



## **BYLAWS**

**Of**

**Crossroads Diversified Services, Inc.**  
As Amended June 29, 2017

### **ARTICLE I NAME AND PRINCIPAL OFFICE**

#### **Section 1.**

The name of the organization shall be Crossroads Diversified Services, Incorporated.

#### **Section 2.**

The principal office for the transaction of business of the Corporation is hereby fixed and located at, 9300 Tech Center Drive, Suite 100, County of Sacramento, and State of California. The Board of Directors may at any time or from time-to-time change the location of the principal office from one location to another in said County.

### **ARTICLE II PURPOSE**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It elects to be organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The specific purposes of this corporation shall be to: (a) design, develop, operate and manage programs and services which provide persons with disabilities, displaced workers and the socially and economically disadvantaged with opportunities to attain their employment, educational, social and personal goals; (b) engage in activities as a means to provide employment opportunities to persons with disabilities, displaced workers and the socially and economically disadvantaged, and otherwise enable the corporation to carry out the purposes described in (a); and (c) carry on other charitable activities associated with these purposes, as permitted by law.

The general purposes of this corporation shall be to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property, and to engage in any lawful activity necessary, incidental, or conducive to the attainment of the purposes described above, or which may be carried on or done in connection therewith.

### **ARTICLE III MEMBERSHIP**

The members of the Corporation shall consist solely of duly elected members of the Board of Directors.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1. Powers**

Subject to the limitation of the Articles of Incorporation, of the Bylaws and of the laws of the State of California, all corporate powers shall be exercised by or under authority of, and the business affairs of this Corporation shall be controlled by a Board of Directors.

### **Section 2. Number**

The number of directors shall be not less than five (5) and not more than fifteen (15).

### **Section 3. Composition**

The Board of Directors shall be composed, except in the case of the President/CEO, of independent, directors committed to furthering the purposes of this Corporation. An independent director is someone whose only nontrivial professional, familial, or financial connection to the corporation, its President/CEO, or any other employee of the Corporation is his or her directorship. The Board shall include at least two members who are persons with disabilities or the parents, guardians, conservators, or acting in that capacity, of persons with disabilities. A person with a disability who is a member of the Board shall not be a current recipient of Crossroads' services.

### **Section 4. Selection of Directors**

- a. The Governance/Nominating Committee shall present a list of nominees for each Directorship to the Board of Directors at least five (5) days before the Annual or Regular Meeting. Consent will be obtained from the nominees before placing their names on the ballot.
- b. The Chairperson shall accept nominations for directors of the Corporation from the floor at the Annual and Regular Meeting.
- c. All Board members shall be encouraged to submit names of nominees upon receiving consent of the nominees
- d. All additions to the list of nominees shall have a place on the ballot.
- e. Directors shall be elected by the Board of Directors at the Annual or Regular Meeting.

### **Section 5. Duties of Directors**

It shall be the duty of the Board of Directors to direct and monitor the affairs of the Corporation in furtherance of its purpose, recruit, nominate and approve new Directors, and represent the interests of the organization's stakeholders. Each director also assumes the following duties and obligations to the Corporation:

- a. to act honestly in the best interests of Crossroads;
- b. to use care and diligence in performing the functions of a Director of Crossroads;
- c. to have skills relevant to the office of Director of Crossroads and use them in pursuance of Crossroads' objectives;
- d. to use the office of Director only for proper purposes;
- e. not to make improper use of information gained in the position of Director;
- f. to avoid conflict of interest;
- g. to use independent judgment;

- h. to ensure that confidential information is kept confidential to Crossroads;
- i. not to engage in conduct to bring Crossroads into disrepute;
- j. to attend and participate in Board meetings;
- k. to make reasonable enquires to ensure Crossroads is operating efficiently, effectively and legally;
- l. to undertake diligent analysis of all proposals placed before the Board;
- m. to participate in at least one standing committee of the Board.

Failure to carry out these duties may be cause for removal from the Board.

