

**BY-LAWS
OF
WESTERN INDIANA WORKFORCE DEVELOPMENT BOARD, INC.**

ARTICLE I. NAME

The name of the organization shall be the Western Indiana Workforce Development Board, Inc.

The organization shall do business as the Western Indiana Workforce Development Board, Inc. and Workforce Development Board or such other name from time to time as is approved by the Board.

ARTICLE II. OFFICES

The Corporation shall provide WIOA and WorkOne AJC oversight within the Counties of Clay, Parke, Putnam, Sullivan, Vermillion and Vigo, State of Indiana, as Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III. PURPOSES

Section 1. To structure a multitude of workforce development programs into an integrated workforce development system that can better respond to the employment needs of its customers, current workers, unemployed workers, workers laid off due to restructuring or downsizing, and new entrants to the labor force, as well as to employers who service the workforce development area composed of Clay, Parke, Putnam, Sullivan, Vermillion and Vigo Counties in the State of Indiana (hereinafter the “Workforce Development Area”), making available to the citizens in the Workforce Development Area the opportunities provided by the Workforce Innovation and Opportunity Act (“WIOA”), any supplemental federal legislation and rules implementing said Act (hereinafter “the Act”).

Section 2. To comply with and do all things necessary to be eligible as a not-for-profit corporation in carrying out the program, functions, and responsibilities of a “Workforce Development Board” as defined in the Act and/or the Indiana Department of Workforce Development State Plan within the Workforce Development Area.

Section 3. To provide coordination for community effort focused on the employment needs of the Corporation’s customers as identified by the Act.

Section 4. To seek and receive funds from all appropriate sources to support the programs instituted for the achievement of the purposes so designated by the Corporation.

Section 5. To acquire (by purchase, exchange, lease, hire otherwise), hold, own, improve, manage, operate, lease as lessee, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest herein.

Section 6. To interact with state agencies in coordinating and facilitating all other purposes of the Corporation.

Section 7. Subject to any limitations or restrictions imposed by law, the Articles of Incorporation, or these By-Laws, to have and exercise all the general rights privileges and powers specified in or permitted under the Indiana General Corporation Act and the Indiana Nonprofit Corporation Act of 1991.

Section 8. To do everything necessary, proper, advisable or convenient for the accomplishment to any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of the State of Indiana, or by the provisions of the Articles of Incorporation, or by these By-Laws.

Section 9. To develop and implement a process to ensure WDB members actively participate in convening the workforce development system's stakeholders, brokering relationships with a diverse range of employers, and leveraging support for workforce development activities.

Section 10. The foregoing sections shall be construed as powers as well as purposes, and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other section, each of such sections being regarded as creating independent powers and purposes, the enumeration shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of the sections or scope of the general powers of the Corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature. The Corporation shall not, however, carry on in any state, territory, district, possession or country and business, or exercise any powers, which a Corporation organized under the laws thereof could not carry on or exercise.

ARTIVLE IV. BOARD FUNCTIONS

The Board shall perform the functions described in WIOA Sections 107 (d), 108, and 20 CFR 679.370 summarized as follows:

- Develop and submit the 4-year local plan, in partnership with the CEO(s);
- If a LWDA is part of a planning region, develop and submit a regional plan in collaboration with the other local area within the region;
- Conduct workforce research and regional labor market analysis;
- Convene, broker, and leverage workforce development system stakeholders;
- Lead employ engagement efforts;
- Collaborate with education representative to develop and implement career pathways;
- Identify and promote proven and promising practices
- Develop and implement strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers, and job seekers;

- Conduct program oversight, in partnership with the CEO;
- Ensure appropriate use and management of adult, dislocated worker, and youth funds, in partnership with the CEO;
- Ensure the appropriate use, management, and investment of funds to maximize performance outcomes, in partnership with the CEO;
- Negotiate local performance accountability measures;
- Negotiate methods for funding the infrastructure costs of one-stop centers in the LWDA;
- Select and terminate (as appropriate) one-stop operators and service providers;
- Ensure adequate availability of career and training services, maximizing consumer choice;
- Coordinate workforce activities with education and training providers;
- Develop a local WBD budget;
- Assess the accessibility for individuals with disabilities; and
- Certify one-stop centers in accordance with 20 CFR 678.800 and DWD Policy 2016-10.

