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BYLAWS
OF
WNCSource

AMENDED AND RESTATED: _____

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WNCSOURCE

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BYLAWS
OF
WNCSOURCE
(“Corporation”)

ARTICLE I
OFFICES

- Section 1. *Principal Office.* The principal office of the corporation shall be located in the State of North Carolina.
- Section 2. *Registered Office.* The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
- Section 3. *Other Offices.* The corporation may have offices at such other places, either within or outside the State of North Carolina, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE II

BOARD OF DIRECTORS

- Section 1. *General Powers.* The business and affairs of the corporation shall be managed by its Board of Directors.
- Section 2. *Number, Term and Qualifications.* The number of directors constituting the Board of Directors shall be not less than thirteen (13), nor more than seventeen (17), which may be increased or decreased from time to time by the directors. Each director shall serve a three (3) year term but is eligible for re-election at the end of the term. However, no director shall serve more than two consecutive three-year terms. Only after one (1) year absence from service may a director be re-considered for service after serving six (6) consecutive years. After the one (1) year absence from service, the director may be considered to serve up to two (2) additional three (3) year terms. As nearly as possible, an equal number of terms shall expire each year.

Directors need not be residents of the State of North Carolina, but preference will be given to candidates who reside or work in Henderson, Transylvania, and Polk Counties (NC) or any other county that corporation operates within. Additionally, no current employee of the corporation may serve on the Board of Directors and former employees of

the corporation may only be considered for seats on the board of directors upon the third year after their last day of employment with the corporation. The corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in the selection of its Board of Directors.

In accordance with the ‘Improving Head Start for School Readiness Act of 2007’ (Public Law 110-134), the composition of the board shall satisfy the following requirements:

- At least one (1) director shall have a background and expertise in fiscal management or accounting;
- At least one (1) director shall have background or expertise in early childhood education and development (minimum of a bachelor’s degree in Early Childhood education and at least three (3) years’ experience in early childhood education);
- At least one (1) director shall be a licensed attorney familiar with issues that come before the Board.
- If persons with the required qualifications are not available, a consultant or other individual with the necessary expertise may be secured to work directly with the Board.

Other directors may reflect the community to be served include parents of children who are currently, or were formerly, enrolled in Head Start programs; and be selected for their expertise in education, business fundraising, public relations and/or community affairs.

Additionally, the composition of the board shall satisfy the following requirements:

- One (1) director shall be either be the Head Start Policy Council Chair or their designee;
- At least one (1) director shall be a client/participant receiving rental assistance through the Housing Choice Voucher program (HUD requirement);
- At least one (1) director shall be a client/passenger who participates in the corporation’s transportation service program;
- At least one (1) director shall be a parent of a child who is currently enrolled or was formerly enrolled in Head Start or Early Head Start programming.

Any of the above director positions may only be held by a single individual, i.e., a director cannot satisfy two or more requirements. For example, the director who satisfies the requirement of being either the Policy Council Chair or designee cannot also be the director that satisfies the requirement of being a client/passenger in the transportation program.

Section 3. *Election of Directors.* The Executive Committee shall review all potential candidates for seats on the board of directors on a rolling basis. The Executive Committee shall determine whether a candidate's name can be submitted to the full board for consideration. When the Executive Committee submits a candidate's name for consideration by the full board, such candidate will be elected if the candidate receives at least 2/3 of the affirmative vote at a meeting that meets quorum. If any director so demands, the election of a candidate for director shall be by secret ballot.

Section 4. *Removal.* Any director may be removed at any time with or without cause by the vote of two-thirds (2/3) of the directors present at a meeting at which a quorum is present. Without limiting the generality of the forgoing, any director upon accruing three (3) unexcused absences from regular Board meetings shall be immediately and automatically removed from Board membership without the requirement of further Board action. An unexcused absence shall be defined as failure to appear at a regular Board meeting without an excusal obtained in writing from the Board Chair. A Board member removed under this section may be reinstated if, within five (5) days of their removal, a majority of the directors present at a meeting at which a quorum is present shall vote to permit such director to complete the unexpired portion of their term as director. Additionally, any director who (1) becomes physically incapacitated or his or her inability to serve is established in the minds of a majority of directors; (2) knowingly omits that a conflict of interest exists between the director and the corporation; (3) engages in activities directly contrary to the interests of the corporation; or (4) engages in misrepresentation of the corporation and its policies to outside third parties, either willfully or on a repeated basis shall be removed with cause.