### **Section 6. Terms**

- a. Directors' terms shall be for three (3) years from the Annual Meeting.
- b. The term of any Director shall expire at the Annual meeting of the last year of the Director's term.
- c. If a Director was nominated and selected for directorship at a Regular meeting, the term will expire three (3) years from the most recent Fiscal Year's Annual meeting.
- d. Directors' terms shall be staggered to maintain consistent tenured representation.
- e. Leaves of absence may be granted to a Director by the Chair for a period not to exceed one year.

### **Section 7. Vacated Terms**

- a. Every effort will be made to fill vacated terms in directorships within sixty (60) days of the next regular Board meeting following announcement of vacancy.
- b. A Director appointed to fill a vacated term shall serve for the un-expired term of the predecessor in office.
- c. A vacated term shall be deemed to exist in the case of death, resignation or removal of any director.
- d. Vacated terms shall be filled by a majority vote of the Board.

### **Section 8. Removal of Directors**

A Director may be removed for cause by a vote of two-thirds (2/3) of the Board of Directors at a meeting duly called and noticed for that purpose as provided by these Bylaws provided, however, that the notice of meeting must specify the name of the Director whose removal will be sought and must specify the grounds on which the removal will be based. Discussion on the motion shall take place in Executive Session unless the Director affected requests an open meeting.

### **Section 9. Place of Meeting**

Meetings of the Board of Directors shall be held at any place designated from time to time by consent of the Board. In the absence of such designation, meetings shall be held at the principal office of the Corporation.

### **Section 10. Annual Meeting**

The Directors shall hold an Annual Meeting in June of each year to elect Directors and Officers to the Board and to organize itself to conduct business for the ensuing year. Duly elected Directors

and Officers shall begin their terms in July. The outgoing Chairperson shall preside until the Annual Meeting has been formally adjourned.

### **Section 11. Other Regular Meetings; Notices**

- a. Regular meetings of the Board of Directors may be held at some time or times as designated by the Board of Directors.
- b. The Secretary of the Corporation, or other person designated by the Chairperson, shall deliver written or printed notice of the time and place of regular meetings of the Board and an agenda therefore to each Director personally by United States mail, facsimile, electronic (Email) or express mail at least five (5) days prior to the date of the meeting. Notices shall be deemed to be delivered on their deposit in the United States mail or express mail company, or on the date electronically stamped for facsimile or electronic (Email) mail. Such notices shall be addressed as set forth in Section 12.

### **Section 12. Special Meetings**

- a. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson or, if the Chairperson is absent or unable or refuses to act, by the Vice-Chairperson or one-third (1/3) of the Directors.
- b. At least twenty-four (24) hours written notice of the time, place, and purpose of special meetings shall be delivered personally to the Directors, or sent so as to be delivered twenty-four (24) hours before the meeting to each Director at the address as it is shown upon the records of the Corporation, or if it is not so shown on the records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Such delivery as provided for in Section 11.b. above shall constitute personal notice to such Director.

### **Section 13. Waiver of Notice**

The transactions at any Directors' meeting at which a quorum is present, however called or noticed, are valid as if taken at a meeting regularly called and noticed and if all Directors agree to a waiver of notice of such meeting, whether prior to or after the holding of such meeting, which waiver shall be filed with the Minutes of the Board.

### **Section 14. Conduct of Meetings**

- a. Except as otherwise expressly provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors at such meeting may adjourn to a time certain or until the time fixed for the next regular meeting of the Board.
- b. All meetings of Directors shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with law.
- c. Meetings of Directors shall be presided over by the Chairperson of the Corporation, or in the Chairperson's absence, by the Vice-Chairperson or in the absence of both, by a Chairperson chosen by majority of the Directors present. The Secretary of the Corporation

shall act as Secretary of the Board of Directors. In case the Secretary is absent from any meeting of the Directors, the presiding officer may appoint any Director to act as Secretary for that meeting.

### **Section 15. Quorum and Voting**

- a. A quorum shall consist of one more than one-half of the Directors, not counting ex-officio Directors.
- b. There shall be one vote per Director.
- c. Voting by written proxy shall be permitted. A proxy vote must be received in the administrative office prior to the call to order of a Board or committee meeting.
- d. Every act or decision done or made by a majority of the Directors present at the meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this Corporation or these Bylaws require a greater number.
- e. Role Call Votes: Upon request of a Director, prior to the vote, a roll call vote shall be taken and recorded.
- f. Presiding Officer: The presiding officer shall cast a vote in all matters voted upon by the Board of Directors.
- g. In the election of Officers when there is more than one candidate for the same position, the method of voting shall be by secret ballot.