ARTICLE V. MEMBERS

All membership shall be consistent with the requirements set forth in 20 CFR 679.310 (g).

All members shall be Directors, and all Directors shall be members. Members of the Corporation, members of the Board of Directors of the Corporation, and members of the Western Indiana Workforce Development Board, Inc., as defined by the Act and/or the Indiana Department of Workforce Development State Plan shall be deemed to be one and the same for all purposes of compliance with applicable laws and regulations.

The acts of Directors in accordance with the By-Laws shall, where appropriate or necessary, constitute the acts of members of the Corporation, and the Workforce Development Board under the Act and/or the Indiana Department of Workforce Development State Plan.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Powers. The business and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by or under the authority of, the Board of Directors (“the Board or the “Workforce Development Board”) subject to the limitations imposed by law, the Articles of Incorporation, or these By-Laws. The Board powers shall include the following:

- A. The Board shall have the power to enter into legally binding agreements with any Federal, State, or local agency, or with any private funding organization for the purpose of running programs or providing services.
- B. The Board shall appoint the Executive Director of the Corporation.
- C. The Board shall approve personnel, organizational and fiscal policies.

- D. The Board shall enforce compliance with all conditions of grants and contracts.
- E. The Board shall determine rules and procedures for the Board.
- F. The Board shall have all powers granted to the Corporation by all applicable Federal and state laws and assure compliance with the Act.

Section 2. Number and Terms. The Board shall consist of at least twenty-four (24) persons. The number of Directors may be increased or decreased by amendment of these By-Laws. All new Directors shall be nominated and appointed in accordance with the procedures set forth in these By-Laws. In relation to terms which are expiring, the President of the Corporation shall certify the directors to be appointed by the Chief Local Election Official upon recommendation by the Board. A certain number of appointments shall be staggered to ensure only a portion of the Board membership expires in a given year.

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.

Section 3. Removal for Cause/Non-Voting Status. Members of the Board may be removed by the Board for cause, which includes, but is not limited to, failure to attend three (3) consecutive Board meetings without justifiable cause as determined by the Board. A Member of the Board should be on non-voting status until the Board receives a current Statement of Economic Interests by said Member.

Section 4. Vacancies on the Board. There is a vacancy on the Board when a member has died, been removed for cause by action of the Board, or when a member resigns. When a seat is vacant, the Chief Local Elected Official, shall be notified by the Board within thirty (30) days with recommendation by the Board. The Chief Local Elected Official shall appoint the successor within ninety (90) days. State policy regarding notification and replacement of Board members shall also be adhered to.

Section 5. Proxy and Alternate Designee. A Board member may request the appointment of a proxy and alternative designee which is recommended by the Board and appointed by the Chief Local Elected Official. The proxy and alternate member shall be used when a member is unable to attend a meeting. The proxy and alternate design herein must comply with the requirements of §697.110(d)(4).

Section 6. Member Participation. A Board member may participate in a meeting by telephone conference, web-based, or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 7. Conflict of Interest Policy. The following conflict of interest standards shall apply to all Board members (voting and non-voting):

- A. A Workforce Development Board member with a conflict of interest regarding any

matter is prohibited from discussion and voting in connection with that matter.

