

# **Ohio Valley Opportunities, Inc. Amended and Restated Bylaws**

## **ARTICLE I**

### **General**

- 1.1 The name of this organization shall be Ohio Valley Opportunities, Inc., a nonprofit corporation organized under the laws of the State of Indiana (the “Corporation”).
- 1.2 The fiscal year shall begin on the first day of January and end at the close of business on the last day of December.
- 1.3 The principal office and place of business of the Corporation shall be located in the City of Madison, Indiana, unless the Board of Directors concludes that such office should be located elsewhere within the three-county area served by the Corporation (the “Region,” which encompasses Jefferson County, Jennings County, and Scott County, Indiana). County service offices may be maintained by the Corporation as needed.

## **ARTICLE II**

### **Purposes and Powers**

- 2.1 The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the “Code”), or corresponding provisions of any subsequent federal tax laws. Specifically, the Corporation’s purposes include:
  - (a) To foster, develop, assist with the development of, own, operate and/or manage housing for moderate, low-income and very low-income individuals and families within Jefferson County, Jennings County, and Scott County, Indiana, and to people from other counties whose needs the Corporation is willing and develops the financial capability to serve.
  - (b) To serve as a partner, member, or sponsor, or in another capacity, in another entity that is organized and operated for purposes substantially identical to those of the Corporation.
  - (c) To further the elimination of the causes of poverty in Jefferson County, Jennings County, and Scott County, Indiana, by making available opportunities for education, training, and development, including (but not limited to) those provided for by Public Law 88-452, as adopted by an Act of Congress dated August 20, 1964, and any corresponding provisions of subsequent legislation.
  - (d) To provide for the planning and development of programs that will: (i) promote economic development in a manner not inconsistent with the limitations set forth in Code section 501(c)(3); (ii) intervene at critical points in the causes of poverty; and (iii) enable families and individuals to become more self-sufficient, and to

provide ongoing research related to poverty and economic development that is not inconsistent with the limitations set forth in Code section 501(c)(3).

- (e) To assist in the coordination of community efforts focused on poverty and economic development that is not inconsistent with the limitations set forth in Code section 501(c)(3).
  - (f) In furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Indiana Nonprofit Corporation Act of 1991 (the “Act”), provided such business is not inconsistent with the Corporation being organized and operated exclusively for charitable and educational purposes.
- 2.2 The Corporation’s primary purpose is to help alleviate the problems suffered by individuals or families who are unemployed, underemployed, or generally underprivileged, particularly through their own involvement in finding solutions to their problems.
- 2.3 The Corporation is empowered to hold property, both real and otherwise, to enter into contracts, to pursue and receive any and all financial benefits, both private and public, for which it is eligible under the law, which would enhance its ability to attain the objectives of the Corporation.

## **ARTICLE III**

### **Board of Directors Meetings and Quorum**

- 3.1 Subject to the provisions of the Corporation’s Amended and Restated Articles of Incorporation (the “Articles”) and these Amended and Restated Bylaws (the “Bylaws”), the affairs of the Corporation shall be managed and controlled by, and under the supervision of, the Board of Directors.
- 3.2 The Board of Directors shall hold regular meetings at least six (6) times annually, pursuant to a schedule fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Board of Directors. Except as otherwise provided in these Bylaws, regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.
- 3.3 The Board of Directors shall hold an annual meeting at the regular June meeting of the Board of Directors (the “Annual Meeting”).
- 3.4 The business to be conducted by the Board of Directors at the Annual Meeting shall include:
- (a) Electing directors.

- (b) Reviewing the Corporation's annual report concerning program operation, evaluation, and plans, and the Corporation's statement of financial condition.
- (c) Holding a public hearing during which members of the public may offer opinions, comments, and suggestions concerning the functions and activities of the Corporation.

3.5 Notwithstanding Section 3.2 of this Article, the Board of Directors may hold special meetings for any lawful purpose upon not less than five (5) days' notice, as described in Section 3.6 of this Article, upon any call by the Chairperson, the Executive Director, or twenty percent (20%) or more of the members of the Board of Directors. A special meeting shall be held at such date, time, and place inside the State of Indiana or elsewhere as specified in the call of the meeting.

