

Northwest Indiana Community Action Corporation Bylaws

Adopted February 26, 1997

Amended October 23, 2002/Adopted November 26, 2002

Amended and Adopted June 22, 2010

Amended and Adopted July 28, 2015

Amended and Adopted December 6, 2016

PREAMBLE

WHEREAS, The Corporation has deemed necessary and in the best interest of social, civic and financial progress of the citizens of Northwest Indiana to participate in coming together to plan, to act, to create new opportunities, and to inspire a renewed communal vision by assisting the low-income, the elderly, and the disabled of Northwest Indiana in attaining economic self-sufficiency and independent living and;

WHEREAS such participation is governed by applicable Federal, State, and Local statues, rule and ordinances and;

WHEREAS Northwest Indiana Community Action Corporation is duly chartered by the State of Indiana to carry out these objectives as set forth in its charter obtained February 4, 1965 and;

WHEREAS all persons are born equal and should have access to the opportunities envisioned in the goals and ideals stated in this Preamble: Northwest Indiana Community Action Corporation is dedicated to assisting persons in achieving success in life and is committed to social, gender, and nationality balance in hiring and services as a basic premise for the organization.

NOW THEREFORE, to further promote, govern and regulate the affairs of Northwest Indiana Community Action Corporation, the following Bylaws are adopted.

ARTICLE I- Name and Organization

Section A

The name under which this corporation shall function shall be Northwest Indiana Community Action Corporation.

Section B

The principal office of Northwest Indiana Community Action Corporation shall be located in Northwest Indiana at such place designated by the Northwest Indiana Community Action Board of Directors.

Section C

Northwest Indiana Community Action Corporation shall be a private Not-for-Profit Corporation and shall have all powers and authority of a Corporation authorized and existing under and pursuant to the provisions of the Indiana Not-for-Profit Corporation Act all and All Acts amendatory of said Act.

Section D

Northwest Indiana Community Action Corporation, as a not-for-profit corporation, is not organized for business purposes or for pecuniary profit for itself or its Directors and shall not have any capital stocks or shares.

Section E

The corporation shall serve, primarily, but not exclusively Lake, Porter, Jasper, Newton, Starke and Pulaski Counties in the state of Indiana.

ARTICLE II-Purpose

The purpose of Northwest Indiana Community Action Corporation shall be:

Section A

To eliminate the causes of poverty and improve the overall quality of life for primarily, but not exclusively, low income, elderly and the disabled through quality service delivery, research, education and community collaboration.

Section B

To involve the low-income and disabled, elderly including minorities, indecision-making role in the development, implementation, evaluation, and administration of programs and services designed to minimize the effects of poverty and improve the self-sufficiency of the low-income and the well-being of families in Northwest Indiana.

Section C

To receive and administer funds and to enter into contracts to develop and administer programs and service consistent with the ongoing mission of Northwest Indiana Community Action Corporation.

ARTICLE III- Powers of the Northwest Indiana Community Action Corporation Board of Directors

Section A

The Board of Directors shall at all times act consistently with all appropriate provisions of Title 12 of the Indiana Code.

Section B

The Northwest Indiana Community Action Corporation Board of Directors shall have the power to deliberate and establish all appropriate policies for the Corporation, including by way of illustration, the personnel, organizational, fiscal and program policies of the corporation.

Section C

The Northwest Indiana Community Action Corporation Board of Directors shall have the power to make final approval of all program applications, plans, budgets and priorities submitted to agencies of funding. No program may become effective without affirmative action by the Board of Directors.

Section D

The Northwest Indiana Community Action Corporation Board of Directors shall have the power to authorize officer(s), and agent(s) of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

Section E

The Northwest Indiana Community Action Corporation Board of Directors shall have the power to review any and all programs and services to determine compliance to the conditions of funding.

Section F

The Northwest Indiana Community Action Corporation Board of Directors shall have the power to ensure to the fullest possible extent the quality of and the participation of low-income, elderly and disabled families in all the agency programs and activities.

Section G

The Northwest Indiana Community Action Corporation Board of Directors shall have the power to appoint officers and establish committees in accordance with these Bylaws.

Section H

The Northwest Indiana Community Action Corporation Board of Directors shall have the power to issue checks, draft or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation and in such manner as shall be determined by the Board of Directors.