Section 5. *Vacancies.* Any vacancy occurring among the directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office and said director shall be eligible to serve up to one (1) additional three (3) year term upon completing the vacated term. After the director completes the vacated term, they must take one year off from service. However, once this director completes the year of absence, they will then be eligible to serve two (2) more three (3) year terms.

Section 6. *Compensation.* Directors shall not be compensated for their services as such but may be reimbursed for any or all expenses incurred in attending

regular and special meetings of the Board. However, directors may be reimbursed, or advanced, travel and lodging costs associated with conferences or meetings that require the director to travel out of town. All payments to a director for either reimbursement or as an advance payment must be reviewed and approved by the Board Chair. Examples of costs that a director could be entitled to either reimbursement or advance monies would include director travel to Raleigh to educate elected officials and/or attending training conferences related to WNCSource programming.

ARTICLE III

MEETINGS OF DIRECTORS

Section 1. *Regular Meetings.* The annual meeting of the Directors shall be held in October at a place designated by the Chairperson. Additional regular meetings of the Board of Directors shall be held monthly at principal office of the corporation or at such other place as the Board may designate, which may be within or outside the State of North Carolina and/or may include the use of any electronic medium, which enables a director to hear and be heard (such as conference calls or video meetings such as Zoom, Google Chat or an equivalent video conferencing program).

Written minutes of the previous regular meeting or special meeting shall be distributed to all directors no less than seven (7) days before the next regularly scheduled meeting of the directors. The Chair will sign all approved minutes of regular and special meetings.

All regular meetings of Board of Directors shall be closed to the public unless any governmental funding source requires open meetings to the public. If any governmental funding source requires the corporation to hold a public hearing before the board (as governing body), the board shall allow public input and comment only for that portion of the regular meeting dedicated to the mandated public hearing.

Section 2. *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the Board Chair or any two directors. Such a meeting may be held within or outside the State or North Carolina or may include any electronic medium, which enables a director to hear and be heard (such as conference calls or video meetings such as Zoom, Google Chat or an equivalent video conferencing program).

All special meetings of Board of Directors shall be closed to the public unless any governmental funding source requires open meetings to the public. If any governmental funding source requires the corporation to hold a public hearing before the board (as governing body), the board shall

allow public input and comment only for that portion of the special meeting dedicated to the mandated public hearing.

Section 3. *Notice of Meetings.* Regular meetings of the Board of Directors shall be noticed at least seven (7) days prior to the meeting by written notice delivered personally or sent by mail, facsimile transmission or electronic mail to each director at their address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If sent by facsimile transmission or electronic mail, such notice shall be deemed delivered when confirmation of delivery to the designated number or mailbox is received.

The person or persons calling a special meeting of the Board of Directors shall, at least ten (10) days prior to the meeting, give written notice thereof delivered personally or sent by mail, facsimile transmission or electronic mail to each director at their address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If sent by facsimile transmission or electronic mail, such notice shall be deemed delivered when confirmation of delivery to the designated number or mailbox is received. Such notice need not specify the purpose for which the meeting is called.

Section 4. *Waiver of Notice.* Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. *Quorum.* A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. *Manner of Acting.* Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a different standard is expressed in these bylaws.

Voting by proxy is prohibited.

A director shall be familiar with the corporation's conflict of interest policy and shall sign an acknowledgement that they have reviewed said policy on an annual basis.

Section 7. *Presumption of Assent.* A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their

contrary vote is recorded or their dissent or abstention is otherwise entered in the minutes of the meeting or unless such director submits written dissent to such action with the person acting as the secretary of the meeting in person or sent by certified mail, return receipt requested, to the Secretary of the corporation within three (3) calendar days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 8. *Informal Action by Directors.* Action taken by the directors without a meeting is nevertheless Board action if written consent to the action in question is approved by all the directors. Informal action may include the use of electronic mail for directors to act, but such action must be approved unanimously by all of the directors. Such approval may be evidenced by signature, electronic indicia of assent, or a reply email sent to the designated email for the unanimous consent action sought and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 9. *Committees of the Board.* The Board of Directors may designate certain directors to constitute an Executive Committee and other committees, each of which, to the extent authorized by law. The designation of any committee, subcommittee or ad hoc committee, and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon them by law. Unless contrary to these bylaws, the Chair has the authority to name the chairperson for any committee or subcommittee designated by the Board of Directors. Additionally, the Chair may serve as an ex-officio member of any committee, subcommittee, or ad hoc committee. All committees, sub committees or ad hoc committees must be chaired by a sitting director.

