

**BYLAWS of the
NORTHWEST INDIANA WORKFORCE BOARD, INC.**

ARTICLE I – PURPOSE

The Northwest Indiana Workforce Board, Inc., a corporate board, hereafter referred to as the “workforce board”, operates under the Workforce Innovation and Opportunity Act of 2014 (WIOA), hereafter referred to as “the Act”, and Indiana’s implementing laws, regulations, and policies, and any subsequent amendments to or replacements thereof. Specifically, the workforce board will:

- a. Strategically plan and develop policy for workforce development, and
- b. Oversee the workforce development system, and
- c. Develop and allocate resources for workforce development, and
- d. Participate in related economic development activities

for the benefit of the residents and businesses of its local workforce service area consisting of Jasper, Lake, LaPorte, Newton, Porter, Pulaski, and Starke Counties, hereafter referred to as “Region One”, as required or permitted by the Act and Indiana’s laws, regulations, and policies, and any amendments or substitutions thereof.

ARTICLE II - LOCATION

The workforce board shall maintain its office within one of the counties of Region One.

ARTICLE III – MEMBERSHIP

1. Qualifications

- a. Voting members: Voting members of the workforce board are leaders nominated by business, economic development, education, labor, and community/faith-based organizations who have optimum policy-making or hiring authority within the organization, agency or entity they represent and are appointed by the Chief Local Elected Officials of Region One pursuant to applicable federal and state law, regulations, or policies.
- b. There shall be no more than one member from the same organization, agency, or entity with less than 1000 employees.
- c. At least 51% of the members shall be from business. In order to meet all membership requirements, a single workforce investment board member may fulfill more than one required seat.
- d. Non-voting members: The Chief Regional Elected Official for Region One shall be an ex-officio, non-voting member of the workforce board.

2. Terms

1. All Directors shall be appointed for a three (3) year term with an option to renew said membership by a recommendation by the Executive Committee and approval by the full Board.

3. Removal

- a. The workforce board by majority vote may remove any workforce board WIB member for cause.
- b. Cause shall include but not be limited to:
 - i. Failure to comply with any workforce board attendance or conflict of interest policy;
 - ii. Failure to maintain the special qualifications which were the basis of the member’s initial appointment to the workforce board;
 - iii. Any act or acts considered by the workforce board to be detrimental to the workforce board.
- c. Written notice and an opportunity to be heard shall be provided to any member prior to consideration of removal from the workforce board.
- d. Recommendations for removal for cause must be submitted to the workforce board Executive Committee for approval before submission to the workforce board.

4. Resignation

Resignation from the workforce board shall be by written notification to the Secretary and shall be effective upon receipt.

5. Vacancies

In the event of a vacancy on the workforce board, a replacement shall be selected by the Chief Local Elected Officials from nominations received pursuant to Subsection 1 of this Article. All vacancies shall be filled within ninety (90) days and the vacancy and replacement reported to the Indiana Division of Workforce Development.

6. Proxies

- a. A member may designate a representative of the workforce board to serve as proxy at any regular or special meeting that he or she cannot attend. Any member wishing to do so must submit the name of the designee in writing before the meeting.
 - i. Each written proxy shall be valid for one meeting only. Written proxy without physical representation by another workforce board member is not allowed.
 - ii. Each proxy may act for one workforce board member only.
 - iii. Presence by proxy does not satisfy the workforce board attendance policy.

ARTICLE IV – MEETINGS

1. All meetings of the workforce board and its subcommittees will be open to the public and notice given pursuant to applicable Open Door laws.

2. Regular Meetings

- a. The workforce board shall meet no less than four times a year. The time and location of the meetings shall be set by the chairperson. Meetings shall include teleconference convenience for members unable to attend in person.
- b. The workforce board may by resolution schedule additional regular workforce board meetings without notice other than said resolution.

3. Special Meetings

The Chairperson, the Executive Committee, or any three workforce board members may call a special meeting of the workforce board and may fix the time and place of such special meeting. Teleconference convenience for members unable to attend in person shall be included.

- a. Written notice of a special meeting and the purpose for which it is called shall be served upon the other members of the workforce board by the Chairperson or members calling the meeting by mail at least seven (7) days prior to the convening of such meetings.
- b. Service of notice of a special meeting may be waived by the members if approved by a majority of the workforce board.
- c. Notice shall be deemed given as of the day after being deposited in the mail with sufficient first-class postage affixed, or electronically transmitted by email or fax.