3.6 Written notice of the date, time, and place of each special meeting of the Board of Directors shall be delivered or mailed to each member of the Board of Directors so that such notice is effective at least five (5) days before the date of the meeting. Each notice shall include draft minutes of the previous meeting of the Board of Directors and an agenda for the upcoming meeting (the "Agenda").

Written notice (including notice by telefax and electronic mail, where applicable) shall be effective at the earliest of the following:

- (a) When received; or
- (b) On the date deposited, as evidenced by the postmark, if sent by United States mail.

Public notice shall be given pursuant to the requirements of the Indiana Open Door Law (currently codified at Indiana Code section 5-14-1.5, et seq.), and any corresponding provision of subsequent Indiana law.

3.7 The Agenda for all meetings of the Board of Directors shall include a roll call (with seating of new members and the establishment of a quorum), the reading and approval of the minutes of the preceding meeting, a Chairperson's report, an Executive Director's report, committee reports, and old and new business.

3.8 Eight directors in office, by teleconference, or by phone/conference call immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. Each director shall be entitled to one (1) vote on each matter coming before the Board of Directors; provided, however, that the Chairperson may vote only in case of a tie. Unless otherwise provided in these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Regular, attendance, either in person, through teleconference or by phone, at all meetings is expected. During a phone in, a director must have access to electronic communication in order to receive handouts and other information deemed pertinent. Should actions arise between regularly scheduled meetings, votes may either be casted electronically by the full Board or casted by the Executive Committee with review by the full Board at the next meeting.

- 3.9 Each director is selected to represent a specific geographic area within the Region and must reside in the area that he or she represents.
- 3.10 The Board of Directors shall maintain written minutes of each meeting, which shall include a record of votes on all motions. Draft minutes of the previous meeting shall be distributed to all directors before the subsequent meeting and shall be made available to the public upon request (including translations of such minutes for areas of the Region in which a significant portion of the low-income population does not speak English).
- 3.11 The Board of Directors may approve the reimbursement of transportation and child care expenses incurred by directors who meet the low-income criteria set forth below in Section 4.6(b)(iii) of Article IV in connection with their attendance at a meeting of the Board Directors. Such expenses shall be documented and submitted to the Executive Director by the director seeking reimbursement, and such expenses may be reimbursed if approved by the Board of Directors, subject to (a) the availability of funds within the Corporation that have not been allocated to the Corporation from governmental sources and (b) documentation of the director's actual attendance at the Board meeting. Expenses incurred any director in connection with the conduct of official business on behalf of the Corporation (other than in connection with attendance at Board meetings) may be reimbursed, subject to applicable state and federal law or regulation, upon approval by the Board of Directors.

## **ARTICLE IV**

### **Composition of Board and Removal, and Resignation of Directors**

- 4.1 The Board of Directors shall consist of fifteen (15) members unless otherwise specified by the Board of Directors. The Board shall endeavor to maintain approximately equal representation among the directors representing Jefferson, Jennings, and Scott Counties (i.e. approximately one-third of the directors residing in each such county). Each member of the Board of Directors must be a resident of the county that he or she represents. Moreover, there shall be Directors representing these three sectors: Low-Income, Public, and Private.

The Board of Directors shall reflect the following composition:

- (a) **Public Sector Directors**: One-third (1/3) of Directors shall be elected officials or individuals designated by such elected officials and approved by the Board of Directors (collectively, "Public Sector Directors").
- (b) **Low-Income Directors**: At least one-third (1/3) of the directors shall be representing low-income individuals residing or working in the Region (collectively, "Low-Income Sector Directors").
- (c) **Private Sector Directors**: Directors shall be representatives of the business, industry, labor, religious organizations, public service utilities, or other groups (collectively, "Private Sector Directors").

- 4.2 According to the composition requirements in the Head Start Act (42 USC 9837(c)(1)), the Board shall endeavor to ensure that at least one director has a background and expertise in fiscal management or accounting, at least one director has a background and expertise in early childhood education and development, and at least one director is a licensed attorney familiar with nonprofit governance issues. Notwithstanding the foregoing, if one or more such individuals are unavailable for Board service, the Board may engage one or more consultants (or other individuals) with relevant expertise to work with the Board.

