

Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

COMMUNITY ACTION AGENCY, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **13th** day of **march** 19 **78**, original articles of amendment, as provided by Sections 30-146 and 30-147, Idaho Code, Amending Article V

and that the said articles of amendment contain the statement of facts required by law, and are **will be** recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **13th** day of **March**, A. D., 19 **78**.

Secretary of State

AMENDED
ARTICLES OF INCORPORATION
COMMUNITY ACTION AGENCY, INC.

AMENDMENT I

ARTICLE V

Section 1: The corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes, and no part of any net earnings thereof shall inure to the benefits of any member or other individual, except as may arise in the furtherance of the purposes of this corporation.

Section 2: This corporation is not organized for profit, but has been organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501 (c) (3) of the United States Internal Review Code of 1954, as those respective statutes may from time to time be amended or superseded.

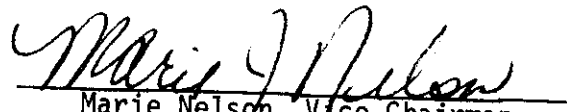
Section 3: Upon liquidation or dissolution of this corporation or abandonment by it of its property, the same shall be distributed and dispersed to funds, foundations, or corporations organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the United States Internal Review Code of 1954, as those respective statutes may from time to time be amended or superseded.

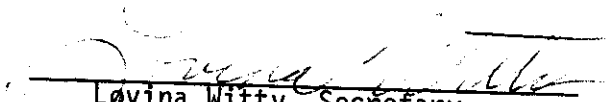
IT IS KNOWN THAT at a regular meeting of the Board on February 21, 1978, at which a quorum was present, the amendments to the Articles of Incorporation were passed by unanimous vote. The members present represented more than two-thirds of the total membership.

IT IS ACKNOWLEDGED THAT two-thirds of the membership of the corporation have read and accepted the foregoing amendments to the articles of incorporation.

IN WITNESS WHEREOF, We, the undersigned, incorporators have hereunto set our respective hands and seals this 23rd day of February, 1978.


Andy Oliver, Chairman


Marie Nelson, Vice Chairman

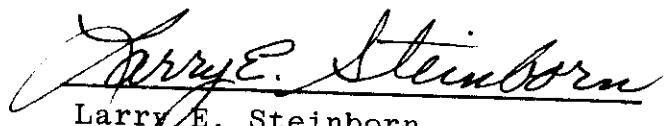

Lovina Witty, Secretary


Pete Collins, Treasurer

STATE OF IDAHO)
 ss.
COUNTY OF NEZPERCE)

THIS IS TO CERTIFY THAT on the 23rd day of February, 1978, there appeared personally before me Andy Oliver, Marie Nelson, Lovina Witty and Pete Collins to me known to be the individuals described in and who executed the foregoing instrument, and acknowledged to me that they signed the same as their own free and voluntary act and deed for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in triplicate the day and year first above written.


Larry E. Steinborn
Notary Public in and for the
State of Idaho, residing at
Nez Perce County City of Lewiston

COMMUNITY ACTION AGENCY, INC.

Board of Directors Meeting

February 21, 1978

Quorum

In the absence of Andy Oliver, Vice President Marie Nelson called the meeting to order. Roll Call was taken and a quorum was present.

Petition

Jerry Hines read the petition of the Peece River Food Association for a seat on the Board. The bylaws were read regarding procedures and requirements. Dwight Russell as spokesman for the Association answered questions of the Board. After discussion Kathy Johnson moved the Peece River Association be seated on the Board. The motion was seconded; motion carried with three opposing.

Representative

A letter from the Association was presented naming Dwight Russell, Representative, and David Masterjohn, Alternate. Sister Dorthea moved Dwight Russell and David Masterjohn be seated on the Board. Motion was seconded and carried.

Minutes Approved

The Minutes of the previous meeting were discussed and approved.

Correspondence

Designation: Banana Belt Senior Citizens
Helen Thiesen, Alternate

Correspondence was read from C.S.A. on Funding Guidance, from S.E.O.O. concerning carryover funds from the Fuel Crisis Intervention Program.

Staff Reports

Winterizing Purchases - as requested by the Board the Director and the Energy Coordinator met and reviewed the purchase order system and the line of communication. Jim Titus, Benewah County Commissioner, requested the amount of the total Winterization funds and how much is spent in each of the five northern counties, especially Benewah County.

Refunding Timetable

A copy of the Refunding Timetable was given to each Board Member. In reviewing the schedule Jerry Hines explained the Pre-Review, held February 17 - March 3, will not be done by the Idaho Field Representative, but a Field Representative from another state plus a team and Harold Whitehead, Chief of Operations in the Regional Office. The concern will be mostly compliance and accomplishing the goals set in the Work Programs. A report will be written and the findings and recommendations will be shared at a special Board Meeting on April 4th.