- B. Any Workforce Development Board member (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.
 - 1. Any Workforce Development Board member who significantly participates in a Board discussion or decision relating to specific terms of a contract, the determination of specific standards for performance or 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 Workforce Development Board member who significantly participated in the manner described above.
 - 2. Any Workforce Development 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 who are paid from funding awarded under such contracts.
- C. Each Workforce Development Board member shall file a statement of economic interest with the Workforce Development Board at the time he/she becomes a Board member and every year thereafter. Such statements must include, at a minimum the member's:
 - 1. current position(s) of employment;
 - 2. current position(s) as a paid director, officer, or agent of a corporation or similar entity;
 - 3. financial interests that are defined in the By-Laws as potential sources of conflict of interest; and
 - 4. similar information concerning the Workforce Development 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.
- D. Any Workforce Development Board member with a potential or actual conflict of interest must disclose that fact to the Workforce Development 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 during a meeting that a conflict of interest exists, the member must verbally declare such conflict of interest exists, such declaration must be clearly noted in the minutes, and such member must excuse him-herself from the remainder of the discussion and the voting.

Each Board member is responsible for determining whether any potential or actual conflict of interest exists or arises during his/her service on the Board. Board members are also responsible for reporting such potential or actual conflict of interest as soon as it is discovered that such a condition exists.

- E. If a contract or purchase is made by the Workforce Development Board involving its own member with a conflict of interest, the Workforce Development Board shall justify the terms and conditions of the contract of purchase. 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 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 Development Board.
- F. The Workforce Development Board shall adopt procedures that serve to minimize the appearance of conflicts of interest. Workforce Development 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.
- G. The Workforce Development Board shall discipline a Board member who violates this Conflict of Interest Policy which discipline shall be up to and including termination from the Board.

Section 8. Meetings.

- A. An Annual Meeting of the Board shall be held in the second quarter of each year at such place as shall be designated by the Executive Committee of the Board of Directors. Adequate notice of the annual meeting shall be given to the area served for the residents of the community.
- B. Election of officers, establishment of Board membership and establishment of standing committee memberships for the proceeding year shall be three (3) items of business transacted at the Annual Meeting.
- C. The Board of Directors shall meet at least quarterly at such place as shall be designated by the Executive Committee of the Board. The President shall be empowered to call special meetings of the Board.

- D. A notice and agenda shall be sent in writing to all Board members for any meeting at least two (2) days in advance. If mailed, such notice shall be deemed to be given when mailed. Any Director may waive notice of any meeting.
- E. Written minutes shall be kept at each meeting and shall include a record of the passage or failure of all motions. Minutes of the previous meeting shall be distributed to all members before the next meeting, and shall be made available to the public upon request.
- F. All meetings of the Board and Committees shall be in accordance with Robert's Rules of Order, latest edition, unless otherwise provided for by the Articles of Incorporation or the By-Laws of this Corporation.

Section 9. Compensation. Directors shall receive no compensation for their services as directors or as officers, but by Resolution of the Board expenses of attendance may be allowed for attendance of a Director at each annual, regular or special meeting of the Board, or officers, or of committees of the Board or for authorized expenses incurred while conducting the business of the Corporation.

ARTICLE VII. OFFICERS

Section 1. The Officers. The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer, each of whom shall be elected by the Board, the President shall and approve by the Chief Local Elected Official. Such other officers and assistant officers, as may be deemed necessary, may be elected by the Board. A Director may serve in more than one office, such as Secretary-Treasurer.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board during the Annual Meeting, and they shall serve commencing July 1 for a period of one year or until their successors are elected and qualified.

Section 3. Removal. Any officer may be removed by the Board whenever in its judgment, the best interest of the Corporation shall be thereby served. Such removal shall be without prejudice to contract rights, if any, of the person so removed. Election or appointment of an officer shall not grant contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall, except in the case of the President, be filled by the Executive Committee for the unexpired portion of the term. A vacancy in the office of President shall be filled by the Board.

Section 5. President. The President shall preside at all meetings of the Board and the Executive Committee. The President shall serve ex-officio as member of all Board Committees and shall perform all duties that may pertain to the position. The President shall, on behalf of the Corporation, execute such notes, deeds, contracts or other documents as the Board may direct. The President shall make Committee appointments. The President shall be elected from Board

members who are representative of the business community.

