



**CORPORATE
BY-LAWS
and
BOARD MEMBER
HANDBOOK**

**HOOSIER UPLANDS
ECONOMIC DEVELOPMENT
CORPORATION**

As Amended: March 15, 2022
Incorporation Date: January 24, 1966

CORPORATE MISSION STATEMENT

Our mission is to plan, implement or cause to be implemented, and provide comprehensive services to the poor, elderly and disabled.

This corporation will strive to alleviate poverty, improve living conditions, and provide access to health care and social services to those families and individuals in need within our service area.

All our endeavors will be pursued with the **client** in mind, never forgetting the **value of every human being** or the importance of our **responsibility to the public** which we serve.

ADOPTED: April 21, 1992

RE-AFFIRMED: May 21, 2013

CODE OF BY-LAWS

OF

HOOSIER UPLANDS

ECONOMIC DEVELOPMENT CORPORATION

ARTICLE I

CORPORATE NAME

- 1.1 The name of the organization shall be the Hoosier Uplands Economic Development Corporation as provided for in its Articles of Incorporation and hereinafter shall be designated as the Hoosier Uplands Economic Development Corporation.
- 1.2 The Hoosier Uplands Economic Development Corporation shall have a corporate seal which shall be as follows: A circular disc, on the outer margin of which shall appear the corporate name and State of Indiana, with the words "Corporate Seal" through the center, so mounted that it may be used to impress these words in raised letters upon paper. The Secretary shall be in charge of the seal.
- 1.3 The fiscal year of the Corporation shall be the calendar year, January 1 to December 31.

ARTICLE II

PURPOSE

- 2.1 The purpose of or purposes for which it is formed are as follows:

Section 1: To help eliminate the causes of poverty in the State of Indiana by making available the opportunity for education, training and economic development as provided by Public Law 88-452, as adopted by an act of Congress on August 20, 1964, and any subsequent legislation thereto, and to provide services and coordinate programs for the elderly and disabled pursuant to the Older Americans Act of 1965 and to provide comprehensive health care services.

Section 2: To comply with and execute all legal requirements for a not-for-profit corporation in the State of Indiana and the tax exempt requirements of the United States Revenue Code. To qualify for eligibility for funds to maintain a program under the Economic Opportunity Act as provided for by the above mentioned Public Law 88-452.

Section 3: To provide for the planning and development of programs that will promote economic development and human services which will intervene at critical points in the causes of poverty and that will enable

families and individuals to become more self-sufficient. To provide continuing research related to the problems of poverty and economic development.

Section 4: To provide coordination for community efforts focused on poverty and economic development.

Section 5: To perform all necessary acts in the furtherance of these purposes not prohibited by Indiana Law or these Articles of Incorporation.

Section 6: To provide or cause to be provided, affordable, decent, housing for low and moderate income families.

Section 7: To provide health care for low income, elderly, and disabled persons.

ARTICLE III MEMBERSHIP

- 3.1 For the purposes of any statute and rule of law relating to not-for-profit corporation, the members of the Board of Directors shall be taken to be the members of Hoosier Uplands Economic Development Corporation.
- 3.2 There shall be an annual meeting of the membership on or before the last Tuesday of January at which only members may vote, but to which the public shall be invited.
- 3.3 During such annual meeting, at least the following business shall be transacted:
 - A. Establishment of Board membership and officers for the ensuing year.
 - B. Receipt of reports concerning program operation, evaluation, and plans.
 - C. Execution of a public hearing during which the visitors may offer opinions, comments and suggestions concerning the functions and activities of the Corporation. The time and place will be advertised for any visitors wishing to attend.

ARTICLE IV BOARD OF DIRECTORS

- 4.1 The corporate powers, property and affairs of the corporation, except as otherwise provided by law or these By-Laws, shall be vested in, exercised, conducted and controlled by a Board of Directors. These powers shall specifically include the following:
 - A. The appointment of the Chief Executive Officer of the Corporation.
 - B. The determination, subject to Health and Human Services and the State of Indiana's policies, for major personnel, organization, fiscal, and program policies.

