Mission

The mission of CEO is to ameliorate the causes and effects of poverty and promote self-sufficiency among low-income and vulnerable populations in Luzerne County.
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ARTICLE I. PURPOSE

The Commission on Economic Opportunity hereinafter referred to as "the Commission", shall support a range of services and activities to ameliorate the causes and effects of poverty.

ARTICLE II. GOVERNING BOARD

Section 1. Membership

The management of the affairs of the Commission shall be vested in the Governing Board, hereinafter referred to as "the Board", made up of 15 members, which shall reflect in its membership, to the extent possible, the interests and geographical considerations of the residents within the County.

Section 2. Board Composition

The board composition will be as follows:

a. One-third of the members of the board shall be elected public officials, appointed public officials, or their designated representative.

b. One-third of the members of the board shall represent the poor in Luzerne County. These members need not be poor, themselves, but shall represent a constituency or service group which is predominantly poor.

c. The remaining one-third of board membership is to be made up of selected individuals representing the social service, private educational, religious, business, labor and other major private groups of the community who have cause to be involved in the poverty program.

Section 3. Selection of Board Members

a. Public. One-third of the members of the board shall be selected public representatives selected by officials or local governments. The officials may select appointed public officials to represent them as a board member. In either case, board members selected must have broad governmental involvement dealing with the scope and intent of poverty related issues promulgated by the Commission.

b. Poor. At least one-third shall be persons chosen in accordance with selection procedures adequate to assure that they are representative of a recognized low-income constituency.

c. Private. The Nominating Committee will solicit nominees for board membership from private, religious, health, labor, welfare, business, associate agency, educational, and community based organizations. The committee shall then arrange and submit to the board their recommendations on membership, with consideration given to the nature and type of organization, its relative size in terms of constituency and with respect to its impact on the Commission's activities. The Governing Board will then
move on these recommendations. Should there be more private organizations willing
to serve than there are positions available, the Nominating Committee shall maintain
an active file of interested applicants for the subsequent selections.

d. Board members may be allowed to serve without restriction on length or term of
office. However, public officials or representatives may serve at the request of the
designating official and successors thereof.

e. No person will sit on the board who is an employee of the Commission, or who is
an officer or employee of an organization contracting to perform a service for the
Commission.

Section 4. Removal

When a board member misses three (3) consecutive Board meetings or fails to
attend 60% of the Board meetings in any given year, a request may be made to the group
concerned that the representative be replaced. If no action is taken on such request the seat of this
representative may be transferred to another group providing the composition of the Board is
maintained as outlined in Section 2 above. All facts connected with transfers under this section
shall be preserved in the Commission's files for a minimum of two years. However, public
officials, or their representatives, may be removed from the board only by the designating
official.

Section 5. Vacancies

When a position for the public or private sector representation becomes vacant,
the board shall ask the designating official or organization respectively, to fill the vacancy for the
duration of the present term. When a seat of a representative of the poor becomes vacant, the
remaining representatives of the poor will select a person to fill out the term. Every effort will be
made to ensure that the replacement reflects the orientation and needs of the constituency which
ominated the original board member being replaced.

Section 6. Powers and Duties

The board shall have the following powers and duties:

a. To develop and adopt such policies as are necessary to accomplish its purposes
and conduct its business.

b. To receive, expend and account for all grants made to the Commission under any
provisions of applicable law.

c. To obtain the local contribution needed to support the Commission's operations.

d. To hire and discharge the Executive Director of the Commission and set rates of
staff compensation.

e. To appoint committees and define their responsibilities.

ARTICLE III. OFFICERS
Section 1. Position Description

The Officers of the Board shall consist of a President, two Vice-Presidents, a Secretary and a Treasurer and such additional officers as the Board deems desirable and necessary.

Section 2. Duties

The Officers shall perform such duties as normally are prescribed for the offices and such additional duties as the Board may specify.

Section 3. Term of Office

Officers shall be elected for terms of two years.

ARTICLE IV. COMMITTEES

Section 1. Executive Committee

There shall be an Executive Committee consisting of the President and other Board officers. The Executive Committee shall be responsible for and have the authority to act for the Board in emergencies where action cannot be postponed to the next meeting of the Board; or where time does not permit the calling of a special meeting; to prepare recommendations for consideration of the Board; to recommend the appointment of chairman and members of other committees; and to carry out such other responsibilities as the Board may assign from time to time. The President of the Board shall serve as the chair of the Executive Committee. The Executive Committee shall report all actions taken at the next meeting of the Board, and any action taken by the Executive Committee which would normally be the business of the Board shall be either ratified or rescinded by vote of the Board. With the exception of the appointment or termination of the Executive Director, the Executive Committee may declare a personnel matter to be of such urgency as to require immediate and final disposition. In such cases the Executive Committee may act with finality except that any two members, may by submission of a written minority report, bring the matter before the Governing Board for final determination.

