

Attachment 12

South Central Region 8 Workforce Board, Inc.

By-Laws

**CODE OF BY-LAWS
OF
SOUTH CENTRAL REGION 8 WORKFORCE BOARD, INC.**

ARTICLE I
NAME

Section 1.1. Name. The name of this Corporation shall be SOUTH CENTRAL REGION 8 WORKFORCE BOARD, INC. (hereinafter referred to as "Corporation").

ARTICLE II
PURPOSES

Section 2.1. Purposes. The Corporation is a public benefit corporation, organized exclusively for the purpose of providing policy guidance for and to review, evaluate and/or monitor the activities of the WorkOne system under the Workforce Investment Act and all other federal, state or local funded programs under the auspices of the regional workforce board, in order to create a workforce system to integrate all public workforce resources in the eight (8) county region into an easily accessible system to benefit Hoosier families and regional economies. The Board will serve as the Workforce Investment Board for Region 8. The goal of the Board shall be to have effective planning, implementation, and oversight of training and employment programs in the Indiana counties of Owen, Monroe, Brown, Greene, Daviess, Martin, Lawrence and Orange. In order to reach this goal, it is necessary for the Board's activities to include the following:

To assist individuals in the Region individually and collectively to learn or upgrade job skills in order to obtain and retain productive employment.

To 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 education and employment and training resources.

To maximize these services and resources in the area and in the state to facilitate the maximum number of placements of individuals into unsubsidized employment.

To maintain an effective partnership with the local elected officials in the planning, implementation, and evaluation of the Workforce Investment Act and other appropriate legislation.

Said organization is organized exclusively for charitable, religious, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, or by an organization to which contributions are deductible under Section 170 (c)(2) of the Code.

Upon dissolution of the organization, the officers shall, after paying or making provision for the payment of all the liabilities of the association, dispose of the remaining assets of the organization to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which at the time qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE III MEMBERS

Section 3.1. Members. The Corporation shall not have members.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. General Powers. The control and management of the affairs of the Corporation shall be vested in its Board of Directors.

Section 4.2. Number and Tenure. The directors appointed from the private sector shall serve a term of three (3) years and the directors appointed from the public sector shall serve a term of two (2) years. A Board member who meets the membership requirements for more than one representative position may be appointed to fulfill the requirements of each position for which the member is qualified. The maximum size of the Board shall be 37 members, unless an increased size is approved by the Board of Directors and the Local Elected Officials.

Each Director shall hold office for the term prescribed above or until his or her successor shall have been designated and qualified. Each Director shall be eligible for re-appointment.

Section 4.3. Appointment of Directors. All appointments and reappointments to the Board shall be approved by the Chief Elected Official. Individuals to be considered for

appointment shall be nominated in accordance with the Workforce Investment Act of 1998 (WIA), and all relevant State laws and policy including the Indiana Strategic Two-Year Plan for Title I of the Workforce Investment Act of 1998 and the Wagner-Peyser Act. Appointments of individuals to serve as Directors will be in accordance with the representation requirements set forth in the Workforce Investment Act and State of Indiana policy.

Section 4.4. Resignation. A Director may resign by delivering written notice to the Board of Directors, the Chairperson, or the secretary of the Corporation. A resignation is effective when delivered unless the notice specifies a later effective date.

Section 4.5. Vacancies. Any vacancy occurring on the Board of Directors caused by removal, resignation, death or other incapacity, or increase in the number of Directors, may be filled through the nomination process specified previously and appointed by the Chief Elected Official. A new Director shall serve until the expiration of the term for which the Director's predecessor was elected.

Section 4.6. Regular Meetings. A regular annual meeting of the Board of Directors shall be the first quarterly meeting held after July 1st each calendar year. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4.7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Indiana, as the place for holding any special meeting called by them, setting forth the purpose of the special meeting.

Section 4.8. Notice of Special Meetings. Notice of any special meeting and the purpose thereof of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by U.S. mail, postage prepaid; electronic mail (Email) or telegram to each Director at his or her address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

Section 4.9. Quorum. One-Half of the membership of the Board of Directors shall constitute a quorum. At least one Director constituting the quorum must be an Officer of the Board. However, when there are vacancies occurring in the Board of Directors, one-half of the existing and serving Directors shall constitute a quorum for voting purposes.

Section 4.10. Director Conflicts of Interest.

