

AMENDED & RESTATED BYLAWS
Region 5 Workforce Board, Inc.
d/b/a Region 5 Workforce Investment Board
Adopted December 18, 2013

ARTICLE I- Formation and Name

This nonprofit corporation is formed under the Indiana Nonprofit Corporation Act of 1991 (I.C. 23-17-1, et seq.), and shall be called Region 5 Workforce Investment Board(hereinafter “Workforce Board” or “Board”).

ARTICLE II – Purpose

The goal of the Board shall be to have effective planning, implementation and oversight of the One-Stop workforce investment system in the counties of Boone, Hamilton, Hancock, Hendricks, Johnson, Madison, Morgan, and Shelby. In order to reach this goal, it is necessary for the Board’s activities to include the following:

- To integrate public workforce development services, providing universal access to the workforce investment services of One-Stop Partners which empowers the customer to acquire skills needed in the regional economy.
- To oversee a locally operated, demand driven workforce investment system that increases the employment, retention, earnings and occupational skill attainment of the workforce through improved career information and guidance, job search assistance, and training opportunities.
- To support and develop the incumbent workforce and future and potential workers.
- Assist with the development of the region’s economy.
- To identify and assist employers with appropriate resources to maintain, upgrade, and expand job opportunities.
- To research and analyze labor market needs and facilitate the effective use of available resources.
- To maintain an effective partnership with the local elected officials and One-Stop partners in the planning, implementation, and evaluation of the One-Stop system.
- Any and all other lawful activities consistent with the identified objectives above, and as authorized and empowered by the Indiana Nonprofit Corporation Act.

ARTICLE III – Members, Meetings, Voting

Initial Membership. The Chief Elected Official as the WIA funding Grant Recipient shall be a voting member of the Board. The Board shall have a minimum of one “business sector” representative from each county and “ business sector representation shall constitute at least fifty-one (51%) of the Board.

Subsequent Members. Additional Members to the Board may be added to comply with state and federal rules and regulations.

Limitation on Authority of Members. No member is an agent of the Workforce Board solely by virtue of being a Member, and no Member has authority to act for the Workforce Board solely by virtue of being a Member. Any Member who takes any action or binds the Workforce Board in violation of this Section may be solely responsible for any loss and expense incurred as a result of the unauthorized action.

Meetings of Members.

Meetings. The Workforce Board shall hold a meeting of the Board Members at least four (4) times each year. Additionally, the Workforce Board officers shall be elected at the first meeting of each program year after July first.

Special Meetings. Other meetings may be called at any time by the Chair to address such matters as are described in the meeting notice. Such meetings shall be held at a time and at a place that is generally convenient for the Members.

Notice. Notice of meetings shall be provided at least once, in writing, two days (48 hours) in advance, via first class mail, or e-mail, to those persons who are Members.

Attendance. A Member may participate in a meeting of the Board by or through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is considered to be present in person at the meeting.

Voting. Each Member shall be entitled to one(1) vote. Voting by proxy shall not be permitted. Ex-officio Members are not eligible to vote. If, necessary, a mail, fax, electronic and/or phone vote may be conducted.

Quorum. Fifty percent (50%) of the voting membership constitutes a quorum for conducting business. The voting Members must approve any amendment to the articles of incorporation or these Bylaws to decrease or increase the quorum for conducting business.

Approval of Actions. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action.

ARTICLE IV – Powers of the Board

Powers and Authority of the Board. The Workforce Board shall have the power to do the following:

- 1) To achieve all goals and activities through the prudent and proper exercise of the resources allocated to the Board;
- 2) To enter into contracts in accordance with the stated goals and activities of the Board;
- 3) To fulfill the goals and activities of the Board;
- 4) To enter into partnerships, associations, or joint ventures in furtherance of the goals and activities of the Board;
- 5) To contract paid staff or consultants in furtherance of the goals and activities of the Board;
- 6) To do all things necessary or convenient, not inconsistent with law, to further the goals and activities of the Board.