- C. The determination of overall program plans and priorities for the corporation, including provisions for evaluating progress against performance.
 - D. The making of final approval of all program proposals and fiscal audits.
 - E. The enforcement of compliance with all conditions of Health and Human Services and the State of Indiana's grants and all other grants from federal, state or local governmental sources.
 - F. The overseeing of the extent and the quality of the participation of the poor in the programs of the Corporation.
 - G. The determination, subject to the funding source policies, for rules and procedures for the Board of Directors.
 - H. The selection of the officers and the Executive Committee, of the Board of Directors.
- 4.2 The Board of Directors shall meet monthly unless a meeting is canceled or postponed by weather conditions, act of God, or by agreement of the Board in advance.
- 4.3 Special meetings of the Board may be convened by the Chairperson of the Board, or by the Chief Executive Officer, or upon receipt of petition signed by at least 20% of the Board membership.
- 4.4 All meetings shall be held at such times and places as shall be convenient for the attendance of the membership, with particular regard to the convenience of the poor. Written notice of every meeting shall be mailed to every Board member pursuant to a schedule that will provide for receipt at least five days prior to the meeting. Such notice shall state the purpose or purposes for which the meeting has been called and the minutes of the prior meeting and it shall be deemed delivered when deposited in the United States mail. Notice of all meetings shall also be given to the residents of the community through news media on an annual basis.
- 4.5 The order of business at all meetings of the Board of Directors shall be as follows:
- 1) Call to Order
 - 2) Roll Call/Establishment of Quorum and Changes to Membership
 - 3) Introduction of Guests/Media
 - 4) Approval of the Minutes for the Preceding Meeting
 - 5) Old Business
 - 6) Committee Reports
 - 7) Financial Report
 - 8) Chief Executive Officer's Report
 - 9) New Business
 - 10) Adjournment

- 4.6 All members shall have the right to vote and to participate with regard to all matters which shall come before the Board. Each member shall cast one vote on each matter coming before the Board. Alternate Board members shall be allowed to participate in any discussion but they can vote only if they are substituting for the regular Board member. Vote by proxy shall **not** be permitted.
- 4.7 A quorum for the transaction of business by the Board of Directors shall consist of not less than one third of the Board of Directors. The act of the majority of the members present and constituting a quorum shall be an act of the Board. Committees shall conform to the same rule.

ARTICLE V BOARD MEMBERSHIP

5.1 The Board of Directors shall be composed of six directors from each constituent county. The provisions of Section 5.2 below, shall be applied uniformly to the participating counties. Constituent counties are: Lawrence, Orange, Washington, Martin, and Crawford.

5.2 Membership of the Board shall have the following composition:

A. **Public Officials:** One third (1/3) of the members of the Board must be elected officials currently holding office or a person they recommend to serve. Members must reside in the county they represent during their Board tenure. Members representing the Public Section will serve a term of three years. There will be two Public Sector Board members from each county.

Members may designate an alternate member to serve in their absence if desired.

B. **Low-Income Representation:** Two low-income representative Board members shall be selected from each constituent county. They shall be persons chosen in accordance with democratic selection procedure adequate to assure that they are low-income representatives in each of their respective counties of residence.

Two representatives and one alternate representative shall be elected from each constituent county on or before the fourth Tuesday of January of each year. Each representative so elected shall represent his/her county at large. Each election shall be called by the Chief Executive Officer of the Corporation upon 10 days notice by publication in local newspapers within each county. Those persons attending such elections shall be eligible to vote provided they are a bona fide resident of the county for which the election is held. The election shall be conducted by written ballot after nominations have been duly made and seconded. The representatives elected shall be the persons receiving a plurality of the votes. The person receiving the second highest vote total shall be designated the alternate representative.