Other directors shall reflect the Region's composition and include parents of children who are or were enrolled in Head Start programs, and the Board shall endeavor to seek and select such individuals who have expertise or experience in education, business administration, or community affairs.

- 4.3 No director shall: (i) have a financial interest in the Corporation or any business entity that transacts or seeks to transact business with the Corporation; or (ii) be an immediate family member of an employee of the Corporation or any business entity that transacts or seeks to transact business with the Corporation. The term "immediate family member" includes spouses, parents, grandparents, children, grandchildren, siblings, parents-in-law, siblings-in-law, and children-in-law, and includes such relatives who are adopted or step-family members.

Any director who is a federal employee is prohibited from serving in any capacity that would require him or her to act as an agent of or attorney for the Corporation in its dealings with any federal government departments or agencies.

- 4.4 Public Sector Directors by their discretion may designate a person who will serve in the best interest of the Region and will petition by letter to the Board of Directors that said designee be seated. A Public Sector Director shall serve for the duration of his or her term as an elected official (or, in the case of a Public Sector Director who is not an elected official, for the duration of the term of the elected official who designated him or her). Subject to the foregoing, a Public Sector Director may serve for three consecutive terms of office and any number of nonconsecutive terms.

- 4.5 Each Low-Income Sector Director and Private Sector Director shall serve for a term of three (3) years and until his or her successor is elected and qualified; provided, however, that the Board of Directors may prescribe that such term shall conclude on the date of a regular Board meeting that has been identified as an annual meeting. Low-Income Sector Directors and Private Sector Directors may serve for three consecutive terms and any number of nonconsecutive terms.

- 4.6 Members of the Board of Directors are representatives of a particular population and shall not act on behalf of the group or organization which they represent. Private Sector Directors and Low-Income Sector Directors shall be elected as follows:

- (a) Private Sector Directors: Any resident of the Region may declare his or her candidacy as a Private Sector Director by presenting a written petition, signed by forty (40) or more individuals who reside in the Region, to the Board of Directors. The Board of Directors shall consider such candidacy during its next regular meeting and shall determine whether to elect the candidate as a Private Sector Director.
- (b) Low-Income Sector Directors: The selection of Low-Income Sector Directors shall be done to fill vacancies as they may occur through elections in each county in the Region. Although a candidate for Low-Income Sector Director need not personally meet the low-income criteria set forth below, the candidate must be nominated and elected by low-income persons residing in the county to be represented. The election of low-income representatives will proceed as follows:
- (i) At least one week before the election, the Corporation will advertise the impending election and solicit applicants through available media.
  - (ii) Any resident of the Region may declare his intent to stand for election as a Low-Income Sector Director by filing a “Declaration of Candidacy” for the county in which he or she resides with the Board of Directors no later than a date prescribed and published by the Corporation.
  - (iii) All candidates who have filed such an intent shall be listed on a ballot prepared by the Corporation. Each person who votes for a Low-Income Sector Director must certify that his or her income does not exceed 125 percent of the federal poverty level specified by the United States Department of Health and Human Services and published in the current *Federal Register* (such level shall be calculated and described by the Corporation for the benefit of voters).
  - (iv) The candidates who receive the most votes shall be seated as Low-Income Sector Directors. Additional candidates may be designated as alternate Low-Income Sector Directors and shall be seated as Low-Income Sector Directors (in order of vote total) upon the resignation or removal of any Low-Income Sector Director.

The democratic selection process is not limited to an election process and may include:

- Election by ballots which are casted by agency clients and/or by other low-income people in the service area either at designated polling places in the service area, at satellite offices, or via internet.
- Vote at a community meeting of low-income individuals.
- Micro-democratic Selection Process – Designation of one or more community organizations composed predominately of and representing low-income individuals in the service area (Head Start Policy Council, etc.) to designate representatives to serve on the Board.