Section 6. Vice President. The Vice President shall have all of the authority and perform all of the duties of the President in the absence of the President or, in the event of the inability of the President to act.

Section 7. Secretary. The Secretary shall record all minutes of the Board and the Executive Committee. Also, the Secretary shall have prepared and sent out all notices of the meetings as well as other public notices and announcements from the Board of Directors. All official records and minutes shall be kept and maintained on behalf of the Secretary by the Corporation, in the principal office of the Corporation.

Section 8. Treasurer. The Treasurer shall serve as chairperson of the Budget and Finance Committee and shall be a member of any Auditing Committee. The Treasurer shall monitor the Corporation's revenue and expenditures and shall countersign all payment vouchers or checks together with the signature of the Executive Director.

ARTICLE VIII. STANDING COMMITTEES

A local WDB may designate standing committees to assist the local WDB in carrying out its responsibilities. If the local WDB elects to designate standing committees, each standing committee:

- Must be chaired by a member of the local WDB;
- Must include other individuals appointed by the local WDB who are not members of the local WDB and have demonstrated experience and expertise as determined by the local WDB; and
- May include other members of the local WDB.

Standing committees designated by the local WDB may include each of the following:

- A standing committee to provide information and assist with operational and other issues relating to the one-stop delivery system, which may include representatives of one-stop partners;
- A standing committee to provide information and assist with planning, operational, and other issues relating to the provision of services to youth, which must include community-based organizations with a demonstrated record of success in serving eligible youth and may include parents, participants, and youth;
- Recognizing that Local EO Officers exist in every region, a standing committee with the Local EO Officer to provide information and assist with operational and other issues relating to the provision of services to individuals with disabilities, including issues relating to:
 - Compliance with WIOA Sec. 188 (nondiscrimination) and 29 CFR 38, if applicable, and the applicable provisions of the Americans with Disabilities Act of 1990 (42 USC § 12101 *et. seq.*) regarding

- Appropriate training for staff on providing support for, accommodations to, and finding employment opportunities for, individuals with disabilities.
- Other standing committees.

ARTICLE IX. COMMITTEES

Section 1. Executive Committee. The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer and the chairperson of the standing committees (i.e. Personnel, Budget, Finance and Distribution, Planning, Evaluation, Certification and Governance) Said committee shall report on the actions it takes at the next meeting of the full Board. The committee shall be charged with the following responsibilities:

- A. Establish agenda for Board Meeting.
- B. Assign matters on the Board committees.
- C. Act on behalf of the Board between meetings of the Board. Actions of the Executive Committee shall be reported at the next meeting of the Board.

Section 2. Personnel Committee. The committee shall be charged with the following responsibilities:

- A. Annually review Personnel Policies and recommend changes to the full Board including classifications, compensation and benefits.
- B. Review and recommend to the full Board the organizational structure of the Corporation.
- C. Serve as the review committee when hiring the Executive Director. The committee shall also recommend an applicant for Executive Director to the Board for approval.
- D. Hear employee grievances in accordance with a Board approved grievance procedure.
- E. Recommend personnel budgets to the Budget and Finance Committee.

Section 3. Budget, Finance and Distribution Committee. The committee shall be charged with the following responsibilities:

- A. Review the financial reports.
- B. Furnish brief reports to the full Board on the highlights of all financial affairs.

- C. Review in detail the annual audits of all programs.
- D. Provide advice and counsel to the Executive Director on financial problems.
- E. Identify community resources to supplement federal funding and to generate local match of federal funds, if available.
- F. Review and recommend total budget to the Board for approval.
- G. Recommend to Board an independent financial auditor to audit and/or monitor the operations for the Corporation.
- H. Recommend a vendor to provide financial services, should such a need be identified.
- I. Recommend to Board banks, trust companies, or other depositories for the funds of the Corporation.
- J. Serve as the Board's chief liaison with the program auditors assigned to the Corporation.
- K. Ensure the proper distribution of grant funds to training providers certified by the Board.