If a vacancy occurs in any Board position of a low-income representative, then the vacancy shall be filled by only the elected alternate or if no elected alternate, then by a person selected by the low-income representatives of the Board. (Also see Board Policy 6.1.15 on representation & Low Income Election Procedures)

A low income board representative must have income at or below 125% of poverty or thru their employment or community involvement be able to adequately represent the interests of the low income population.

Any low income individual or organization that considers its organization or low income persons to be inadequately represented on the board may petition the board for adequate representation. Such petition shall be made in writing to the Chairperson of the Board and the Chief Executive Officer. The Executive Committee shall act on any petition within 120 days and shall make a recommendation to the board. Under no circumstances will the membership of the board deviate from Section 5.1 of the By Laws. Decisions of the Board of Directors related to such a petition shall be final.

C. **Private Interest Organizations:** Two private interest representative Board members shall be selected from each county. They shall be recommended by private organizations involved in business, industry, labor, religion, education, social welfare or other major groups with interest in the community. Recommendations from private organizations shall be solicited as member's terms expire or as needed. Each organization or designee may also designate an alternate member if desired. The Board of Directors must certify the new member's selection prior to being seated as a Board member.

A Board member serving as a representative of a private organization whose term has expired, may continue to serve until his/her replacement has been seated.

5.3 Final acceptance of any person as a member of the Board of Directors or any Advisory Body to the Board is under the authority of the Board. The Board may deny membership to any person who has been convicted of a felony, any person who has previously worked in opposition to the aims and goals of the corporation, any person who has previously violated Board Policies and/or these By-Laws, or any person who has a conflict of interest which may hamper them from proper decision making on behalf of the corporation. All Board vacancies will be filled within (90) days.

5.4 Any Board member found in violation of these By-Laws or other Board approved corporate policies may be removed from the Board by action of the appointing authority or the Board of Directors itself.

- 5.5 All terms of Board membership shall be deemed to begin or end on the day of an annual meeting as established in Section 3.2. Members who are public officials or their representatives shall hold office for a period of three years. Members who are low-income representatives shall hold office for a period of five years. Members who are representatives of private organizations shall hold office for a period of five years.
- 5.6 Members or their alternates may be removed from the Board of Directors or Advisory Councils after they have been absent without justifiable cause for four consecutive meetings. This shall also apply to the various committee meetings. The member should contact the alternate of his/her position if the member is unable to attend a meeting. All alternates are encouraged to attend the meetings even if it is not necessary. After three unexcused, consecutive absences, the Chairperson of the Board may notify the Board member that another absence may cause dismissal from the Board. Terms of all members shall begin immediately upon being seated by action of the Board of Directors. Any designated person having filled a Board vacancy shall hold office for the balance of the unexpired term.
- 5.7 Members who are elected or appointed to represent a constituent county shall reside within that county.
- 5.8 No Board member shall receive regular compensation for services except reimbursement for travel expenses (i.e., mileage).
- 5.9 No person shall be eligible to be a Board member or member of any Advisory Council who is an officer, Board member or employee of any organization contracting to perform a component of the Corporation's programs. No person who is an employee of the Corporation or any funding source shall be eligible to serve on the Board. No other Federal or State employees may serve on the Board in a capacity that will require him/her to act as an agent of or attorney for the Corporation in its dealings with any Federal agency.

The Executive Committee shall be empowered to review the qualifications of any prospective member and offer its recommendation for acceptance or refusal of membership to the Board of Directors.

Persons of the immediate family of Board members shall not be considered for employment in the Corporation. Board membership shall not be considered for persons who have an immediate family member who is employed by the Corporation. The immediate family shall be interpreted to mean

- Husband, Wife
- Father, Mother, Brother, Sister
- Son, Son-in-law, Daughter, Daughter-in-law

- 5.10 Board members must adhere to client/patient, and employee confidentiality standards as defined by corporate policy, funding source regulations, and state and federal law.