A. Definitions. For purposes of this Section:

1. a "conflict of interest" exists between the Board and a Director with respect to a contract, transaction, or other matter if the contract, transaction, or other matter is between the Board and
 - a. the Director;
 - b. any corporation, partnership, firm, association, or other entity, employee, or director receiving compensation other than per diem or expenses; or
 - c. any corporation, partnership, firm, association, or other entity, in which the Director is financially interested.
 2. a Director is "financially interested" in a corporation, partnership, firm, association, or other entity if:
 - a. the Director or his/her spouse and/or immediate family member owns any legal or beneficial interest in the corporation, partnership, firm, association, or other entity, whether equity or debt, with a fair market value of greater than five thousand dollars (\$5,000); or
 - b. the Director or his/her spouse and/or immediate family 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
 - c. the Director knows that any of the following family members of the Director 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 (ii) through (vii); provided, however, that a Director 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 Director'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.
- B. Disclosure of Conflict of Interest: Any Board Director (voting or non-voting) with a potential or actual conflict of interest must disclose that fact to the 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 it should be determined at a meeting that a conflict of interest exists, the Director must verbally declare such conflict of

interest, such declaration must be clearly noted in the minutes, and such Director must excuse him/herself from the remainder of the discussion and voting. Each board Director is also responsible for determining whether any potential or actual conflict of interest exists or arise during his/her service on the board. Directors are also responsible for reporting such potential or actual conflict of interest as soon as it is discovered that such a condition exists.

A director shall promptly disclose any actual or potential 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, or any other committee or council of the Board. Disclosure shall be made to the Board, the Chairperson, and any committee or council considering the matter. The director shall disclose the actual or potential conflict of interest as soon as it is discovered. A director with a conflict of interest shall not participate in any vote on, or discussion or review of the matter other than to disclose the conflict of interest, and the director shall leave the room when the matter is brought up for discussion or other consideration.

- C. Prohibited Transactions: A director with a conflict of interest regarding any matter is prohibited from discussion and voting in connection with that matter.

Any director (or specific entity represented by that member) who significantly participates in the development of contract specifications or standards is prohibited from receiving any direct financial benefit from any resulting contract.

Any director 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 Requests for Proposals (RFP) or other such bid processes leading to a contract, or any similar discussions or decisions is prohibited from having 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 director who significantly participated in the manner described above.

Any director, including One-Stop partners, who significantly participates in the development of contract specifications, is prohibited from bidding on those contracts or supervising staff who are paid from funding awarded under such contracts.

If an actual conflict of interest exists in connection with a contract, transaction, or other matter before the Board and the director subject to that conflict nonetheless knowingly and significantly participates in Board discussions relating to that contract, determinations of specific standards for performance of the contract, development of Invitations for Bid or Requests for Proposal, or similar activities relating to the contract, the contract shall not be awarded to the director or any entity that gave rise to the conflict of interest.

Directors who are also One-Stop partners shall 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.

If a contract or purchase is made by the Board involving its own director with a conflict of interest, the Board shall justify the terms and conditions of the contract or purchase. When a contract or purchase is made by the Board involving its own director or an entity with which the director is associated, the Board must establish and document to the reasonable satisfaction of the 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 Board.

- D. Annual Disclosure. Upon becoming a director and thereafter at the first meeting of the Board each fiscal year, each director shall file a written statement of disclosure of economic interests of the director, the director's spouse, and immediate family members including: (1) current positions of employment; (2) current positions as a paid director, officer or agent of or for any corporation, partnership, firm, association, or other entity for which compensation other than per diem or expenses is received; (3) corporations, partnerships, firms, associations, or other entities in which the director is financially interested; (4) for each entity listed under item (1), (2), or (3), 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; and (5) such additional information as the Board may require. The Board may provide a form to be used in making these statements. All statements filed shall be available for inspection by any person during regular hours at the Board's administrative offices.

Section 4.11. Manner of Acting. 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.

Section 4.12. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action, a written consent to such action is signed by all members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 4.13. Power to Appoint Executive Committee. The Board of Directors shall have power to appoint by resolution, adopted by a majority of the entire Board, an executive committee composed of two or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Section 4.14. Power to Make By-Laws. The Board of Directors shall have the power to make and alter any By-Law or By-Laws.

Section 4.15. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 4.16. Removal of Director or Officer. Any Director may be removed, either with or without cause by the Chief Elected Official. The membership of a Director shall be considered lapsed if a Director misses more than three (3) consecutive regularly scheduled committee, council and/or full Board meetings during the program year of July 1 to June 30. Such lapses shall be reported to the Chief Elected Official for action.