Terms for Member. Each Member shall serve a two year (2) year term renewable at the discretion of the Chief Elected Official.

Appointment. At his/her discretion, the Chief Elected Official, shall appoint/reappoint Members to the Board as vacancies exist or as terms expire. The appointing Chief Elected Official shall notify the Board, in writing, of any new or renewed appointments.

Removal of a Member. Members may be removed with or without cause by their appointing authority via written notice of the removal to the following: (1) the Member and (2) the Chair of the board of directors or the corporation's president or secretary. A removal is effective when the notice is effective unless the notice specifies a future effective date. A Member may be also removed for cause by a vote of two-thirds (2/3) of the Members. In the event that a Member has been removed, the appointing authority shall appoint a replacement.

Resignation of a Member. A Member may resign by providing the Board with a letter of resignation indicating the date upon which the resignation is to become effective. If the letter of resignation includes no such date, then the resignation will become effective immediately. A replacement for the resigning Member shall be made by the Chief Elected Official.

Failure of a Member to Attend Meetings. In the event that a member, without contacting the Chair or the Board's administrative office, fails to attend two (2) consecutive meetings or is absent from more than twenty-five percent (25%) of the scheduled meetings within a calendar year, then said Membership will be considered lapsed. Said Member may be reinstated upon good cause shown.

Compensation of Members. The Member shall receive no compensation for their service as Members of the Board.

Duties of Members. A Member shall, based upon facts then known to the Member, discharge duties, including the Member's duties as a member of a committee, as follows:

- 1) In good faith;
- 2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances;
- 3) In a manner the Member reasonably believes to be in the best interests of the Board.

Liability. A Member is not liable for an action taken as a Member, or failure to take an action, unless the breach or failure to perform his duties constitutes a willful or intentional act of misconduct.

ARTICLE V- Officers of the Board

Election of Officers. At the first meeting of the Board, the Members elect officers by a majority vote. Those officers shall include a chair, vice-chair, a secretary, and a treasurer.

Term of Office. The term for each officer shall be one year. Each officer may serve in his or her office for no more than two (2) consecutive terms. However, an officer may be re-elected to his or her office after having served two (2) consecutive terms in that office so long as said officer has not served in that office for a period of at least one (1) year.

Duties of Officers. The duties of the officers shall include, but not be limited to, the following:

Chair. The Chair shall be responsible for presiding over meetings of the Members. The Chair shall work with the officers and with other Members to prepare an agenda for the transaction of business.

Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence of the Chair. The Vice-Chair shall also assist the Chair in fulfilling his or her responsibilities.

Secretary. The Secretary shall be responsible for preparing minutes of Members' meetings; for preparing other official reports of the Workforce Board; for authenticating records of the Workforce Board; for filing the annual report with the Indiana Secretary of State that is required by I.C. 23-17-27-8; and for conducting written communication on behalf of the Board. The Secretary may delegate these duties to Board staff as appropriate.

Treasurer. The Treasurer shall be responsible for reporting on the Board's financial records.

The Officers' duties shall further include any such duties as are prescribed by resolution of the Board.

Removal of an Officer. The Board may, by two-thirds (2/3) vote; remove an officer from his or her position at any time, with or without. In the event that an officer is so removed, the Board shall, by majority vote, replace the removed officer no later than thirty (30) days after the officer has been removed.

ARTICLE VI- Committees

Creation/Power of Committees. The Chair may create and assign Members and non-members to committees to make recommendations to the Board on matters assigned for consideration and examination. Further, by Resolution only, the Board may delegate specific powers to a committee, authorizing such committee to act on behalf of the Board in limited circumstances and only to the extent outlined within the Resolution. Only Members shall be allowed to formally act on behalf of the Board under this paragraph. All committees shall be subject to the authority and supervision of the Board of Directors.