Section 2. Personnel Committee

Annually, the President with approval of the Board shall appoint a Personnel Committee, consisting of at least three members. Among the responsibilities of the Personnel Committee shall be: review of personnel policies; developing and recommending salary ranges for the various positions within the Commission, and advising the Executive Director upon request. The Committee shall report its recommendations to the Board for final decision.

Section 3. Nominating Committee

The President, with approval of the Board, will appoint a Nominating Committee, annually, to monitor board composition, entertain and process potential Board nominees. This designation will occur prior to the annual meeting.

Section 4. Audit Committee
The President, with approval of the Board, will appoint an Audit Committee. The Committee shall consist of no fewer than three members of the Board and the Treasurer will serve as the chair of the Audit Committee. The Committee shall be responsible for the review, presentation and managing the annual audit process.

Section 5. Other Committees

The Board may authorize the creation of such other committees as it deems necessary to accomplish its purpose and prescribe the duties of such committees.

Section 7. Ex-Officio Role

The President can be an ex-officio member of all committees with full voting rights. His vote shall not be considered in determining a quorum.

ARTICLE V. MEETINGS

Section 1. Scheduling

The Board shall meet at least ten times per year, except during July and August. Should the President ascertain that there is no business to come before the Board, he or she may, upon obtaining the concurrence of the Executive Committee or a majority, waive any regular monthly meetings. Other meetings may be called at the discretion of the President or at the written request of six (6) or more members of the Board setting forth the reason for the meeting.

Section 2. Annual Meeting

The Annual Meeting, for the purpose of electing members and Officers of the Board, shall be held at the regular June meeting and such members and such officers shall take office immediately.

Section 3. Notification

Notice of Board meetings and the agenda, shall be sent in writing at least one week in advance of regular meetings and five (5) days in advance of special meetings.

Section 4. Quorum

A quorum for a meeting of the Board or any committee shall be fifty percent of the non-vacant seats.

Section 5. Minutes

Written minutes will be made a matter of record for each board meeting convened. A copy of the previous board meeting's minutes will be distributed to all board members prior to the succeeding meeting. A formal record of all notes will be recorded in the minutes, to include a record of votes on all motions.
Section 6. Committee Meetings

The Executive Committee and other Committees shall meet on call of their respective Chair to conduct the routine and ordinary business between Board meetings, and not the substantial business of the agency. The quorum shall be fifty percent of the non-vacant seats.

Section 7. Proxy Voting

Voting by proxy is not permitted at meetings of the Board or of its committees.

ARTICLE VI. STAFF

Section 1. Board Responsibilities

An Executive Director may be employed or discharged by affirmative vote of at least fifty-one percent of the authorized seats on the Board.

Section 2. Executive Director's Responsibilities

The Executive Director shall employ and discharge all employees of the Commission.

Section 3. Personnel Policies and Procedures

Staff of the Commission shall be subject to personnel policies and procedures which shall be approved by the Board and reviewed annually.

ARTICLE VII. FINANCES

Section 1. Receipt/Payment Procedures

a. Funds received by the Commission from various State and Federal entities will be deposited in its name according to the terms and conditions of each specific contractual obligation. Non-discretionary funds will be placed in legal, financial instruments so as to ensure prudent and rational growth on investment.

b. All obligations of the Commission shall be paid by check bearing two signatures, one being that of either the Executive Director, or other authorized staff, and the other being that of one of the five officers of the CEO Board.

Section 2. Books of Account

The Commission shall maintain separate accounting of its funds. The bookkeeping system shall be set up, supervised and audited annually by a Certified Public Accountant.

Section 3. Surety Bonding

The Commission may require the bonding of such officers and employees with such surety as the Commission and its major funding sources may determine necessary, the
expense of such bonding to be paid by the Commission.

Section 4. Audits

The Commission shall annually have an audit made of all programs for which it is responsible, except for those programs which are exempted from such audit by their funding source.

Section 5. Fiscal Year

The fiscal year of the Commission shall run from July 1 to June 30, unless otherwise changed.