4.7 In the event that a community organization or representative group of the low-income, including but not limited to the minority low-income, the elderly low-income or the rural low-income, feel themselves inadequately represented on the Board, they may petition for adequate representation on the Board by following the procedure hereinafter set out. A low-income individual, community organization, or religious organization, or representative of low-income individuals that considers its organization, or low-income individuals, to be inadequately represented on the Board may submit a petition for

representation to the Chair who shall present the petition to the Directors at the next Board meeting. In the case of unincorporated organizations or interest, the petition must be signed by at least 25 individuals, unless the Chair determines that it is appropriate to waive this requirement in a particular case. The petitioning individual or organization shall be given an opportunity to be heard at a meeting of the Board, upon such reasonable terms as the Directors shall determine. A written statement of the Board's action on the petition shall be provided to the petitioning individual or group and a copy of the statement shall be sent to the appropriate government funding sources as required by law or procedure in effect from time to time. Should it decide to provide representation to the petitioning organization or interest, the Board shall take any actions necessary to provide that representation while ensuring that the Board's composition meets the requirements of the federal Community Services Block Grant Act and any other applicable laws or regulations.

- 4.8 A Public Sector Director may be removed only by the designating official who designated him or her. In the event that any of the conditions for removal described below in Section 4.8(a) or 4.8(b) of this Article are applicable to a Public Sector Director, the Board of Directors may recommend that the designating official remove the Public Sector Director and designate another Public Sector Director to fill the vacancy.
- 4.9 A Low-Income Sector Director or a Private Sector Director may be removed as follows:
- (a) Upon the affirmative votes of a majority of the directors then in office (upon a hearing at which the director in question shall be entitled to be fully heard and represented by counsel), with or without cause, including (but not limited to):
    - (i) disloyalty or any other actions indicating the lack of support for the Corporation's principles and policies; or
    - (ii) the issuance of orders or instructions to employees of the Corporation; or
  - (b) Upon his or her unexcused absence from three (3) Board meetings within a twelve-month period.
- 4.10 Any director may resign at any time by giving written notice of such resignation to the Board of Directors, the Chairperson, or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Board of Directors, the Chairperson, or the Secretary. The acceptance of a resignation shall not be necessary to make it effective. A director who ceases to meet the qualifications for service as a director, as specified in these Bylaws and by the Board from time to time, is deemed to have resigned as of the date he or she ceases to meet those qualifications.
- 4.11 Any vacancy on the Board of Directors created by the resignation or removal of an elected official who is a Public Sector Director shall be filled by the Board of Directors. Any vacancy on the Board of Directors created by the resignation or removal of a Public Sector Director designated by an elected official shall be filled by the elected official who designated him or her. Any vacancy on the Board of Directors created by the resignation or removal of a Low-Income Sector Director shall be filled by an alternate pursuant to the procedure described in these Bylaws. Any vacancy on the Board of Directors created by

the resignation or removal of a Private Sector Director may, but need not, be filled by the Board of Directors pursuant to the election procedure described in Section 4.6(a) of this Article. The Board of Directors shall fill all vacancies within ninety (90) days of the resignation or removal of a director.

- 4.12 Notwithstanding any other provision of these Bylaws, the Corporation shall comply in all respects with the Indiana Open Door Law (currently codified at Indiana Code section 5-14-1.5, et seq.), and any corresponding provision of subsequent Indiana law, in connection with all regular or special meetings of the Board of Directors.

## **ARTICLE V**

### **Officers**

- 5.1 The officers of the Corporation shall consist of a Chairperson, a Vice Chairperson, a Secretary/Treasurer, and such other officers as the Board of Directors may otherwise elect. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors and shall serve for two (2) years, or such other period as prescribed by the directors at the time of such election, and until the officer's successor is elected and qualified. Each officer must be a member of the Board of Directors.
- 5.2 The Chairperson shall preside at all meetings of the Board of Directors of the Corporation and the Executive Committee and shall be responsible for implementing policies established by the Board of Directors. The Chairperson shall perform such other duties as the Board of Directors may prescribe. The Chairperson shall serve ex-officio as a member of all committees of the Board of Directors except the Nominating Committee, if any. The Chairperson shall, on behalf of the Corporation, execute such notes, deeds, contracts, or other legal documents as the Board of Directors may direct. The Chairperson shall perform such other duties as the Board of Directors may prescribe.
- 5.3 The Vice Chairperson shall perform all the duties of the Chairperson in the absence of the Chairperson and, when so acting, shall have all of the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall also perform such other duties and have such other powers as the Board of Directors may determine from time to time. The Vice Chairperson shall be kept informed of all ordinary business of the Corporation.
- 5.4 The Secretary/Treasurer shall record the minutes of all meetings of the Board of Directors and the Executive Committee. The Board of Directors may request a recording secretary from the Corporation's staff to assist. All official records and minutes of the Corporation shall be kept in book or books and maintained in the principal office of the Corporation and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain the Corporation's Articles of Incorporation and Bylaws, as well as any amendments thereto, and the names and addresses of all current