4. Notice of Meetings

Attendance of a workforce board member at any meeting shall constitute a waiver of notice of the meeting except where the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise required by the Act, the Articles of Incorporation or these Bylaws, neither the business to be transacted at nor the purpose of any meeting of the workforce board need be specified in the notice of waiver of such notice of such meeting.

5. Waiver of Notice

- a. The transactions of any meeting of the workforce board, however called and noticed or wherever held, shall be as valid as though a meeting had been duly held after regular call and notice, if a

quorum is present and if, either before or after the meeting, a written or electronic waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by:

- i. Each member not present at the meeting; and (2) Each member present at the meeting who objected at the meeting to the transaction of any business because the meeting was not lawfully called or convened.
- ii. All such waivers shall be filed with and made a part of the minutes of the meeting.

6. Form of Notices

Unless otherwise specified in these Bylaws, "written notice" of any regular or special board or committee meeting, or of any proposed action to be considered at such meetings or required of a member, may be made by email or other electronic notice to the email address provided to the secretary by a member. It shall be the member's responsibility to inform the Secretary of any change to email or other contact information.

7. Action Without Meeting

Any action which may be taken at a meeting of the workforce board may be taken without a meeting if all the members shall consent in writing or electronically to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the workforce board.

8. Quorum

A majority of the members in good standing and entitled to vote shall constitute a quorum for the purpose of conducting business.

9. Action

Unless otherwise specified in these By-Laws, passage of actions shall require a majority of the members participating in person, by teleconference, or by proxy and voting.

10. Conduct of Meeting: The Chairperson of the workforce board or, in the absence of the Chair, the Vice Chair or a chairperson chosen by a majority of the members present, shall act as chairperson at any meeting of the workforce board. The Secretary, or in the absence of the Secretary, any person appointed by the Chairperson of the meeting shall act as secretary of the meeting.

ARTICLE V – DIRECTORS

1. Qualifications

The Board of Directors shall consist of and be the same as the members.

2. Compensation

No Director shall receive compensation for services as a Director but Directors may receive reimbursement of reasonable expenses incurred in connection with meetings of the Board of Directors or in otherwise fulfilling their duties as Directors.

3. Indemnification

The Corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation of any and all its directors or former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors of the corporation, except in relation to matters as to which such director shall be adjudicated in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE VI – OFFICERS

1. Officers

The officers of the board shall consist of chair, vice-chair, secretary, and treasurer.

2. Election

Officers shall be elected annually from the members of the workforce board at a regular board meeting to be held before the last day of June.

3. Term of Office

Officers shall serve for one year beginning July 1 and ending June 30 or until the officer's successor is duly elected and qualified, or until the officer's death, resignation, or removal as provided by these By-Laws. Officers shall be limited to two consecutive, full one- year terms in that office. Initial election to complete a partial term shall not constitute a full term in that office.

4. Resignation

Any officer may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

5. Removal

Any officer may be removed from office by the action of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

6. Vacancies

In the event any office is vacant, the office shall be filled for the unexpired portion of the term at any meeting by a majority vote of the Directors then in office.

7. The Chair

The Chair of the Corporation shall have and exercise all powers and responsibilities of the Chair set forth in these Bylaws and in the Act and any successor provisions thereto now or hereafter enacted or amended.

- a. The Chair may sign, with the Secretary or any other officer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other documents or instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board 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;
- b. The Chair shall preside at all meetings of the Board of Directors;
- c. The Chair shall also perform such other duties as may be prescribed by the Board of Directors.

8. The Vice Chair

The Vice-Chair shall act as Chair in the absence of the Chair, and, when so acting, shall have the power and authority of the Chair. The Vice-Chair shall also perform such other duties as may be prescribed by the Board of Directors.

9. The Secretary

The Secretary shall send or have sent appropriate notices of meetings, prepare or have prepared minutes of all meetings of the workforce board /Board of Directors, and shall act as custodian of all records and reports. The Secretary shall also perform such other duties as may be prescribed by the Board of Directors.

10. The Treasurer

The Treasurer shall oversee the financial records of the workforce board and funds received and disbursed and shall make regular reports to the Board. The Treasurer shall also perform such other duties as may be prescribed by the Board of Directors.

11. Indemnification

The Corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation of any and all of its officers or former officers as described in Article IV, Section 3 of these Bylaws.