All committee chairs shall report to the full board by special charge or by request of the full board. Committees shall recommend actions to take by the full board and shall act as directed by the full board. All committees shall keep minutes of meetings and submit these minutes to the Secretary of the corporation to be kept in the official records of the corporation.

A majority of committee members shall constitute a quorum. Except for the Executive Committee, individuals who are not directors are eligible to be appointed to any committee, subcommittee or ad hoc committee by the Chair.

Standing Committees are expected to meet monthly, unless there is no business to come before the committee.

At the time of the adoption of these amended and restated bylaws, the following are standing committees of the corporation, and shall remain so

until these Bylaws are properly amended, or as otherwise may be decided by resolution of the Board of Directors.

Executive Committee - The Board of Directors will appoint an Executive Committee to consist of the elected officers of the corporation (Chair, Vice-Chair, Treasurer and Secretary). The Executive Committee, to the extent permitted by law and subject to direction and control of the full board shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to: amending articles of incorporation or bylaws, electing or removing Board members, hiring or firing the Chief Executive Officer, approving a change to the budget or making major structural decisions (such as adding or eliminating programs). Additionally, the Executive Committee shall annually evaluate the Chief Executive Officer's performance and shall lead the selection process regarding the hiring of the key positions of Chief Executive Officer, Chief Financial Officer, Human Resources Director, and Children's Services Director. The Executive Committee shall present their preferred candidate for these positions to the full board for approval, which must be affirmed by two-thirds (2/3) vote of the board for appointment. Some of these decisions may be subject to additional approval by the Head Start Policy Council per these bylaws and statute.

Finance/Audit Committee: The Treasurer of the Board of Directors shall serve as chair of the Finance Committee. This committee shall: (1) oversee the preparation of the annual budget and financial statements; (2) oversee the administration, collection, and disbursement of the financial resources of the organization; (3) advise the board of directors with respect to significant financial decisions; (4) have such other powers and perform such duties as the board of directors may specify from time to time.

This committee shall also assist the board of directors in fulfilling its oversight responsibilities by monitoring: (1) the overall systems of internal control and risk mitigation; (2) the integrity of the financial statements of the corporation; (3) compliance by the corporation with legal and regulatory requirements and ethical standards; (4) the independence and performance of the corporation's independent auditors, which shall be presented to the full board; and (5) shall have such other powers and perform such duties as the board may specify from time to time.

Human Resources Committee – This committee shall: (1) periodically review the Human Resources Policies and shall recommend amendments to the full board; (2) serve as a Grievance committee following the Grievance procedures outlined in the corporation's Human Resources

Policies; and (3) regularly review the corporation's Affirmative Action Plan and recommend amendments to the full board as needed.

Section 10. *Head Start Policy Council.* The Board of Directors has legal and fiscal responsibility for administering the Early Head Start and Head Start programs. The Head Start Policy Council provides parents a formal leadership and policy making role regarding the administration of the Early Head Start and Head Start programming. The Board of Directors and Head Start Policy Council must not have identical memberships and functions. The Board of Directors shall decide annually on the composition of the Policy Council as it relates to the parent representation per program option and Center, as well as which community organizations will be represented. As detailed in the bylaws, the Chair of the Head Start Policy Council (or their designee) shall hold a seat on the board of directors. This director shall serve as a conduit of communication between the directors and the policy council. This director shall report to the Policy Council on Board affairs and shall give Policy Council reports to the full board. The Policy Council has some operating responsibility and approval ability for key positions for the corporation (such as Chief Executive Officer and Chief Financial Officer). The majority of the Policy Council will be parents of children enrolled in Head Start and/or Early Head Start. The remainder will be community representatives.

ARTICLE IV

OFFICERS

Section 1. *Officers of the Corporation.* The officers of the corporation shall consist of a Board Chair, a Vice Chair, a Secretary, a Treasurer, and other officers as the Board of Directors may from time to time elect.

Section 2. *Election and Term.* The officers of the corporation shall be elected annually by the Board of Directors and each officer shall hold office until their successor shall has been elected and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. *Compensation of Officers.* Directors who serve as officers shall receive no compensation for carrying out their duties as officers. The board may adopt policies that will allow the reasonable reimbursement of directors for expenses incurred in conjunction with carrying out officer responsibilities. Additionally, the board may adopt policies to allow for pre-approval and payment of expenses on behalf of officers such as travel expenses to attend trainings related to programming.