directors of the Corporation. In addition, he/she shall serve on the Finance Committee. He/she shall monitor the Corporation's revenue and expenditures, and shall countersign checks together with the signature of the Executive Director. The Chairperson also has signatory authority for the organization to countersign checks. The Secretary/Treasurer shall perform the duties usual to the positions of the Secretary and Treasurer and such other duties as the Board of Directors or the Chairperson may prescribe.

- 5.6 The duties and powers of other officers shall be established from time to time by resolution of the Board of Directors.
- 5.7 Any vacancy in any officer shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated and until his or her successor is elected and qualified.
- 5.8 Any officer may be removed by the Board of Directors at any time, with or without cause, by the affirmative vote of a majority of the directors then in office. A removed officer shall remain a member of the Board of Directors unless he or she is removed as a director as provided in these Bylaws.

## **ARTICLE VI**

### **Committees**

- 6.1 There shall be an Executive Committee, which shall comprise the elected officers of the Corporation. The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. Without limiting the foregoing, the Executive Committee shall have the following duties, among others:
  - (a) To give preliminary study and consideration to proposed programs and projects within the scope of the Corporation's mission and report on such proposals to the Board of Directors;
  - (b) To develop annual plans, priorities, and objectives for consideration by the Board of Directors;
  - (c) To monitor the Corporation's progress in achieving goals and objectives; and
  - (d) To evaluate the Corporation's operational effectiveness.

The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

- 6.2 There shall be a Finance Committee, which shall have the following duties, among others:
  - (a) To analyze bids for auditing and tax services;
  - (b) To identify community resources that can assist, directly or indirectly, in achieving goals and objectives identified by the Board of Directors;

- (c) To monitor the Corporation's financial transactions, ensure that budgets are followed, and report thereon at regular Board meetings; and
- (d) To oversee Corporation assets, including inventories and liabilities, and to ensure that the Corporation is following recognized best practices of financial administration.

The Finance Committee may, upon resolution of the Board of Directors, serve as the audit committee of the Corporation. The Treasurer of the Corporation shall serve as a member of the Finance Committee.

- 6.3 There shall be a Personnel Committee, which shall have the following duties, among others:
- (a) To serve as a personnel appeals body to hear and consider employee grievances;
  - (b) To evaluate the Executive Director annually and to make recommendations to the Board concerning annual salary adjustments for the Executive Director;
  - (c) To review changes in the Corporation's personnel policies and make recommendations to the Board regarding the same; and
  - (d) To review and recommend changes to job descriptions and wage structures for Corporation employees, and to make recommendations to the Board of Directors for the approval of such changes.
- 6.4 There shall be a Governance Committee, which shall have the following duties, among others:
- (a) To maintain a tri-partite Board that is in compliance with agency Bylaws, Head Start regulations, and Indiana law governing Community Action Agencies.
  - (b) To ensure one-third representation from public, private, and low-income sectors.
  - (c) To ensure that low-income representatives are democratically elected to the Board.
  - (d) To ensure that the number of Directors is consistent with Bylaws and other regulations.
  - (e) To guarantee that Conflict of Interest statements are signed by all Directors annually and/or upon appointment/election to the Board.
  - (f) To ensure that Directors adhere to the Attendance Policy.
  - (g) To maintain Board structure and function to meet regulatory requirements and ensure that knowledgeable and involved Directors are well trained in carrying out governance responsibilities.
  - (h) To Review Bylaws, Articles of Incorporation, and Board structure annually.
  - (i) To ensure Policy Council and low-income community has maximum feasible participation and stake in the community and that Board actions reflect the adoption and support of issues identified by low-income Board members, advisory groups, Policy Council, and the at-large community.
  - (j) To identify and target key external community stakeholders and constituents.
  - (k) To develop policies and procedures to understand and learn from customers and stakeholders.