Section I

The Northwest Indiana Community Action Corporation Board of Directors shall have the power to investigate the character of the individual Directors or instances where a Director's conduct tends to injure the good name of Northwest Indiana Community Action Corporation, disturbs its well-being, or otherwise hampers its work. Northwest Indiana Community Action Corporation, through its Board of Directors, shall have the right to censure, reprimand, or expel any Director.

Section J

The Northwest Indiana Community Action Corporation Board of Directors shall hire a President/CEO who shall be the chief administrative officer of the Northwest Indiana Community Action Corporation. The Northwest Indiana Community Action Corporation Board of Directors shall delegate to the President/CEO the authority to achieve the ends defined by the Board, holding the President/CEO accountable for successful achievements. The President/CEO has the authority to assign and utilize resources to employ, promote, discipline, deploy and/or terminate staff, translate Board policies into action; speak on behalf of the corporation as agent of the Board; and to organize and delegate for results as he/she deems appropriate, legal and accepted business and professional ethics. The President/CEO will have the power and authority to receive, negotiate, and enter into agreements and contracts on behalf of Northwest Indiana Community Action Corporation. The President/CEO shall be subject to removal for good cause upon the determination of a two-thirds (2/3) majority of the full Board of Directors, not a two-thirds (2/3) vote of a quorum of the Board of Directors.

ARTICLE IV- Membership: Northwest Indiana Community Action Corporation

Board of Directors

Section A- Composition

The Northwest Indiana Community Action Corporation Board of Directors shall be composed of no less than fifteen (15) volunteer members or no more than twenty-seven (27) volunteer members. The Board shall consist of one-third (1/3) members from the public sector, one-third (1/3) consumer sector and one-third (1/3) from the private sector.

Section B- Public Sector

The public sector members must be elected public officials currently holding office or a designee of the public officials. The elected public official may designate a representative to the Board of Directors. Any designee of a public official must have the full authority to act on behalf of the public official that appointed them. If the public official leaves office, new official and/or designee will fill the vacancy.

Section C- Consumer Sector

The consumer sector of the Northwest Indiana Community Action Corporation Board of Directors must be from the low-income community. The representative must live in the neighborhood in which they represent and be at or below 150% of the current U.S. poverty guidelines. The consumer representatives must be selected in accordance with a democratic selection procedure.

Procedure: One-third of the NWICA board members shall be composed of democratically selected representatives of the economically disadvantaged. These representatives need not be economically disadvantaged themselves, but the election process shall ensure that they represent the economically disadvantaged.

When any board member seat becomes vacant, NWICA will fill the seat within 90 days.

The process to fill a low-income representative seat is to simultaneously seek willing NWICA clients or former clients who currently or have formerly received income-based services and individuals who represent economically disadvantaged residents within our service area. The NWICA President/CEO or designee will seek input from NWICA staff and representative organizations to find a pool of individuals who may be interested in serving on the board of directors. The NWICA President/CEO or designee will contact the potential board members to explain the duties and responsibilities of a board member. If the client/individual is interested, their name will be added to a ballot.

After at least one candidate is identified as willing to serve, they are personally invited to attend a public NWICA board meeting to observe the process of a board meeting. It is not required that they attend a meeting prior to becoming a board member. If more than one client/individual is identified through the process, all names will be added to the ballot. A legal ad will be printed in the local newspaper of the client's/individual's county of residence prior to the election notifying the general public of the election period.

The election will take place in either a NWICA facility or designated site in the County of candidate's residency. Anyone residing in the applicable County may vote or add their name to the ballot for consideration. The election will take place during normal business hours over a two-day period. All ballots are kept in a locked ballot box, which is opened by the board president or his/her designee upon closing of the voting period. The individual with the most votes will be notified of their election. The full board of directors will entertain a final motion to accept the election of the new low-income representative before the board member is eligible to vote on NWICA board matters.

Section D- Private Sector

The private sector of the Northwest Indiana Community Action Corporation Board of Directors must be from but not limited to, business, industry, labor, nonprofit, healthcare, religious, minority, welfare, and education, civic or other groups interested in the community.

Section E- Terms of Office

1. The term of office for all Directors of Northwest Indiana Community Action Corporation shall be four (4) years, effective the day of appointment to the Board. After having served two (2) consecutive four (4) year terms, a Director may be eligible for re-election to the Board for additional one (1) year terms. Each Director shall be seated by action of the governing body in accordance with the bylaws.
2. A Director elected to complete the unexpired term of a vacancy on the Board shall be entitled to serve two consecutive four (4) year terms after the unexpired term is complete, after which they shall be eligible for re-election to additional one (1) year terms .