ARTICLE V OFFICERS

Section 5.1. Officers. The officers of the Corporation shall be a Chairperson, Vice Chairperson and Secretary and such other officers as may be deemed desirable by the Board of Directors. The Board of Directors shall designate the officers of the Corporation by election at the Annual Meeting of the Board of Directors.

Section 5.2. Term of Office. Each officer shall hold office for one (1) year or until his or her successor shall have been duly designated and shall have qualified, unless earlier removed by the Board of Directors. All officers and agents can be removed at any time by the affirmative vote of the majority of the members of the Board of Directors. Officers shall be eligible for reappointment no more than two (2) consecutive years.

Section 5.3. Chairperson. The Chairperson shall be the chief executive officer of the Corporation and be a representative of the private sector. He or she shall preside at all meetings of the Board of Directors. Under the Board's direction he or she shall have general supervision over the affairs of the Corporation and over the other officers and shall sign all written contracts. He or she shall sign all written contracts of the Corporation and shall perform all such other duties as are incident to this office.

Section 5.4. The Vice Chairperson. The Vice Chairperson shall perform all duties incumbent upon the Chairperson during the absence or disability of the Chairperson, and perform such other duties as these Bylaws may require or the Board of Directors may prescribe; provided, that if the Board of Directors elects more than one Vice Chairperson, their right to act during the absence or disability of the Chairperson shall be in the order in which their names appear in the resolution, or resolutions electing such Vice Chairperson.

Section 5.5. The Secretary. The Secretary shall attend all meetings of the of the Board of Directors, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. The Secretary shall: attend to the giving and serving of all notices of the Corporation; contracts and agreements; and perform such other duties as these Bylaws may require, or the Board of Directors may prescribe.

The Board may assign the duties of the Secretary to the staff to the Board or the One-Stop-Operator.

ARTICLE VI COMMITTEES

Section 6.1. Standing and Special Committees. The Chairperson, with the approval of the Board of Directors, appoint such standing or special committees of such size as the Chairperson or Board of Directors may deem necessary to properly carry on the activities and effect the purposes of the Corporation. Such committees shall perform as the Chairperson or the Board of Directors may direct.

- A. Youth Council. The Board, in cooperation with the Chief Elected Official, shall establish the Youth Council, which will be a subgroup of the Board.
- B. Governance of the Youth Council. The Chairperson of the Youth Council shall be a voting Director of the Board. Youth Council members who are not Directors of the Board will be voting members of the Youth Council, but will not have voting rights on the Board.
- C. Quorum - One-Half of the membership of the Youth Council shall constitute a quorum. At least one member of the Council constituting the quorum must be a Director of the Board. However, when there are vacancies occurring on the Youth Council, one-half of the existing and serving Council members shall constitute a quorum for voting purposes.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, 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.

Section 7.2. Checks, Drafts, and related items. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.3. Deposits. All funds of the Corporation shall be deposited within five (5) working days of receipt to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE VIII
BOOKS AND RECORDS

Section 8.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote.

ARTICLE IX
FISCAL YEAR

Section 9.1. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30.

ARTICLE X
CORPORATE INDEMNIFICATION

Section 10.1. Indemnification. To the extent not inconsistent with the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

ARTICLE XI
VOTING

Section 11.1. Votes. Every director shall have the right to vote. No proxy shall be permitted. Voting by U.S. Mail or electronic mail (Email) is authorized as allowed in Robert's Rules of Order Newly Revised. No director shall cast a vote on the provision of services that member (or any organization which that member directly represents) may provide or vote on any matter which would provide direct or indirect financial benefit to that director.

ARTICLE XII
PARLIAMENTARY AUTHORITY

Section 12.1 Rules of Order. The Rules governing the conduct of the Board of Directors shall be as provided by these Bylaws. In the absence of specific provision, Robert's Rules of Order Newly Revised shall govern.

ARTICLE XIII
AMENDMENTS TO BY-LAWS

Section 13.1. Amendments. These By-Laws may be amended by the affirmative vote of a majority of the Board of Directors.

Adopted and approved effective the 23rd day of January, 2013.

SOUTH CENTRAL REGION 8 WORKFORCE BOARD, INC.

By: Dee Richards _____

Chairperson
Board of Directors

Attest:

Eugene K. W. W. W. _____, Vice Chair or Secretary Board of Directors