- 6.5 The Board of Directors may establish other committees to accomplish the goals and execute the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not, be members of the Board of Directors. The members and the chair of each such committee shall be appointed by the Chairperson, subject to the approval of the Board of Directors. The Board of Directors may specify the number of members to serve on each such committee. The Chairperson shall serve as a member of each such committee; provided, however, that the Chairperson may not serve as a member of any nominating committee established by the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

## **ARTICLE V**

### **Officers**

- 5.1 The officers of the Corporation shall consist of a Chairperson, a Vice Chairperson, a Secretary/Treasurer, and such other officers as the Board of Directors may otherwise elect. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors and shall serve for two (2) years, or such other period as prescribed by the directors at the time of such election, and until the officer's successor is elected and qualified. Each officer must be a member of the Board of Directors.
- 5.2 The Chairperson shall preside at all meetings of the Board of Directors of the Corporation and the Executive Committee and shall be responsible for implementing policies established by the Board of Directors. The Chairperson shall perform such other duties as the Board of Directors may prescribe. The Chairperson shall serve ex-officio as a member of all committees of the Board of Directors except the Nominating Committee, if any. The Chairperson shall, on behalf of the Corporation, execute such notes, deeds, contracts, or other legal documents as the Board of Directors may direct. The Chairperson shall perform such other duties as the Board of Directors may prescribe.
- 5.3 The Vice Chairperson shall perform all the duties of the Chairperson in the absence of the Chairperson and, when so acting, shall have all of the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall also perform such other duties and have such other powers as the Board of Directors may determine from time to time. The Vice Chairperson shall be kept informed of all ordinary business of the Corporation.
- 5.4 The Secretary/Treasurer shall record the minutes of all meetings of the Board of Directors and the Executive Committee. The Board of Directors may request a recording secretary from the Corporation's staff to assist. All official records and minutes of the Corporation shall be kept in book or books and maintained in the principal office of the

Corporation and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain the Corporation's Articles of Incorporation and Bylaws, as well as any amendments thereto, and the names and addresses of all current directors of the Corporation. In addition, he/she shall serve on the Finance Committee. He/she shall monitor the Corporation's revenue and expenditures, and shall countersign checks together with the signature of the Executive Director. The Secretary/Treasurer shall perform the duties usual to the positions of the Secretary and Treasurer and such other duties as the Board of Directors or the Chairperson may prescribe.

- 5.6 The duties and powers of other officers shall be established from time to time by resolution of the Board of Directors.
- 5.7 Any vacancy in any officer shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated and until his or her successor is elected and qualified.
- 5.8 Any officer may be removed by the Board of Directors at any time, with or without cause, by the affirmative vote of a majority of the directors then in office. A removed officer shall remain a member of the Board of Directors unless he or she is removed as a director as provided in Article IV, Section 4.7, of these Bylaws.

## **ARTICLE VI**

### **Committees**

- 6.1 There shall be an Executive Committee, which shall comprise the elected officers of the Corporation. The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. Without limiting the foregoing, the Executive Committee shall have the following duties, among others:
  - (a) To give preliminary study and consideration to proposed programs and projects within the scope of the Corporation's mission and report on such proposals to the Board of Directors;
  - (b) To develop annual plans, priorities, and objectives for consideration by the Board of Directors;
  - (c) To monitor the Corporation's progress in achieving goals and objectives; and
  - (d) To evaluate the Corporation's operational effectiveness.

The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

- 6.2 There shall be a Finance Committee, which shall have the following duties, among others:

- (a) To serve, with the Personnel and Grievance Committee, as a personnel appeals body to hear and consider employee grievances;
- (b) To identify community resources that can assist, directly or indirectly, in achieving goals and objectives identified by the Board of Directors;
- (c) To monitor the Corporation's financial transactions, ensure that budgets are followed, and report thereon at regular Board meetings; and
- (d) To oversee Corporation assets, including inventories and liabilities, and to ensure that the Corporation is following recognized best practices of financial administration.