ARTICLE VIII. AMENDMENTS

Section 1. Procedures

The by-laws of the Commission may be amended by a majority vote of the Board members present at any regular meeting, provided a written copy of the proposed amendments has been sent to all members with the notice of the meeting.

ARTICLE IX. NON-PROFIT NATURE

Section 1. Restrictions on Benefits

No officer, individual member or employee of the Commission or any other individual, shall now or hereafter receive or be entitled to any part of the net earnings or the property of the corporation, or to any portion of any funds contributed to it, except reasonable compensation for services rendered in effecting its purpose.

Section 2. Dissolution

Upon the dissolution of the Commission for any cause, the funds and property then in the possession of this corporation shall be turned over to such successor corporation as the Board of Directors shall determine. In no event shall any property of this corporation inure to the benefit of any individual member or to the benefit of any organization which does not qualify as an exempt organization under the provisions of the Internal Revenue Code as the same may be from time to time, amended.

ARTICLE X. PERSONAL LIABILITY OF DIRECTORS

Section 1. Limitation of Liability

To the fullest extent that the law of the Commonwealth of Pennsylvania as it exists on January 27, 1987, or as it may thereafter be amended, permits the elimination or limitation of the liability of directors of nonprofit corporations (hereinafter in this Article referred to as "Trustees"), no Director of the Corporation shall be personally liable for monetary
damages as such for any action taken, or any failure to take any action, as a Director. No amendment or repeal of this Section 1. shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation except with respect to acts taken, or not taken, by a Director subsequent to the amendment or repeal of this Section 1.

Section 2. Indemnification of Directors

Except as expressly prohibited by applicable law, the Corporation shall indemnify every Director and officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise, against expenses (including attorneys' fees), judgments, fines, damages, punitive damages, penalties, excise taxes assessed with respect to employee benefit plans and amounts paid in settlement in connection with such action, suit, appeal or other proceedings. Persons who are not Directors or officers of the Corporation may, at the discretion of the Board of Directors and in circumstances in which any such person is a party to a proceeding referred to in this Section 2., be indemnified by the Corporation to the same extent the Corporation would be required by this Section 2. to indemnify such persons if they were or had been trustees or officers of the Corporation.

Section 3. Expense Recognition by Corporation

Expenses incurred in defending a proceeding referred to in Section 2. of this Article shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of a Director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as required in this Article or as authorized by law and may be paid by the Corporation in advance on behalf of any other person when authorized by the Board of Directors upon receipt of a similar undertaking. Such expenses shall be advanced by the Corporation within 30 days after the Corporation's receipt from time to time of a statement or statements from the Director, officer or other person requesting such advance or advances, setting forth in the detail reasonably requested by the Corporation an itemization of the expenses for which payment is sought.

Section 4. Protection Against Indemnification Obligations

The Corporation may effect, satisfy or secure the indemnification obligations provided in this Article or otherwise by securing and maintaining insurance, obtaining a letter of credit, acting as self-insurer, creating a reserve, trust, escrow, cash collateral or other fund or account, entering into indemnification agreements, pledging or granting a security interest in any assets or properties of the Corporation, or using any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all officers and Directors and all other persons and shall not be subject to void.

Section 5. Exclusivity of Indemnification
The right of indemnification provided in this Article shall not be deemed exclusive of any rights, whether now existing or hereafter created, to which those seeking indemnification may be entitled under any agreement, by-law or provision of the Corporation's Articles of Incorporation, vote of Members or Directors or otherwise; shall be deemed to create contractual rights in favor of persons entitled to indemnification under this Article; shall continue as to persons who have ceased to have the status pursuant to which they were entitled or were denominated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of persons entitled to indemnification under this Article; and, shall be applicable to actions, suits or proceedings commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The right of indemnification provided for in this Article may not be amended, modified or repealed so as to limit in any way the indemnification provided for in this Article with respect to any acts or omissions occurring prior to the effective date of any such amendment, modification or repeal.

Section 6. Applicability of Article

If any provision or provisions of this Article shall be held to be invalid, illegal or unenforceable for any reason whatsoever, the validity, legality and enforceability of the remaining provisions of this Article (including, without limitation, all portions of any Section of this Article containing any such provisions held to be invalid, illegal or unenforceable, that are not themselves invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and, to the fullest extent possible, the provisions of this Article (including, without limitation, all portions of any Section of this Article containing any such provision held to be invalid, illegal or unenforceable, that are not themselves invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.