Section 4. *Removal.* Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby; provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. *Board Chair.* The Board Chair shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The Board Chair shall preside at all meetings of the Board of Directors. The Board Chair shall sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Board Chair and such other duties as may be prescribed by the Board of Directors from time to time.

The Board Chair also has the right to request the creation of ad hoc committees of the Board including program focused ones such as marketing, public relations, development, and others as needed.

These committees are required to meet a minimum of two times a calendar year and to submit their minutes and reports to the Secretary of the Board.

Section 6. *Vice Chair.* In the absence of the Board Chair or in the event of their death, inability or refusal to act, the Vice Chair, unless otherwise determined by the Board of Directors, shall perform the duties of the Board Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to them by the Board Chair or by the Board of Directors.

Section 7. *Secretary.* The Secretary shall (a) keep the minutes of the meetings of the Board of Directors and of all committees; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, (c) be custodian of the corporate records and of the seal of the corporation, if any, and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Board Chair or by the Board of Directors. Additionally, the Secretary may appoint a Recording Secretary to assist them with their duties. Such Recording Secretary shall not be considered

a director and shall not have any such rights of a director, including but not limited to the right to vote on corporate action.

Section 8. *Treasurer.* The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of Section 4 of Article V of these bylaws; and (b) in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to them by the Board Chair or by the Board of Directors, or by these bylaws.

The Treasurer has the right to ask the Chief Financial Officer to act in their stead, including but not limited to creating the monthly Board budget reports and other tasks. The CFO shall not have any voting rights.

Section 9. *Chief Executive Officer.* A Chief Executive Officer may be employed by the Board of Directors and shall serve as the administrative and chief executive officer of the corporation. The Chief Executive Officer is responsible for the day-to-day activities of the corporation including the receiving of funds. The Chief Executive Officer shall aim to achieve the corporation's mission, implement the corporation's business arrangements and other transactions as are feasible, practical and in the best interest of the corporation. The Chief Executive Officer shall perform any other duties which may be directed by the Board of Directors. The Board of Directors (evaluation led by Executive Committee) shall conduct a performance evaluation of the Chief Executive Officer on an annual basis. Additionally, the Board of Directors shall regularly conduct a review of the Chief Executive Officer's compensation in order to set 'reasonable compensation' in line with Internal Revenue Code regulations.

ARTICLE V

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. *Contracts.* The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract (including leases) or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. *Loans.* No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. *Checks and Drafts.* All checks, drafts, or other orders for the payment of money (including ACH and wire payment), issued in the name of the corporation, shall be signed by such officer or officers, agent, or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, the following directives shall be followed:

Any two of the following three officers: Chair, Treasurer, and Chief Executive Officer are authorized by the Board of Directors to sign any check, draft, or other order for payment of money (including ACH and wire payment), issued in the name of the corporation that does not exceed the amount of .5% of the corporation's annual budget or such expenditure has already been approved in a program, administrative or activity budget.

Any other instrument not described in the paragraph above must be brought before the full board for approval.

Section 4. *Deposits.* All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

Section 5. *Gifts.* The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the general purpose or for any special purposes of the corporation.

ARTICLE VI

GENERAL PROVISIONS

Section 1. *Seal.* The corporate seal of the corporation, if any, shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, is hereby adopted as the corporate seal of the corporation.

Section 2. *Indemnification.* The Corporation shall indemnify any officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action

or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted a breach of the director's fiduciary duties; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation.

In addition to the foregoing, the Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify them against such liability.

- Section 3. *Fiscal Year.* The fiscal year of the corporation shall be July 1st through June 30th.
- Section 4. *Amendments.* Except as otherwise provided herein, these bylaws or the corporation's articles of incorporation may be amended or repealed and new bylaws (or amended articles of incorporation) may be adopted by the affirmative vote of two-thirds of the directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least ten days' written notice is given of intention to alter, amend, repeal or adopt new bylaws (or articles of incorporation) at such meeting.
- Section 5. *Books and Records.* The corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The books, records and papers of the corporation shall at all times, during reasonable business hours, be subject to inspection by any director. The articles of incorporation and the bylaws of the corporation shall be available for inspection by any director at the principal office of the corporation.
- Section 6. *Construction of Terms.* Where appropriate, any word denoting or referring to one gender shall be deemed to include the other gender.
- Section 7. *Mission and Vision.* The mission of the corporation is 'Working with communities and partners, WNCSource improves people's lives by creating pathways to self-reliance and healthier living.' The vision of the corporation is 'Giving people the power to transform their futures and live more fully in their community.'