- 5.11 A minimum of 51% of the membership of the Board of Directors at any given time shall consist of directors that are minorities, females, or persons with disabilities.
- 5.12 No provision of Section 5 will be valid if it conflicts with any other provision of these By-Laws.

**ARTICLE VI
BOARD OFFICERS**

6.1 The officers of the Board shall be a chairperson, vice-chairperson, secretary, and a treasurer who shall be elected by the Board from its membership during the organizational meeting and they shall serve for a term of two years or until their successors are elected. No alternate member of the Board of Directors may become an officer of the Corporation. There can be no more than two officers of the Board from the same county.

6.2 It shall be the duty of the Chairperson to preside at all meetings of the membership, the Board of Directors, and the Executive Committee. He/she shall designate, subject to concurrence of the Board, the Chairperson and members of all standing and special committees. He/she shall serve ex officio as a member of all Board committees except for the Nominating Committee and shall perform all duties that may pertain to his position. He/she shall, on behalf of the Corporation, execute such notes, deeds, contracts, or other documents as the Board may direct.

In an emergency situation, upon being asked by the Chief Executive Officer, and with concurrence of one other Board officer, the Chairperson may sign proposals, agreements, or other documents requiring immediate action, prior to Board approval. In the event this becomes necessary, Board notification of the action is required at the next Board meeting. The Chairperson shall have the authority to authenticate documents on behalf of the corporation.

6.3 The Vice-Chairperson shall have all of the authority and perform all the duties of the Chairperson in the absence or inability of the Chairperson to act.

6.4 The Secretary shall have charge of recording Minutes of all meetings of the Board, the Executive Committee, and the membership. All official records and minutes shall be kept and maintained in the principal office of the Corporation. The Minutes shall be written and shall include a record of all votes on all motions made. Minutes of the previous meeting shall be distributed to all directors before the next meeting and shall be made available to the public upon request. The Secretary shall have the authority to authenticate documents on behalf of the corporation. Board may appoint an Assistant Board Secretary who shall assist the Secretary and who shall also have the authority to authenticate documents in the absence of the Secretary. The Assistant Board Secretary may or may not be a Board Member.

- 6.5 The Treasurer shall monitor the Corporation's revenue and expenditures and his/her signature will appear on all Corporation checks together with the signature of the Chief Executive Officer. The Treasurer will serve as Chairperson of the Finance Committee and will report to the Board as required. In the absence of the Treasurer or the Chief Executive Officer, the Chairperson of the Board may sign said payment instruments. All persons authorized to sign or counter sign payment instruments shall post surety bond in an amount determined by the Board. All bond premiums shall be paid by the Corporation.
- 6.6 Whenever any vacancy shall occur in an office by death, resignation, or otherwise, the same shall be filled through election by the Board and the officer so elected shall serve until the end of the unexpired term.
- 6.7 Any officer can be removed from or recalled to office by the Board of Directors. Notwithstanding the provisions of Section 4.7, a recall of a Board officer shall require an affirmative vote of at least 75% of the membership on the Board.

**ARTICLE VII
BOARD COMMITTEES**

- 7.1 The following provisions shall apply uniformly to the Board committees:
 - A. Committee members shall be members of the Board. Any sub-committees created by Board committees may include other interested residents of the community. Each committee shall be composed of two members from each constituent county, where possible.
 - B. The composition of every committee shall reflect the structure of the Board as specified in Section 5.2 except the Executive Committee which must follow as closely as possible after allowing for the officers membership.
 - C. Committees and committee membership shall be established during the organizational meeting of the Board. However, the Board Chairperson shall maintain committee membership as necessary between organizational meetings pursuant to Section 6.2. All terms of committee membership shall be deemed to begin or end on the date of the organizational meeting as established in Section 4.2.
 - D. The final authority for all matters considered by committees shall be the Board of Directors. Said committees shall report periodically to the Board concerning their activities, conclusions, and recommendations.
 - E. Each committee may establish its own rules of procedure except for quorum and notice provisions which shall conform to those of the Board of Directors. Said notice provisions, however, may be waived by the Executive Committee for an emergency meeting of the Executive Committee.