ARTICLE VII - EXECUTIVE COMMITTEE

1. There shall be an Executive Committee that shall consist of the Officers, the past-Chair, and the Chairs of any Standing Committees.
2. During the intervals between meetings of the Board, the Executive Committee shall have and exercise such authority as specifically given to it by resolution of the Board of Directors except the authority to:
 - a. Amend the Articles of Incorporation or the Bylaws;
 - b. Adopt an agreement of plan or merger or consolidation;
 - c. Propose a special corporate transaction involving sale or disposition of the assets of the Corporation; or
 - d. Recommend to the members dissolution of the Corporation.

ARTICLE VIII – OTHER COMMITTEES

1. Youth Committee

The Youth Committee, as prescribed in the Act, will assist with planning, operations, and other issues relating to the provision of services to youth. The Committee which shall include community-based organizations with a demonstrated record of success in serving eligible youth and shall be called the Youth Employment Council.

2. Other

Other standing or ad hoc committees, task forces, etc., not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Except as otherwise provided in such resolution, members of each committee shall not be required to be members of the Board of Directors.

- a. Any member of such committee may be removed by the Board whenever in its judgment the best interests of the Corporation shall be served by such removal.
- b. Committees created by action of the Board from time to time shall operate under such rules and directives as may be established by the Board.
- c. Committee Chairpersons the Chairpersons of all standing committees must be members of the Board of Directors and shall be appointed by the Board chair.

4. Committee Meetings

- a. Committees shall meet at the call of the chair to conduct their business. Committees may meet in person at such places as determined by the chair and shall include teleconference convenience for members unable to attend in person.
- b. Committee Minutes: Minutes must be kept of all committee meetings and must include the date, time and place of the meeting, committee members present or absent, and the general substance of all matters proposed, discussed or decided, along with a record of all votes taken.

ARTICLE IX – CONTRACTS, GIFTS, AND FINANCIAL PROCEDURES

1. Contracts:

The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract 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.

2. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purpose or for any special purpose of the Corporation.

4. Financial Procedures

The Board shall establish policies for the handling of its financial affairs including, but not limited to, the depositing of all funds of the Corporation and signing of all checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation

ARTICLE X - MEMBER CONFLICTS OF INTEREST

1. Definitions. For purposes of this Article:

a. A “conflict of interest” exists between the Board and a member with respect to a contract, transaction, or other matter if the contract, transaction or other matter is between the Board and

- i. The member, or
- ii. Any corporation, partnership, firm, association, or the entity, employee, or director receiving compensation other than per diem or expenses; or
- iii. Any corporation, partnership, firm, association, or other entity in which the member is financially interested.
- iv. A member is “financially interested” in a corporation, partnership, firm, association, or other entity if:
- v. The member owns any legal or beneficial interest in the corporation, partnership, firm, association, or other entity, or
- vi. The member would directly benefit financially from a contract, transaction, or other matter between the Board and the corporation, partnership, firm, association or other entity, or
- vii. The member knows that any of the following family members of the member receives compensation other than per diem or expenses as an officer, director, partner, or other principal of the corporation, partnership, firm, association, or other entity: (i) spouse, (ii) parent, (iii) child, (iv) sibling, (v) grandparent, (vi) grandchild, (vii) sibling of a spouse, or (viii) spouse of any person listed in section (i) through (vii)); provided, however, that a member is not financially interested if the legal or beneficial interest described in subsection (a) above (i) consists of securities publicly traded on a national or regional securities exchange and the member’s ownership interest does not exceed five percent (5%) of those securities outstanding, or (ii) is a time or demand deposit in a financial institution or insurance policy.

2. The following shall apply to both voting and non-voting board members:

a. Disclosure of Conflict of Interest;

i. Annual

Upon becoming a member and thereafter at the first meeting of the board each fiscal year, each member shall file with the secretary of the Board a written statement of disclosure of the economic interests of the member and the member’s spouse. Such statements must include, at a minimum, the member’s

1. Current position(s) of employment.
2. Current position(s) as a member, paid director, officer or agent of a corporation or similar entity for which compensation other than per diem or expenses is received.
3. Financial interests that are defined in the bylaws as potential sources of conflict of interest, and
4. For each entity listed under items a, b, or c, a listing of any benefits or services that such entity has provided to the Board for any of its programs for a fee or any benefits or services that the Board has provided to such entity for a fee within the last five (5) fiscal years;

