee, CEO, or staff member is a director, officer or trustee is a party to the transaction.
- [d] A transaction in which a Trustee, the CEO, or staff, have a direct or indirect conflict of interest may be approved, authorized, or ratified by majority of the members of board of Trustees who do not have any direct or indirect interest in the transaction.
- [e] No loans shall be made by CC Idaho to any Trustee, the CEO, or any staff member.

Section 2. Whistleblower Protection Policy.

CC Idaho shall maintain a Whistleblowing Policy that was adopted by the Board of Trustees on April 22, 2023, and that:

- [a] Encourages and enables members of the CCI family and the general public to come forward with credible information regarding illegal practices or violations of adopted policies of the organization, specifies that the organization will protect the individual from retaliation, and identifies those staff, board members, or outside parties to whom such information can be reported.
- [b] Provides methods to keep reported information confidential to protect a Whistleblower.
- [c] Provides that retaliatory action against the person reporting shall be considered a violation of the policy and these Bylaws.

**ARTICLE XII
INDEMNIFICATION AND INSURANCE OF
TRUSTEES, OFFICERS, EMPLOYEES AND AGENTS OF CC IDAHO**

Section 1. Parties indemnified and Scope of Indemnification.

- [a] CC Idaho shall have the power, subject to the majority vote of the Board of Trustees, to indemnify any current or past Trustee, Officer, Employee, and Agent of CC Idaho, against expenses actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, in which they reasonably believed to be in (or not opposed to) the best interests of the Corporation; and only if their conduct was lawful;
- [b] Indemnification shall not be made by CC Idaho to a current or former Trustee, Officer, employee, or agent, in relation to matters as to which they are adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of their duties to the Corporation.
- [c] It is intended that this indemnification provision be applied consistent with Idaho code Section 30-30-626.

Section 2. Insurance.

The Board of Trustees shall have the authority to:

- [a] Purchase and maintain insurance on behalf of any person who is, or was, a director, officer, employee or agent of CC Idaho, or is, or was, serving at the request of CC Idaho as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or

her, and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not CC Idaho would have the power to indemnify him or her against such liability under the provisions of this section; and

- [b] Give other indemnification to the extent permitted by law and approved by the majority vote of the Board of Trustees.

ARTICLE XIII AMENDMENT OF THE CC IDAHO BY-LAWS

- Section 1. Except as otherwise provided herein, these By-laws may be altered or amended by a two-thirds (2/3) affirmative vote of the Trustees present at a regular or special meeting of the Board held in accordance with Article IV, Section 15 through 18 of these By-Laws.
- Section 2. Notice of Board of Trustees meetings in which By-Laws amendments shall be considered shall set forth in detail the proposed By-Law revisions with explanation thereof.
- Section 3. Notice of Board of Trustees meetings in which By-Laws amendments shall be considered shall be made in accordance with Article IV, Section 15.

ARTICLE XIV FINANCIAL MANAGEMENT

Section 1. Fiscal Year.

The fiscal year of CC Idaho shall begin on July 1 of each year and shall end on June 30.

Section 2. Oversight of Financial Management Practices.

- [a] The Board of Trustees will develop, adopt, and periodically update the organization's policies for financial management practices, including a system of accountability for corporate resources and long-range financial planning.
- [b] The Board of Trustees will prepare and approve the annual project budget, priorities and eligibility for services (including criteria for partial payment schedules).
- [c] The Board of Trustees will approve the annual project plan submitted as part of the organization's health center grant application
- [d] The Board of Trustees shall monitor financial results as compared to the financial plan.

- [e] The Board of Trustees will select an independent auditor and officially adopt the annual audit report.

**ARTICLE XV
CONSTRUCTION OF CC IDAHO BY-LAWS**

Section 1. Construction of CC Idaho By-laws.

If any portion of these By-Laws shall be invalid or inoperative so far as it is reasonable and possible:

1. The remainder of these By-Laws shall be considered valid and operative, and
2. Effect shall be given to the intent manifested by the portions held invalid or inoperative.

Section 2. Relation to the CC Idaho Articles of Incorporation.

These By-Laws are subject to, and governed by the CC Idaho Articles of Incorporation, as may be amended or restated from time to time.

**ARTICLE XVI
RULES OF ORDER**

Procedures not otherwise covered by these By-Laws shall be in accordance with Robert's Rules of Order, revised.

**ARTICLE XVII
THE DISSOLUTION OF CC IDAHO**

Section 1. The Dissolution of Community Council of Idaho.

- [a] Dissolution of the corporation requires the affirmative vote of two thirds (2/3) of the Board of Trustees, provided that notice of the meeting of the Board of Trustees at which such a vote is taken must be given in the manner required by law, the CC Idaho Articles of Incorporation, and these By-laws.
- [b] In the event of dissolution of CC Idaho, for any reason whatsoever, the plan for dissolution of CC Idaho shall include the following:
 1. All liabilities and obligations of CC Idaho shall be paid, satisfied, and discharged in full; in case CC Idaho property and assets are not sufficient to pay, satisfy or discharge all of the liabilities and

obligations, CC Idaho shall allocate them to achieve a just and equitable payment of such liabilities and obligations.

2. Any assets held by CC Idaho upon condition requiring return, transfer, or, conveyance which condition occurs by reason of dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
3. Any and all other assets of CC Idaho upon its dissolution which shall remain on hand after final audit of the financial records and accounting books shall revert to a similarly based private, charitable corporation chosen by the Board of Trustees.
4. Notwithstanding anything to the contrary in these By-laws, dissolution must fully conform to provisions and procedures required by state and federal law.

**ARTICLE XVIII
ADOPTION OF CC IDAHO AMENDED AND RESTATED BY-LAWS**

Section 1. Adoption of by-Laws.

The adoption of these Amended and Restated By-laws supersedes and declares null and void all former By-laws.

Section 2. Validity of By-Laws Does Invalidate Any Previous Actions of CC Idaho.

The adoption of these Amended and Restated By-laws does not affect, directly or indirectly, the validity of any prior act of CC Idaho.

Section 3. These By-Laws Are the Official By-Laws of CC Idaho.

These By-laws shall be the official By-laws of the Community Council of Idaho Inc. formerly the Idaho Migrant Council, Inc.

ADOPTED ON (DATE): April 22, 2023

Community Council of Idaho, Inc.,

Board of Trustees

By: 

Board President

By: 

Board Secretary