Section 4. Planning Committee. The committee shall be charged with the following responsibilities:

- A. Develop and recommend action to the full Board on planning documents, including, but not limited to, updating the organizational strategic plan and the Local Workforce Development Plan
- B. Establish review and/or review, and recommend WIDA program policy to the full board.
- C. Assure that procedures exist for presenting objectives to the Board.
- D. Develop and recommend marketing activity of the Workforce Network.
- E. Ensure Board development/training takes place as needed.
- F. Monitor and evaluate WIDA and related program performance.
- G. Work to ensure that local programs are aligned with regional needs and Workforce Development Board goals.
- H. Review and recommend for approval all One-Stop Partner Memoranda of

Understanding.

- I. Evaluate the certified One-Stop Operator in order to ensure that established performance standards are achieved and regional resources are being used as efficiently as possible.
- J. Receive and review oversight reports of WIOA-funded providers, if applicable.
- K. Recommend youth program and outreach activities, conduct oversight of youth activities, assist with the coordination of youth activities as needed, and obtain input from youth in the region, as appropriate.

Section 5. Committee Composition and Operation. The committee shall be charged with the following responsibilities:

- A. Committee members shall be members of the Board. Each committee shall be comprised of members from a minimum of three (3) counties, if practical.
- B. Committee membership shall be established annually by the President with approval of the Board during the Annual Meeting. However, the President shall maintain committee membership as necessary between annual meetings. All terms of committee membership shall commence July 1 for a period of one year or until successors are appointed and qualified.
- C. The individual committees shall advise, assist and report to the Board, and shall act for the Board when directed by the Board or the Executive Committee of the Board. Each committee shall report periodically to the Board concerning its advice and recommendations.
- D. Each committee may establish its own rules in accordance with Robert's Rules of Order and/or these By-Laws.
- E. Committee members may be removed by a majority of the Board.
- F. Each standing committee shall consist of at least four (4) members.
- G. The President shall appoint a chairperson for each committee from the membership of that committee. The President may remove the chairperson of the committee, subject to approval by the Executive Committee.
- H. Committees may establish subcommittees with approval of the Executive Board. Subcommittees may be composed of Members or other persons in the Community.

ARTICLE X. ADMINISTRATION

Section 1. Executive Director.

- A. The Board shall employ an Executive Director who shall be the chief administrative official. Said Executive Director shall be selected on the basis of professional qualifications and shall serve at the pleasure of the Board.
- B. The duties of the Executive Director shall include, but not be limited to:
1. Interprets regulations, and directs the overall implementation of State directives, policies, and Board directives and policies and procedures to all staff and employment and training system that is consistent with the regulations and is responsive to the needs of the identified eligible population.
 2. Assist the Board, and its committees in establishing long and short range goals and objectives for the organization that are designed to the maximum extent feasible to achieve the purposes and intent of the Act.
 3. Defines areas of responsibility and integrates the activities of the organizational units.
 4. Assist the Board and its committees in the development of budgets, program design, contracts and grants.
 5. Administers Board approved policies and procedures.
 6. Provides direction and staff support to the Board of Directors and its Committees.
 7. Acts as agency liaison to community organizations, state and federal funding sources and the business community.
 8. Other job related tasks as determined by the Board of Directors.
- C. In the event a member desires that the Executive Director be removed or reviewed, the member shall request that the Executive Committee review the performance of the Executive Director. The Executive Committee shall review the performance of the Executive Director and shall determine whether to bring the matter to the Board at the next Board meeting.

Section 2. Fiscal year. The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of June.