ARTICLE VII –Conflicts of Interest

A member of the Board may not vote on a matter under consideration regarding the provision of services by such member (or by an entity that such a member represents); or that would provide direct financial benefit to such member or the immediate family; or engage in any activity determined by the governor to constitute a conflict of interest as specified in the state plan. (Workforce Investment Act of 1998, Title I. Sec.117(g))

A Member with a conflict of interest regarding any matter is prohibited from discussion and voting in connection with that matter. A Member is disqualified from vote or discussion if a special interest or relationship exists with an individual or entity where the issue at hand involves any financial consideration or other gain to either involved party.

The Board shall adopt a Conflict of Interest Policy, which meet and exceed the minimum standards established by the State of Indiana. These conflicts of interest standards apply to all Board Members (voting and ex-officio/nonvoting).

Each Board Member shall file a statement of economic interest with the Workforce Board at the time they become a Board Member and every year thereafter.

Any Board Member with a potential or actual conflict of interest must disclose that fact to the Workforce Board as soon as the potential conflict is discovered and, to the extent possible, before the agenda for a meeting involving the matter at issue is prepared. If possible, the member should complete a conflict of interest disclosure letter. If it should be determined during a meeting that a conflict of interest exists, the member must verbally declare such conflict of interest, such declaration must clearly be noted in the minutes, and such member must excuse him/herself from the remainder of the discussion and the voting.

The Conflict of Interest Policy shall include, at a minimum, the following standards:

- 1) Any Board Member (or specific entity represented by the member) who significantly participates in the development of contract specifications or standards is prohibited from receiving any direct financial benefit from any resulting contract.
- 2) When a contract or purchase is made involving its own Board or entity with which the Board Member is associated, the board must establish and document that the contract or purchase was adequately bid or negotiated and that the terms of the contract or price of the purchase are fair and reasonable.
- 3) Procedures that serve to minimize the appearance of conflicts of interest.
- 4) Each Board Member's statement of economic interest must, at the minimum, include the member's current position(s) of employment; current position(s) as a paid director, officer, or agent of a corporation or similar entity; and financial interests that are defined as potential sources of conflict of interest, and any other disclosures required by state and/or federal regulations.

ARTICLE VIII – Record- Keeping and Reporting

Required Records. The Workforce Board shall keep as permanent records a record of the following:

- 1) Minutes of meetings of the Board; and
- 2) A record of actions taken by committees of the Board.

Accounting Records. The Workforce Board shall maintain appropriate and accurate accounting records.

Member List. The Workforce Board shall maintain a record of its Members in a form that permits preparation of a list of the names and addresses of all Members, alphabetical order, and showing the number of votes that each is entitled to cast.

Corporate Records. The Workforce Board shall keep a copy of the following records at its principal office:

- 1) The Articles of Incorporation or restated articles of incorporation and all amendments to the articles of incorporation currently in effect;
- 2) The Bylaws or restated bylaws, and all amendments to the Bylaws currently in effect;
- 3) The minutes of all meetings of Board Members and records of all actions approved by the Members for the past three (3) years;
- 4) Written communications to Members generally within the past three (3) years, including the financial statements furnished for the past three (3) years as required by these Bylaws.

ARTICLE IX – Amendments

Amendments. The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors of the Corporation. Advance notice shall be required prior to final approval of any proposed amendment(s). Such advance notice requirement is met when suggested amendment(s) are presented, by resolution, during a regularly scheduled Board meeting, with such amendment(s) to be voted upon at the next subsequent Board meeting.

CERTIFICATION

I hereby certify:

That I am the duly elected Chair of the Region 5 Workforce Board, Inc., an Indiana Nonprofit Corporation; and

That the foregoing Amended and Restated Bylaws, comprising five (5) pages, constitute the Bylaws of said corporation as duly approved by the Board of Directors of the Corporation on December 18, 2013.



Jeff Williams, Chair