3. New Board Members must be approved by the Board the month prior to taking their seat.

Section F- Conflicts of Interest

A Director of the Board shall not participate in any contract or transaction with Northwest Indiana Community Action Corporation in which the Board Member has a direct or indirect interest unless the 1) material facts of the contract or transaction and Board Member's interest was publicly disclosed or known to the Board of Directors 2) the transaction is authorized, approved or ratified by a majority of the Directors on the Board of Directors who have no direct or indirect interest in the contract transaction and 3) the contract or transaction is fair to the Corporation at the time of the contract or transaction is authorized, approved, or ratified by the Board of Directors.

Section G- Vacancies

1. A vacancy exists when a Director dies or when the Northwest Indiana Community Action Corporation Board of Directors removes a member for cause, resigns, or otherwise vacates the position, or when designating official removes a public official or appointee, or when a public official leaves office.
2. When a seat of Public Official is vacant, the vacancy will be filled by the Board of Directors who shall ask the designated official to fill as soon as possible.
3. When a seat of the Private Sector is vacant, the vacancy will be filled by seeking a new representative from the same or another organization that supports the mission of Northwest Indiana Community Action Corporation.
4. When a seat of the Consumer Sector is vacant, the vacancy will be filled by the election of a new consumer member.
5. Northwest Indiana Community Action Corporation Board of Directors shall fill all vacancies as soon as reasonable possible. The Board Nominating Committee will be responsible for recruitment and recommending all members to the Board of Directors.

Section H- Board Compensation

Directors shall serve without pay. All Directors who have difficulty meeting expenses arising from the official duties and responsibilities may be reimbursed for travel and other reasonable expenses incurred in attending meetings to transact the business of the corporation.

ARTICLE V- Board Officers

The officers shall be Chairperson, Vice-Chairperson, Secretary, and Treasurer. Such officers shall be elected by the Northwest Indiana Community Action Corporation Board of Directors, at the annual meeting and shall serve for two (2) years or until their successors have been elected or qualified, and shall reflect the racial, ethnic, gender and geographic composition of the Northwest Indiana Community Action Corporation Board of Directors. No individual shall serve in the same office for more than four (4) consecutive years however, may be re-elected to the same office following two (2) years absence from said office. An officer may be removed by a two-thirds majority vote if it is determined to be in the best interest of the corporation.

ARTICLE VI- Duties of Board Officers

Section A- Chairperson

The Chairperson shall preside at all meetings of the Board of Directors and Executive Committee. The Chairperson of the Northwest Indiana Community Action Corporation Board of Directors shall have the authority to appoint all committees, committee chairpersons, task forces or Ad-Hoc Committees. In case of a vacancy of a Board Officer, excluding the chairperson, a special election will be held within 60 days. The Chairperson shall serve as Chair of the Executive Committee.

Section B - Vice Chairperson

In the absence of the Chairperson or in the event of this/her death, or inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson and when so acting shall have all the power of, and be subject to, all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or the Board of Directors. He/She shall serve on the Executive Committee.

Section C -Secretary

The Secretary shall maintain the official minutes of all meetings, of the Northwest Indiana Community Action Corporation Board of Directors and Executive Committee. The Secretary shall ensure that all notices are duly given in accordance with these by-laws and required by law. The Secretary shall keep record of the mailing address of each Director and shall perform all duties incidental to the office of the Secretary and such other duties assigned to him/her by the Chairperson. He/she shall serve on the Executive Committee.

Section D -Treasure

The Treasurer shall review and report the corporation's revenue and expenditures and shall be bonded in the amount determined by resolution of the Board. He/She shall serve on the Executive Committee.

ARTICLE VII – Standing Committees

All committees shall reflect the make-up of the Northwest Indiana Community Action Corporation Board of Directors and shall meet on a regular basis. All standing Committees shall consist of at least three Directors appointed by the Chairperson of the Northwest Indiana Community Action Corporation Board of Directors.

Section A – Executive Committee

The Executive Committee shall consist of the four elected officers and standing committee chairpersons. The Executive Committee shall carry out the decisions of the Board of Directors and have full powers to perform all work of the Board of Directors between its meetings. All actions of the Executive Committee must be reported to the full Board of Directors at their next regular meeting.