Section 3. Contracts. The Board may authorize any officer or officers agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 4. Loans. No loans shall be contracted on behalf of this Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 5. Checks, Drafts, or Other Orders. All checks, drafts or other orders for payment of money, notes or evidence 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 and these Bylaws.

Section 6. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Budget and Finance Committee may select using the criteria of obtaining the appropriate financial return on said deposits.

Section 7. Records. The Corporation shall keep at its registered office a book of minutes of all meetings of Board and books of account. The book of minutes shall note the time and place of each meeting whether it is regular or special and, if special, how it was called, the notice given, the names of the directors present at the Board meeting, and the proceedings thereof. The books of account shall cover the Corporations property and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The member register shall contain the names and addresses of each member.

Section 8. Corporate Seal. The Corporation shall not use a corporate seal.

ARTICLE XI. INDEMNIFICATION

Section 1. The Board of Directors shall cause the Corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, against expenses (including attorney*s fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if that person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of non contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which that person reasonably believed to be in or not opposed to the best interests of the Corporation or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that person*s conduct was unlawful.

Section 2. The Board shall cause the Corporation to 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, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that person is or was a director, officer, employee, or agent of the Corporation, against expenses (including attorney*s fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if that person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of that person*s duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Any indemnification under Section 1 and Section 2 immediately above shall be made by the Corporation pursuant to an order by a court or upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because that person has met the applicable standard of conduct set forth in Section 1 and Section 2 immediately above. Such determination shall be made by the Board.

Section 4. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 1 and Section 2 above shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 3 immediately above upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation.

Section 5. The indemnification provided in this Section shall extend to a person who has ceased to be a director, officer, employee, or agent and in such case shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6. The Board of the Corporation shall have the authority to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify such person against such liability under Section 1 and Section 2 above.

Section 7. For the purposes of Section 1 and Section 2 above, references to the Corporation include all constituent Corporations absorbed in a consolidation or merger and the resulting or surviving Corporation, so that a person who is or was a director, officer, employee, or agent of such constituent Corporation or is or was serving at the request of such constituent Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise shall stand in the same position under the provisions of this Section with respect to the resulting or surviving Corporation as that person would if

he or she had served the resulting or surviving Corporation in the same capacity.

Section 8. The foregoing right of indemnification shall be in addition to, and not inclusive of, all other rights to which such director, officer, employee, or agent may be entitled.

ARTICLE XII. DISTRIBUTION OF ASSETS UPON DISSOLUTION OF CORPORATION

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Director shall be entitled to any distribution or division of its remaining assets or property or proceeds thereof, and the balance of all assets, property or proceeds received by the Corporation from any source, after payment of all liabilities and obligations of the Corporation, shall be used or distributed, subject to the provisions of the Articles of Incorporation of this Corporation, and to the provisions of the Indiana Nonprofit Corporation Act of 1991 or any other applicable law then in effect, exclusively for purposes within those set forth in Article III of these By-Laws and within the intentment of the Workforce Innovation and Opportunity Act and of Section 501 of the United States Internal Revenue Code of 1954 and the regulations thereunder, as the same now exist or as they may be hereafter amended from time to time.

ARTICLE XIII AMENDMENTS

Section 1. Amendments to the By-Laws may be proposed at any regular or called meeting of the membership of the Corporation and shall be acted upon at the next regular or called meeting, providing members have been given notice in writing of the substance of the proposed changes at least fourteen (14) days before such meeting.

Section 2. A quorum for an Amendment shall consist of over fifty percent (50%) of the membership of the Corporation, and at least a two thirds (2/3) vote of the quorum supporting the amendment shall constitute passage.

Approved by the Chief Local Elected Official this 11 day of June, 2020.

Judy Anderson, CLEO

Adopted by the Western Indiana Workforce Development Board, Inc. Board of Directors at a meeting thereof held on the 11 day of June, 2020.

Mary Ann Clark, Secretary
Western Indiana Workforce Development Board, Inc.