### **Section 16. Action Without a Meeting**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Director. Any certificate or other documents filed under any provisions of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and Bylaws of this Corporation authorize the Directors to so act, and such a statement shall be prima facie evidence of such authority.

### **Section 17. Conflict of Interest**

No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that directors financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Annually, each Director shall certify, in writing, whether he/she has, or suspects he/she has, a material financial interest, either directly or indirectly, in any contract or transaction of this Corporation.

### **Section 18. Code of Conduct**

Directors and Officers of the Corporation shall provide effective and ethical governance on behalf of its stakeholders to ensure the Corporation focuses on its mission and outcomes, resulting in the Corporation's stability and long-term success. To this end, Directors and Officers:

- a. Acknowledge the Corporation's *Corporate Ethics Policy*,
- b. Commit to observing a high standard of ethics and conduct,
- c. Maintain and promote professional standards of the Corporation during external interactions with, including but not limited to, advisors, regulators, press, and stakeholders.
- d. Will devote their best efforts to the interests of the Corporation and its stakeholders.
- e. Will perform their duties as an Officer and Director in such a manner that stakeholder confidence and trust in the integrity, objectivity and impartiality of Crossroads Diversified Services, Inc., are conserved and enhanced.
- f. To signify acceptance of, and commitment to this Policy, each Officer and Director will, annually, sign the *Corporate Ethics Policy*, and such signature will be filed with the Corporation's Book of Minutes.

The Governance Committee of the Board of Directors shall have responsibility to ensure adherence to this Policy.

### **Section 19. Attendance at Board Meetings**

- a. A record of Director attendance at all meetings shall be established and maintained.
- b. Failure to attend seventy-five percent (75%) of regularly scheduled Board of Directors' meetings may constitute cause for removal from the Board.
- c. An excused absence from a regular Board of Directors meeting shall be a written or telephone excuse delivered to the Administrative office of the Corporation prior to the meeting specifying the reason for such absence.
- d. No action of the Board of Directors, otherwise valid, shall be invalid due to a failure to comply with this Section.
- e. The Board may waive any provisions of this section at its discretion.

### **Section 20. Non-Liability of Directors**

Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation and the Corporation shall defend, indemnify and hold them harmless from any claim or cause of action to the extent permitted by law.

## **Section 21. Delegation of Duties**

The Board of Directors shall have the power to delegate to the President/CEO, or other employees or agents of the Corporation as from time to time deemed desirable, any duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws, except the duty of adopting, amending, or repealing these Bylaws.

## **Section 22. Ex-Officio Members of the Board**

- a. The Corporation's President/CEO shall be an ex-officio member of the Board of Directors without the right to vote upon matters before the Board.
- b. Other ex-officio members of the Board of Directors may be appointed from time to time by the Board for a specified term. Such members shall generally be accorded all privileges of Board or Directors membership including the right to vote, but may, at the discretion of the Board of Directors, be denied the right to vote and be excluded from any Executive sessions.

## **ARTICLE V OFFICERS**

### **Section 1. Number and Titles**

- a. The Officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Treasurer, a Secretary and a President/CEO
- b. Each Officer may hold only one office.

### **Section 2. Qualifications**

Only members of the Board of Directors are qualified to be an Officer of the Corporation.

### **Section 3. Nominations**

- a. Nominations for Officers of the Corporation shall be accepted by the Chairperson at the Annual Meeting.
- b. All Board members shall be encouraged to submit to the Governance/Nominating Committee names of nominees upon receiving consent of the nominees.
- c. All additions to the list of nominees shall have a place on the ballot.