The Executive Committee shall perform the annual evaluation of the President/CEO and recommend salary and fringe benefits for the President/CEO.

Section B – Finance Committee

The Finance Committee reviews and monitors the financial standing of the Corporation. The Committee reviews all budgets and budget amendments, all contracts over \$100,000 a year, and financial policies and makes recommendations to the Board on the financial standing of the Corporation. The Finance Committee also reviews and recommends an Auditor and presents the Annual Audit to the Board of Directors.

Section C – Program & Personnel Committee

The Committee reviews and recommends to the Board agency personnel policies, monitors workforce diversity, and reviews the annual employee benefits plan.

The Committee shall review and monitor program services and results. They shall review all grant proposals at/above \$100,000 and program compliance in accordance with Board policy. They shall oversee the development and review of the Northwest Indiana Community Action Corporation strategic plan. They shall develop an annual resource development plan for Northwest Indiana Community Action Corporation.

Section D – Board Nominating Committee

The Committee recruits and recommends individuals/organizations for board membership, conducts the nominating process for board officer elections and develops an annual board training plan.

If a charge is brought against a Director's character of conduct, the Chairperson shall direct the Board Nominating Committee to investigate and report upon the matter.

Section E – Elderly Advisory Committee

The Elderly Advisory Council shall serve as an Advisory Committee to the Northwest Indiana Community Action Corporation Board of Directors and shall function as advisers to the Board on needs of the elderly population. The Chair of the Advisory Committee shall serve on the Northwest Indiana Community Action Board, as nonvoting member.

ARTICLE VIII – Indemnification

Section A

Subject to Section B, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was or has agreed to become a director, officer, employee, or agent of the Corporation, (“Indemnified Party”) or by reason of any action alleged to have been taken or omitted in such capacity, against expenses (including attorney fees), judgments, fines, liabilities and amounts paid in settlement actually reasonably incurred by him or her or on his or her behalf in connection with such action, suit or proceeding and any appeal therefrom.

Section B

1. An Indemnified Party shall, based on facts then known to him or her, discharge such duties, including the duties as a member of a committee, as follows:
 - a. In good faith
 - b. With the care an ordinarily prudent person in a like position would exercise under similar circumstances.
 - c. In a manner he or she reasonably believes to be in the best interest of the corporation.
2. In discharging such duties he or she may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one(1) of the following:
 - a. An officer or employee of the corporation whom he or she reasonably believes to be reliable and competent in the matters presented.
 - b. Legal counsel, certified public accountants, or other persons as to matters he or she reasonably believes are within the person’s professional or expert competence.
 - c. A committee of the board of directors of which he or she is not a member if he or she reasonably believes the committee merits confidence.
3. An Indemnified Party is not acting in good faith if he or she has knowledge concerning a matter in question that makes reliance otherwise permitted by subsection (2) unwarranted.
4. An Indemnified Party is not liable for an action taken, or fails to take an action, unless the:
 - a. Indemnified Party has breached or failed to perform the duties of his or her office in compliance with this section; and
 - b. breach or failure to perform constitutes willful misconduct or recklessness.
5. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of

nolo contendere or its equivalent is not determinative that an Indemnified Party did not meet the standard of conduct described in this section.

SECTION C

To the extent that an Indemnified Party has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section A or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

SECTION D

Any indemnification of an Indemnified Party under Section A hereof (unless ordered by a court) shall be made by the Corporation unless a determination is made that indemnification of the Indemnified Party is not proper in the circumstances because he or she has not met the applicable standard of conduct set forth in Section B hereof. Any such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who are not at the time parties to such action, suit or proceeding, (ii) if such a quorum is not obtainable, by a majority vote of a committee (designated by the Board of Directors) consisting of two (2) or more directors not at the time parties to the proceeding, or (iii) by special legal counsel in a written opinion.

SECTION E

Expenses incurred by an Indemnified Party in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of: (i) written affirmation of the Indemnified Party's good faith belief that he or she has met the standard of care described in Section B; (ii) an unconditional written undertaking by or on behalf of the Indemnified Party to repay such amount if it shall ultimately be determined Article and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under Article.