The Finance Committee may, upon resolution of the Board of Directors, serve as the audit committee of the Corporation. The Treasurer of the Corporation shall serve as a member of the Finance Committee.

- 6.3 There shall be a Personnel and Grievance Committee, which shall have the following duties, among others:
- (a) To serve, with the Finance Committee, as a personnel appeals body to hear and consider employee grievances;
  - (b) To evaluate the Executive Director annually and to make recommendations to the Board concerning annual salary adjustments for the Executive Director;
  - (c) To review changes in the Corporation's personnel policies and make recommendations to the Board regarding the same; and
  - (d) To review and recommend changes to job descriptions and wage structures for Corporation employees, and to make recommendations to the Board of Directors for the approval of such changes.
- 6.4 There shall be a Governance Committee, which shall have the following duties, among others:
- (a) To maintain a tri-partite Board that is in compliance with agency Bylaws, Head Start regulations, and Indiana law governing Community Action Agencies.
  - (b) To ensure one-third representation from public, private, and low-income sectors.
  - (c) To ensure that low-income representatives are democratically elected to the Board.
  - (d) To ensure that the number of Directors is consistent with Bylaws and other regulations.
  - (e) To guarantee that Conflict of Interest statements are signed by all Directors annually and/or upon appointment/election to the Board.
  - (f) To ensure that Directors adhere to the Attendance Policy.
  - (g) To maintain Board structure and function to meet regulatory requirements and ensure that knowledgeable and involved Directors are well trained in carrying out governance responsibilities.
  - (h) To Review Bylaws, Articles of Incorporation, and Board structure annually.
  - (i) To ensure Policy Council and low-income community has maximum feasible participation and stake in the community and that Board actions reflect the adoption and support of issues identified by low-income Board members, advisory groups, Policy Council, and the at-large community.

- (j) To identify and target key external community stakeholders and constituents.
- (k) To develop policies and procedures to understand and learn from customers and stakeholders.

6.5 The Board of Directors may establish other committees to accomplish the goals and execute the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not, be members of the Board of Directors. The members and the chair of each such committee shall be appointed by the Chairperson, subject to the approval of the Board of Directors. The Board of Directors may specify the number of members to serve on each such committee. The Chairperson shall serve as a member of each such committee; provided, however, that the Chairperson may not serve as a member of any nominating committee established by the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

## **ARTICLE VII**

### **Staff**

- 7.1 The Board of Directors shall employ an Executive Director who shall be the chief executive officer of the Corporation. The Executive Director shall be selected on the basis of his or her professional qualifications and he or she shall serve at the pleasure of the Board of Directors. The Executive Director shall: (i) manage day-to-day affairs of the Corporation; (ii) implement goals and policies established by the Board; and (iii) report on and advise the Board and its committees concerning the affairs and activities of the Corporation. The Executive Director shall be empowered to hire, supervise, and terminate the Corporation's other employees in accordance with personnel policies established by the Board. In addition, the Executive Director shall perform such other duties and have such other powers as the Board may determine from time to time. The Board shall evaluate the Executive Director and set his or her compensation on an annual basis. The Executive Director may (and where required by the Board or one of its committees, shall) attend meetings of the Board and its committees unless excluded by a majority vote of the Board or committee at a meeting at which a quorum is present or by a policy established by the Board. The Board may remove the Executive Director at any time with or without cause. Removal without cause shall be without prejudice to the Executive Director's contract rights, if any, and the appointment of the Executive Director shall not itself create contract rights.
- 7.2 Except for the purpose of inquiry by the Board of Directors, neither the Board of Directors nor the individual members thereof shall issue an order or instruction to any staff member of the Corporation. Violation of this section shall be reported to the Board of Directors for determination and the violator shall be subject to removal from Board of Directors.

- 7.3 No member of the Board of Directors shall be considered for employment with the Corporation until his or her resignation has been accepted by the Board of Directors and been in effect for thirty (30) days.

