

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

PREAMBLE

WHEREAS, The incorporators hereof have deemed it desirable, expedient, practicable, wholesome, 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 vision for us all 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 statutes 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 of the goals of the mission statement; 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.

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

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 purposed or for pecuniary profit of 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-0income 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 overall mission of Northwest Indiana Community Action Corporation.

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

Section A

The Board of Directors shall at all times act consistently with the provisions of the Indiana code 12-1-12, etc seq.

Section B

The Northwest Indiana Community Action Corporation Board of Directors shall have the power to deliberate and establish 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 and office/officers, agent/agents 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 maximum feasibility possible the extent and quality of 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 select its own officers and 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 and Director.

Section J

The Northwest Indiana Community Action Corporation Board of Directors shall hire an Executive Director 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 Executive Director the authority to achieve the ends defined by the Board, holding the Executive Director accountable for successful achievements. The Executive Director 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 Executive Director will have the power and authority to receive, negotiate, and enter into agreements and contracts on behalf of Northwest Indiana Community Action Corporation. The Executive Director 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.

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, 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 transaction with Northwest Indiana Community Action Corporation in which the Board Member has a direct or indirect interest unless the material facts of the transaction and Board Member's interest was publicly disclosed or known to the Board of Directors and 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 transaction.

Section G- Vacancies

1. A vacancy exists when the Northwest Indiana Community Action Corporation Board of Directors removes a member for cause, resigns, or otherwise leaves, 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 Executive Director and recommend salary and fringe benefit for the Executive Director.

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 \$25,000 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 \$25,000 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 aboard 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.

ATICLE VIII – 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 mailing address. 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 IX – 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 X – 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 XI – 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 consecutive meetings shall be considered cause of removal of a Board Member.

ARTICLE XII – 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 XIII – 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 XIV – Dissolution

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

ARTICLE XV – Amendments

These Bylaws may be amended by 2/3 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 the notice of the meeting at which the vote is to be taken on such proposed amendment