### **Section 4. Election, Terms of Office**

- a. All Officers of the Corporation, other than the President/CEO and those appointed pursuant to Section 7 of this Article, shall be elected by the Directors at the Annual Meeting.
- b. A term as Officer, other than the President/CEO, is defined as two (2) years.
- c. Each Officer, other than the President/CEO, shall hold office for one term (two (2) years), and if re-elected by a majority of the Board, may serve one (1) additional term (four (4) years total).
- d. All ballots shall be publicly counted and results for each candidate publicized.
- e. The candidate chosen shall be the person receiving the majority of votes in the secret ballot.
- f. Re-voting in the case of a tie shall also be done by secret ballot.

- g. If there is not an absolute majority, there will be re-voting of the top two candidates for an office.

### **Section 5. Subordinate Officers**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers or agents shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### **Section 6. Removal and Resignation**

- a. Any Officer may be removed, with cause, by two-thirds (2/3) of the Directors at the time in office, at any regular or special meetings of the board, and such Officer shall be removed should the Officer cease to be qualified for the office as herein required.
- b. Any Officer may resign at any time by giving written notice to the Board of Directors, or the Chairperson or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein, if agreeable to a majority of the Board and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 7. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors for the unexpired portion of the term within sixty (60) days of the vacancy, if possible. Such unexpired portion shall not be considered as part of the term specified in Section IV. In the event of a vacancy in any office other than that of the Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy. Vacancies occurring in an office or office appointed at the discretion of the Board pursuant to Section 5 above may or may not be filled, as the Board shall determine.

### **Section 8. Chairperson**

- a. The Chairperson shall perform all duties incident to the office that are not the responsibility of the President/CEO, and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- b. The Chairperson may at any time formally delegate duties outlined in these bylaws to alternate representatives of the Corporation, including staff, committees or alternate directors, as appropriate and reasonably feasible.
- c. The Chairperson shall preside at all meetings of the Board of Directors and the Executive Committee.
- d. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the Chairperson may, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments of the Corporation which may from time to time be authorized by the Board of Directors.
- e. The Chairperson shall appoint all Committee Chairs and recommend committee assignments of Directors.
- f. The Chairperson shall also be an ex-officio member of all standing Committees of the Corporation, not including the Executive Committee.

- g. The Chairperson shall, when feasible, be required to have a parliamentarian available at all meetings. The parliamentarian may be a member of the Board, an employee of the Corporation, or any qualified individual from the community.
- h. The Chairperson shall serve as Chair of the Executive Committee.
- i. Annually, the Chairperson working with the Executive Committee shall institute and coordinate the annual performance evaluation of the President/CEO.
- j. The Chairperson shall assist the President/CEO to prepare agendas for Board meetings.

### **Section 9. Vice-Chairperson**

- a. In the absence of the Chairperson, or in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson shall perform all the duties of the Chairperson and, when so acting, shall have all the powers of, and be subject to all the restrictions, on the Chairperson.
- b. The Vice-Chairperson shall have such other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.
- c. Unless determined otherwise by a refusal of the currently sitting Vice-Chair or by a vote of the Board, the Vice-Chair will be nominated for the position of Chair.

### **Section 10. Secretary**

- a. Certifies and keeps at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- b. Keeps or certifies that designated staff keeps at the principal office of the Corporation or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, notice thereof given, the name of those present at the meetings and the proceedings thereof.
- c. Sees that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. Be custodian of or certifies that designated staff holds the records and of the seal of the Corporation and sees that the seal is affixed to all duly executed documents as required or deemed desirable, the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws.
- e. Exhibit at all reasonable times to any Director of the Corporation, or Director's attorney on request thereof, the Bylaws and the minutes of the proceedings of the Directors of the Corporation.
- f. In general, performs all duties incident to the Office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to the Secretary from time to time by the Board of Directors.
- g. The Secretary will review minutes prepared by the recorder and sign the minutes.
- h. The Secretary or designated staff will maintain a record of attendance of all Board members at all regular and special meetings of the Board.

### **Section 11. Treasurer**

- a. Serves as Chair of the Finance Committee
- b. Monitors financial planning and reporting.

- c. Has extensive familiarity with the Corporation's financial internal controls.
- d. Provides to the Board a periodic analysis of the financial results of the Corporation.
- e. Reviews quarterly all non-recurring expenditures at or above fifteen thousand dollars (\$15,000.00).
- f. Facilitates development and Board review of financial policies and procedures.
- g. Reviews quarterly the expenses of, and reimbursements to, the President/CEO.