## **ARTICLE VIII**

### **Indemnification**

- 8.1 To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto or (b) if not wholly successful, then if such person is determined (as provided in Section 8.3 of this Article VIII) to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation), and, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was unlawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding by judgment, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere (no contest) or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VIII.
- 8.2 Definitions:
- (a) As used in this Article VIII, the phrase "claim, action, suit or proceeding" shall include any threatened or completed civil, criminal, administrative, or investigative action, suit, or proceeding and all appeals thereof (whether brought by or on behalf of the Corporation, any other corporation, or otherwise), whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:
    - (i) By reason of his or her having been a director, officer, employee, or agent of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or
    - (ii) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or
    - (iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.
  - (b) As used in this Article VIII, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments,

finances, or penalties against, and amounts paid in settlement by or on behalf of, a person.

- (c) As used in this Article VIII, the term “wholly successful” shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity provided in this Article VIII, of a settlement of any action, suit or proceeding, or (iii) the expiration of a reasonable time after the making of any claim of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.
- 8.3 Every person claiming indemnification under this Article VIII (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification if (a) special independent legal counsel, which may be regular counsel of the Corporation or any other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in Section 8.1 of this Article VIII and (b) the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions that the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee’s findings that is within the possession or control of the Corporation.
- 8.4 The right of indemnification provided in this Article VIII shall be in addition to any rights to which any person may otherwise be entitled.
- 8.5 Irrespective of the provisions of this Article VIII, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.
- 8.6 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.
- 8.7 The Board of Directors is authorized and empowered to purchase insurance covering the Corporation’s liabilities and obligations under this Article VIII and insurance protecting the Corporation’s directors, officers, employees, agents, or other persons. Unless otherwise specified by the Board of Directors, at all times the Board shall maintain such insurance with coverage of at least \$1,000,000 (per occurrence and aggregate).



## **ARTICLE IX**

### **Conflicts of Interest**

- 9.1 **General Statement and Procedures.** It is the policy of the Corporation and its Board of Directors that the Corporation's directors, officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Corporation's directors, officers, and employees shall have the continuing, affirming duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation. This policy shall be further subject to the following principles:
- (a) Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Corporation.
  - (b) Directors, officers, and employees of the Corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors relating to their positions with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.
  - (c) If a director, or a director's immediate family member (the term "immediate family member" includes spouses, parents, grandparents, children, grandchildren, siblings, parents-in-law, siblings-in-law, and children-in-law, and includes such relatives who are adopted or step-family members), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.
  - (d) Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.
  - (e) The Board of Directors may require the Corporation's directors, officers, or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a director, officer, or employee of any other nonprofit organization. The Board of Directors shall be responsible for oversight of all

- disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.
- (f) Directors who are federal employees shall be prohibited from serving the Corporation in any capacity that would require them to act as an agent of, or attorney for, the Corporation in its dealings with any departments or agencies of federal government.
  - (g) Directors of the Corporation:
    - (i) shall not have a financial interest with the Corporation or its delegate agencies;
    - (ii) shall not receive compensation for serving as Directors or providing services to the Corporation
    - (iii) shall not be employed, nor shall their immediate family members be employed, by the Corporation or its delegate agencies; and
    - (iv) shall operate as an entity independent of staff employed by the Corporation.
  - (h) No individual who has served as a director of the Corporation within the past thirty (30) days may be employed by the Corporation.

9.2 Validity of Actions. The failure of the Corporation, its Boards of Directors, or any or all of its directors, officers, or employees to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

## **ARTICLE X**

### **Amendments**

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors of the Corporation; provided, however, that (a) written notice of any proposed change in the Bylaws must be given to each member of the Board of Directors so that such notice is effective at least fourteen (14) days prior to the meetings at which such change shall be considered; and (b) any alteration, amendment, or repeal of the Bylaws shall require the approval of a majority of the directors then in office.

## **ARTICLE XI**

### **Meetings**

- 11.1 All meetings of the Board of Directors and the Executive Committee shall be held in accordance with “Robert’s Rules of Order,” latest edition.
- 11.2 The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a meeting by or (b) conduct a meeting through the use of any means of communication by which all directors or committee members may

simultaneously hear each other during the meeting. A director or committee member participating in a meeting by such means shall be considered present in person at the meeting. Notwithstanding the foregoing, members of the public attending a meeting also must be able to hear all persons participating in the meeting.

The Amended and Restated Bylaws were adopted on \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Secretary