February 21, 1978

Regional Assistance on April 4th, also, to evaluate work programs and budgets. (Proposed)

P.P. & E. Each Board Member received a copy of the Refunding Timetable. The Program, Planning & Evaluation Committee will review the work programs and budgets March 20th at 9:30 a.m.

Salary Increase Jerry Hines requested a pay grade change for the Bookkeeper. The present pay grade is 7 with a salary of \$3.36 per hour. It is requested to be raised to 10 with \$3.71 at the entry level and \$3.90 at step 1. The amount of work and responsibility has increased with the additional programs and funds. A CETA employee is receiving more pay. Dorothy Pedersen moved the Bookkeeper's pay grade be changed from a 7 to 10. Motion was seconded and carried.

Merit Increase Bessie Lotze, Area Agency On Aging Director, requested 5% merit increases for a part-time secretary and two Outreach Workers. The determination was made by raises being given to employees below minimum wage. Employees with seniority and experience would be receiving the same wage. Harold Stapleton moved the increases be granted. Motion was seconded and carried.

Personnel Policies As instructed by the Board at the last meeting staff prepared a paragraph for the Personnel Policies:

Re-hiring

When an employee is terminated, either voluntarily or involuntarily, prior to completion of the probationary period the highest rated applicants from those who applied for the position may be contacted and interviewed to fill the position. Then an employee is terminated after completing the Probationary Period the position will be filled through the open hiring process.

Dorothy Pedersen moved to accept the paragraph for the Personnel Policies. Motion was seconded and carried.

Ad Hoc Committee The Director stated the original Personnel Policies were written in 1964 and needed to be reviewed and updated. He recommended an ad hoc committee be appointed for the task. Chairman Andy Oliver appointed the following committee: Pete Collins, Chairman, Joe Cicrich, Stan Patterson and Pam Fitzgibbons.

Articles of Inc. In order for the agency to be able to receive surplus property from the state the Articles of Incorporation must be amended as follows:

AMENDMENT I

ARTICLE V

February 21, 1978

Articles
of Inc.

Section 1: The corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes, and no part of any net earnings thereof shall inure to the benefits of any member or other individual, except as may arise in the furtherance of the purposes of this corporation.

Section 2: This corporation is not organized for profit, but has been organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as those respective statutes may from time to time be amended or superseded.

Section 3: Upon liquidation or dissolution of this corporation or abandonment by it of its property, the same shall be distributed and dispersed to funds, foundations, or corporations organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as those respective statutes may from time to time be amended or superseded.

Two-thirds of the membership is required to be in favor of the adoption of the amendment. Harold Stapleton moved adoption of the proposed amendment as presented by Jerry Hines. Motion was seconded and carried. There was no opposition.

Y.C.C.I.P.

An additional \$9,000 has been received for the Youth Community Conservation Improvement Project. Two additional youths can be hired.

Finance
Committee

In making the Finance Report Chairman Pete Collins noted the Valley Multi Purpose Center, Coeur d'Alene Multi Purpose Center and Winterizing are short on inkind. He urged the programs to strive to keep inkind up as the program year is now half completed. Pete Collins moved the Financial Report be accepted. Motion was seconded and carried.

P.P. & E.
Committee

Dorothy Pedersen, speaking for the P.P. & E. Committee, reported on the findings of the Program Progress Review Reports (440s). Goals are being satisfactorily met as explained in the 440s. She expressed a desire for all Board Members to be informed and evaluate the 440's. It was thought another procedure needed to be used in reviewing the 440s in the future. Dorothy Pedersen moved the Program Progress Review Reports be approved. Motion was seconded and carried. Those Board Members wishing a copy of the 440s can request a copy from Yvonne.

Announce-
ments

Lovina Witty announced a conference is being held for parents and relatives of exceptional people March 17th and 19th at

C.A.A. Board

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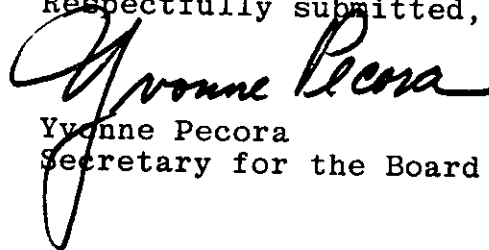
February 21, 1978

Lewis Clark State College.

Adjourn-
ment

The agenda being completed the meeting adjourned.

Respectfully submitted,



Yvonne Pecora
Secretary for the Board

Approved: _____ Date: _____