SECTION F

Any indemnification of an Indemnified Party under Sections A and C or advance of costs charges and expenses to a director or officer under Section E shall be made promptly; and in any event within thirty (30) days, upon the written request of the Indemnified Party. If a determination by the Corporation that the Indemnified Party is entitled to indemnification pursuant to this Article is required, and the Corporation fails to respond within sixty (60) days to a written request for indemnity, the Corporation shall be deemed to have approved such request. If the Corporation denies a written request for indemnity or advancement of expenses in whole or in part, or if payment in full pursuant to such request is not made within thirty (30) days, the right to indemnification or advances as granted by this Article shall be enforceable by the Indemnified Party in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action (other than an action brought to enforce a claim for the advance of costs, charges and expense under Section E of this Article where the required affirmation and undertaking, if any, have been received by the Corporation) that the claimant has not met the standard of conduct set forth in Section B of this Article, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors and

its independent legal counsel), to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section B of this Article, nor the fact that there has been an actual determination by the Corporation (including its Board of Directors and its independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable stand of conduct.

ARTICLE IX- Meetings

Section A

The Northwest Indiana Community Action Corporation Board of Directors shall meet in regular session every other month in a given year, unless notified otherwise by the Board Chairperson upon giving five days written notice. Written notice and agenda of each regular meeting shall be mailed, at least five days prior thereof, addressed to each Director at their last known address; either mailing or electronic. Minutes of each meeting shall be provided to all Directors of the Northwest Indiana Community Action Corporation Board of Directors at least five days prior to the next meeting.

Section B

The Annual Meeting shall take place in the month of July of each calendar year. The specific date and time to be designated by the Chairperson of the Northwest Indiana Community Action Corporation Board of Directors 30 days in advance of said meeting by notice in writing to the Directors. The purpose of the annual meeting is to review the overall status of the corporation and the election of officers.

Section C

The Chairperson of the Northwest Indiana Community Action Corporation Board of Directors may call a special meeting upon giving five days written notice and an agenda specifying actions to be considered by the Northwest Indiana Community Action Corporation Board of Directors. Ten Directors agreeing in writing may call a special meeting upon giving five days written notice and an agenda specifying actions to be considered.

ARTICLE X – Quorum

Fifty percent of the total current Directorship (non-vacant seats) of the Northwest Indiana Community Action Corporation Board of Directors shall constitute a quorum. Whenever a meeting has been properly announced and quorum is in attendance, it shall be properly convened and legal meeting considered.

ARTICLE XI – Voting

At all meetings of the Northwest Indiana Community Action Corporation Board of Directors, each Director present shall have one vote, except the Chair who votes only in cases of a tie. If there is, a secret ballot is taken, the Chair may vote. No members of the Board may vote by proxy. All officers

shall be elected by receiving the majority of the votes cast for each office. All officers shall be elected by majority vote of the ballots cast at any meeting wherein an election of officers is held. If three or more persons are nominated for any one office, and upon the casting of ballots for said office, no one nominee shall obtain a majority vote, then the names of the nominees receiving the least number of votes shall be withdrawn and there shall be a run-off vote between the two receiving the highest number of votes on the first ballot. If upon the tally of the subsequent vote a majority is obtained, then said nominee shall be declared elected. If, however, a majority of votes is not cast for any one nominee, subsequent ballots shall be taken until a majority vote is cast.

ARTICLE XII – Attendance

In order to best serve the purposes of Northwest Indiana Community Action Corporation, regular and prompt attendance is deemed to be imperative. Absence of a Director shall be noted in all minutes. Unexplained absences from three (3) consecutive meetings shall be considered cause for removal of a Board Member. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another.

ARTICLE XIII – Procedures

All meetings and all committees shall proceed in accordance with Roberts Rules of Order, wherein such procedures are not inconsistent with these Bylaws.

ARTICLE XIV – Fiscal Year

The fiscal year of Northwest Indiana Community Action Corporation begins on the 1st day of January and ends on the 31st day of December of each following year and all accounts shall be audited for that period.

ARTICLE XV – Dissolution

Any dissolution of the Corporation shall be as prescribed by IC.23-17-22-1, et seq.

ARTICLE XVI – Amendments

These Bylaws may be amended by 2/3rds of the Directors present and voting at any meeting of the Northwest Indiana Community Action Corporation Board of Directors at which a quorum is present, provided that the proposed amendment is provided along with reasonable notice of the meeting at which the vote is to be taken on such proposed amendment.