## **Section 12. President/ CEO**

The Board of Directors shall employ a President/Chief Executive Officer (who shall be known as the President/CEO) whose duties shall be to supervise and administer the affairs of the Corporation. The President/CEO implements the strategic goals of the Corporation and provides direction and leadership toward achievement of the Corporation's philosophy, mission, strategy and its annual goals and objectives. The President/CEO shall be responsible for hiring and terminating all other employees of the Corporation and shall be responsible for carrying out all policies as set forth by the Board. The President/CEO shall report to, and be responsible directly to, the Board of Directors. The President/CEO will attend all board meetings, report on the progress of the organization and answer questions of the Board members. The President/CEO serves at the pleasure and discretion of the Board, and will be evaluated annually by the Board of Directors

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President/CEO shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments of the Corporation which may from time to time be authorized by the Board of Directors.

The Corporation's President/CEO shall be an ex-officio member of the Board of Directors without the right to vote upon matters before the Board of Directors, Committees and Task Forces.

## **ARTICLE VI COMMITTEES, AD HOC, ADVISORY AND WORKING GROUPS**

### **Section 1. General (Composition, Terms and Authority)**

- a. The Corporation shall have such standing committees, ad hoc, advisory committees or working groups as shall, in the opinion of the Board, be necessary to the proper functioning of the Corporation.
- b. With the exception of the Executive Committee, all standing committees shall have not less than three (3) and not more than seven (7) voting members.
- c. All committees, with the exception of the Executive Committee, may be composed in part of persons who are not members of the Board as the Board may from time to time determine. In all cases, the Chair of each standing committee shall be a member of the Board of Directors. Chairpersons of ad hoc, advisory committees and working groups need not be members of the Board.
- d. Members of such committees shall be recommended by the Board of Directors Chairperson and ratified by the Board.
- e. The term of the Chair and members of the standing committees shall end with the election of a new Chairperson of the Board of Directors.
- f. The Board of Directors may delegate to committees any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except the power to adopt, amend, or repeal the Bylaws, provided that the designation of such

committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or such Director by law, by the Articles of Incorporation of this Corporation, or the Bylaws. By a majority vote of its members, the Board may at any time modify or revoke any or all of the authority so delegated, increase or decrease, but not below three (3), the number of its members, and fill vacancies therein from the members of the Board. The committees will have the resources and authority necessary to discharge their duties and responsibilities. The committees have authority to retain outside counsel, any search firm used to identify director candidates, or other experts or consultants, as deemed appropriate. Any communications between the committees and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Corporation and the committees will take all necessary steps to preserve the privileged nature of those communications. The committees may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the committees. Any action taken pursuant to this section shall be reported to the full Board at its next regularly scheduled meeting.

- g. The committees meet as the committees or their Chairs deems advisable. The committees will keep adequate minutes of their proceedings, and will report on their actions and activities at the next quarterly meeting of the Board. Committee members will be furnished copies of the minutes of each meeting and any action taken by unanimous consent. The committees are governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and voting requirements as are applicable to the Board. A majority of the members of a Committee shall constitute a quorum. The committees are authorized and empowered to adopt their own rules of procedure not inconsistent with (1) any provision of the Bylaws of the Corporation, or (2) the laws of the State of California.

## **Section 2. Executive Committee**

The Executive Committee is responsible for working in support of, or occasionally in place of, the full Board. The work of this Committee generally revolves around policy, acting as liaison to the President/CEO, leading the Board in the development of strategic plans, conducting executive searches, and handling urgent issues.

- a. The Executive Committee shall consist of the four (4) elected officers.
- b. The Chairperson of the Board shall be the Chair of the Executive Committee.
- c. The President/CEO shall attend all meetings of the Committee and must submit the minutes of each meeting held by the Executive Committee to the full Board of Directors of the Corporation at the next meeting of the Board of Directors.
- d. A majority of the members of the Executive Committee shall constitute a quorum.
- e. Specific duties of the Committee include:
- (1) Act for the full Board when necessary to handle urgent issues or as otherwise directed by the Board.
  - (2) Act as liaison to the President/CEO and provide counsel, feedback and support when needed.
  - (3) Facilitate the annual assessment of the President/CEO by the Board and report the results of the assessment to the President/CEO and the Board.
  - (4) Recommend for Board approval compensation adjustments for the President/CEO.
  - (5) Conduct executive searches and recommend candidates to the Board for approval.