5. Similar information concerning the Board member's spouse and immediate family members if the economic interests of such spouse and/or immediate family could present a potential conflict of interest issue; and
 6. Such additional information as the Board may require.
- b. All statements filed with the secretary shall be available for inspection by any person during regular hours at the Board's administrative offices. The secretary may provide copies of all such statements to the executive director of the Indiana Department of Employment and Training Services.
 - c. Each board member is responsible for determining whether any potential, actual, or the appearance of conflict of interest exists or arises during his/her service on the board and shall promptly disclose any actual, potential or appearance of conflict of interest the member may have with respect to any contract, transaction, or other matter to be considered by the Board, the Executive Committee, key staff or any other committee of the Board or any officer of the Board. Such disclosure shall be made to the Board members, the Chairperson, the officer key staff and any committee considering the matter. The member shall disclose the actual, potential, or appearance of conflict of interest as soon as it is discovered and, to the extent possible, before the agenda for a meeting involving the matter at issue is prepared.
 - i. Upon such advance disclosure the conflict shall be briefly noted on the agenda.
 - ii. If a member determines during a meeting that an actual, potential or appearance of conflict of interest exists, the member must orally declare such conflict of interest, such declaration must be clearly noted in minutes, and such member must excuse him/herself from the remainder of the discussion and the voting and leave the room during the remainder of such discussion and vote.
 - iii. No final action shall be taken on a matter if an actual conflict exists that was not included on the potential agenda for a meeting, unless such action is approved by three-fourths of those members present (at least 51% of whom must be from the business sector).
 - d. Disqualification and Prohibited Transactions:
 - i. Any member with a conflict of interest regarding any matter is prohibited from discussion and voting on that matter and, after disclosure of the conflict of interest, shall leave the room when the matter is brought up for discussion or other consideration.
 - ii. Any board member (or specific entity represented by that member) who significantly participates in a board discussion or decision relating to specific terms of a contract, the determination of specific standards for performance of a contract, the development of Invitations for Bid (IFB) or Request for Proposals (RFP) or other such bid processes leading to a contract, or any similar discussions or decisions is prohibited from receiving any direct financial benefit from any resulting contract. In addition, no corporation, partnership, firm, association, or other entity shall receive the contract if it would create a conflict of interest for the board member who significantly participated in the manner described above.
 - iii. Any board member, including One-Stop partner, who significantly participates in the development of contract specifications, is prohibited from bidding on those contracts or supervising staff that are paid from funding awarded under such contracts.
 - iv. Board members who are also One-Stop partners should not serve on any committees that deal with oversight of the One-Stop system or allocation of resources that would potentially be allocated to that member's program.
 - e. When a contract or purchase is made by the board involving its own member or an entity with which the board member is associated, the board must establish and document to the reasonable satisfaction of the Indiana Department of Workforce Development 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 to the workforce board.
- f. Technical assistance to coordinate compliance with the above conflict of interest standard and assistance in answering questions and avoiding potential problems shall be sought by the Board, when needed, from the Indiana Department of Workforce Development.
 - g. No Limitation. The provisions of this Article are supplemental to and not in limitation of Indiana code 23-1-1.1-61 or any corresponding provision of any applicable corporation law.

ARTICLE XI – PARLIAMENTARY PROCEDURE

Except as otherwise provided in these By-Laws, parliamentary procedures as laid out in Roberts Rules of Order, Newly Revised shall be followed in all regularly scheduled and special meetings of the Board and any standing or ad hoc committees of the Board.

XII – FISCAL YEAR

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

ARTICLE XIII– NON-DISCRIMINATION

The services and activities of this Corporation shall at all times be conducted on a non-discriminatory basis without regard to color, national origin, sex, religious preference or creed, age, or physical impairment or handicap.

ARTICLE XIV - DISSOLUTION

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and its Articles of Incorporation, and no part of said funds shall inure or be distributed to the members of the Corporation. On dissolution of the Corporation, any funds or other assets remaining shall be distributed to one or more regularly organized and qualified tax exempt charitable, educational, scientific, or philanthropic organizations with a comparable mission, to be selected by the Board of Directors.

ARTICLE XV – AMENDMENT

The Bylaws of this Corporation may be amended or repealed by the action of a majority of the directors present at a meeting in which there is a quorum present, provided that written notice of the proposed amendment or repeal is provided to the directors at least thirty (30) days in advance of said meeting or waivers of notice are obtained pursuant to Article IV, Section 5 of these Bylaws.