- (6) Recommend to the Board the compensation strategy of the Corporation consistent with the Corporation's mission and values. Review management's proposals for compensation and benefit programs to assure such programs support the established strategy. Review comparable compensation and benefits data of similar organizations and make recommendations to the Board based on that review.

### **Section 3. Finance Committee**

The Finance Committee shall have responsibility for advising and making recommendations to the Board of Directors, and implementing Board policy in the financial management and development of the Corporation, and for reviewing and guiding accounting and audit practices of the Corporation.

Among other duties, the Committee shall:

- a. Oversee budget preparation and financial planning.
- b. Recommend an annual budget for Board approval.
- c. Assure adequate audit and accounting practices, including internal controls and accounting procedures.
- d. Recommend and monitor Corporation investments.
- e. Report that adequate and complete financial records are maintained.
- f. Present accurate, timely and meaningful financial statements to the Board.
- g. Present resource requirements to the Board.
- h. See that the Corporation's assets are properly safeguarded.
- i. Help the full Board understand the Corporation's financial affairs.
- j. Monitor compliance with federal, state and other requirements related to the Corporation's finances.
- k. Review and recommend to the Board the approval and filing of the Corporation's annual IRS Form 990.

### **Section 4. Governance/Nominating Committee**

The Governance/Nominating Committee shall be responsible for recommending policies for the direction and control of the Corporation; for specifying the rights and responsibilities among different participants in the Corporation including the Board, management and other stakeholders; for recommending the rules and procedures for making decisions on corporate affairs and for evaluating the effectiveness of the Board of Directors. Among other duties, the Committee shall also:

- a. Annually evaluate the Bylaws and governing policies and documents of the organization for adherence to legal requirements, best corporate governance practices and effectiveness in directing and controlling the affairs of the Corporation, and recommend to the Board of Directors needed or desired revisions to the Bylaws, policies and/or documents.
- b. Annually conduct an individual and Board self-evaluation to assess the effectiveness of the board fulfilling its duties and requirements of the Bylaws as well as ensuring its effectiveness in governing the Corporation and promoting the mission.
- c. Recruit, nominate and orient new Directors.
- d. Monitor racial, gender and cultural diversity of the Board.
- e. Recommend the types and functions of Board committees.

- f. Annually review the Executive Leadership Succession Plan.
- g. Design and implement an on-going program of Board information, education and team building.
- h. Monitor Director's adherence to the Corporation's ethics policies and annually obtain signed *Code of Conduct* and *Conflict of Interest* statements from staff for each Officer and Director.

## **Section 5. Audit Committee**

The Audit Committee shall consist of not less than three (3) and not more than five (5) members appointed by the Board of Directors, except that the Corporation's President/CEO, Treasurer or any members of the Corporation's staff may not be members of this committee. Members of the Board's Finance Committee may serve on the Audit Committee; however the Chairperson of the Audit Committee may not be a member of the Board's Finance Committee, and members of the Finance Committee shall constitute less than one-half (1/2) of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the Corporation in excess of the compensation, if any, received by members of the Board of Directors for services on the Board and shall not have a material financial interest in any entity doing business with the Corporation.

Duties of the Audit Committee shall include, but not be limited to:

- a. Recommend to the Board of Directors the retention of an independent auditor to perform the Corporation's annual audit.
- b. Negotiate the independent auditors' compensation on behalf of the Board.
- c. Confer with the auditor to satisfy its members that the financial affairs of the Corporation are in order.
- d. Review and determine whether to accept the audit.
- e. Confirm that any non-audit services performed by the auditing firm conform to standards for auditor independence
- f. Approve performance of non-audit services by the auditing firm.
- g. Recommend the accepted audit to the Board of Directors for its approval.
- h. Oversee Governance, Risk and Compliance (GRC) activities, ensuring best practices.

## **Section 6. Program Quality Committee**

The Program Quality Committee of the Board of Director assists the Board of Directors in fulfilling its oversight of the quality and integrity of the programs operated by the Workforce Development Department and its associated programs.

Duties of the Program Quality Committee shall include, but not be limited to:

- a. Ensure that Crossroads maintains high quality, cost-effective programs which facilitate the mental health and stability of clients and program participants to be as self-sufficient as possible by developing a system for monitoring, evaluating and making recommendations for continuous improvement in these programs.
- b. Evaluate the programs at Crossroads to ensure that the services provided are responsive to client, partner and community needs.
- c. Monitor the quality of programs at Crossroads in the context of the external political and/or economic environments and make recommendations for changes or improvements while at the same time remaining true to the mission of Crossroads.

- d. Ensure that a system exists and is implemented for collecting and evaluating internal data related to programming (e.g., contractual outcomes, Impact reporting, employee satisfaction, and client satisfaction).
- e. Ensure that a system exists and is implemented for gathering and evaluating external data and research. Identify the impactful factors that affect the organization in order to identify best practices and make recommendations for improvement in programming.
- f. Monitor program quality against the established benchmarks.
- g. Assist program staff in making recommendations for improvement based upon data collected.

## **ARTICLE VII FISCAL AFFAIRS (EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS)**

### **Section 1. Fiscal Year**

The fiscal year of the Corporation shall be from July 1 through June 30 of each year.

### **Section 2. Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution, authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instance. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount.

### **Section 3. Checks and Notes (Signatures)**

- a. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, all checks, drafts, and orders for payment of money shall require one (1) signature.
- b. For the purposes of (a) above, any one (1) of the following signatures may be used (in order of preference): President/CEO, Treasurer or Chairperson.
- c. The Board of Directors may (from time to time) designate more than one (1) signature on all evidence of indebtedness.

### **Section 4. Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, or other depositories as the Board of Directors may select.

### **Section 5. Audit**

The Board of Directors shall annually cause an audit to be conducted of the books and accounts of the Corporation by an independent firm of certified public accountants. Such audit shall summarize the Corporation's activities for the preceding year and shall include the audited financial statements as of the close of business of the Corporation's fiscal year.

## **ARTICLE VIII CORPORATE RECORDS AND REPORTS**

### **Section 1. Minutes of Meetings**

- a. The Corporation shall keep at its principal office or at such other place as the Board of Directors may order, a book of minutes of all meetings of Directors with the time and place of holding, whether regular or special, or if special, how authorized, the notice given, the names of those present and the proceedings thereof.
- b. The Corporation shall keep at its principal office a minute book and an attendance register of all committees and Working Group meetings with the time and place of holding, the appointed Chair and members, specific duties and purpose and terms of existence set forth in written charge.

### **Section 2. Books of Account**

The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

### **Section 3. Inspection of Records by Directors**

Every Director, or such Director's attorney at law authorized in writing, shall have the right at any reasonable time during office hours to inspect all books, books of account, records, documents of every kind, and the physical properties of the Corporation.

### **Section 4. Corporate Seal**

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal, if adopted, shall be affixed to all corporate instruments when required or deemed desirable, but failure to affix it shall not affect the validity of any such instrument.

## **ARTICLE IX. AMENDMENTS**

### **Section 1. Effective Date**

These Bylaws were originally adopted on January 1, 1978. Significant amendments were approved on:

June 1, 1984, August 3, 1988, March 26, 1991, February 25, 1992, September 22, 1992, July 10, 1995, January 23, 1996, March 27, 1997, March 26, 1998, April 27, 2000 September 28, 2000, June 28, 2001, September 27, 2001, June 27, 2002, January 22, 2004, February 26, 2004, June 26, 2004, January 27, 2005, July 28, 2005, October 27, 2005, June 22, 2006, October 26, 2006, January 25, 2007, June 28, 2007, June 14, 2008, January 22, 2009, June 25, 2009, October 22, 2009, June 24, 2010, June 30, 2011, June 28, 2012, June 27, 2013, June 26, 2014, June 25, 2015, June 27, 2017