- F. Each member of a committee shall continue as such until his successor is appointed, unless the committee shall sooner be terminated, or unless such member be removed from such by a majority of the Board, or unless such member shall cease to qualify as a member thereof.
- G. A meeting of a committee may be convened by the Chairperson of the committee, by the Chief Executive Officer, or the Chairperson of the Board.
- 7.2 There shall be an Executive Committee consisting of at least the Board officers and it shall have authority to transact the Board business between monthly meetings of the full Board in case of emergency. All actions of the Executive Committee shall be subject to ratification by the Board of Directors. The Executive Committee, selected by the Board of Directors, shall consist of two members from each constituent county. The Executive Committee shall also have the following duties:
- A. To conduct an annual performance evaluation of the Chief Executive Officer by whatever means necessary.
- 7.3 There shall be an Audit & Finance Committee which shall meet as needed. The committee will be appointed by the Chairperson of the Board and shall be composed of at least five board members, one from each county. The Board Treasurer shall chair this committee. At least one member shall have expertise and/or experience in fiscal management or accounting. The committee shall have the following duties:
- Receive monthly written financial reports which include cash status of each program and current budget versus expenditures per program.
 - Monitor any responses required to an “audit finding” or management letter concern.
 - Approve the use of the Board selected audit firm for any other “non audit” related work for the corporation.
- 7.4 There shall be a By-Laws Committee which shall meet as needed and have the following duties:
- A. The review of the By-Laws of the Corporation to determine if they are in compliance with applicable statutes, rules, and regulations.
- B. To recommend proposed amendments to the By-Laws of the Corporation.
- 7.5 There shall be a Human Rights Committee which shall meet as needed and have the following duties:
- A. To monitor compliance with and to review the Affirmative Action Plan of the Corporation and make appropriate recommendations to the Board.
- 7.6 There shall be a Low-Income Representative Committee which shall have at least the following duties:

A. Designate interim Board representation of any vacant Board position established under Article 5.2 (B) of these By-Laws.

7.7 The Chairperson of the Board shall appoint a Nominating Committee made up of at least one member from each county. Said committee will meet prior to the Annual Meeting to form nominations for Board Officers for the following year. No member of the Nominating Committee shall subsequently be recommended to the Board for an officers position.

ARTICLE VIII POLICY ADVISORY COMMITTEES

8.1 The Board shall recognize and cooperate fully with those participant groups that are, or may be, formed as an adjunct to the operation of programs for which the Corporation is responsible. Said groups shall have a membership of at least 50% poor or representatives of the poor; and/or aging. Policy Advisory Committees shall be responsible to the Board and they shall be involved in the planning and evaluation activities of the Board.

8.2 There shall be an Aging Services Advisory Council which shall meet at least quarterly and have the following duties:

A. Advise in the development and implementation of the Area Plan and operations conducted thereunder.

B. Represent the interests of older persons.

C. Review and comment on all community policies, programs, and actions which affect older persons.

The Aging Services Advisory Council membership shall be recommended to the Board of Directors by the Council for Board approval.

The Aging Services Advisory Council shall have By-Laws which will determine its operations in compliance with the Older Americans Act. The Board of Directors recognizes that the Aging Services Division of the agency is the Area XV Agency on Aging and that the Aging Services Advisory Council is the policy advisory body to that unit.

ARTICLE IX ADMINISTRATION

9.1 The Board of Directors shall employ an Chief Executive Officer which shall be the Chief Administrative Official. Said Chief Executive Officer shall be selected-on the basis of his professional qualifications and shall serve at the pleasure of the Board. Initial employment of or the termination of employment of the Chief Executive Officer shall require an affirmative vote of at least three fourths (3/4) of the Board membership.

- 9.2 The duties of the Chief Executive Officer shall include but not be limited to:
- A. Execution of all policies and programs established by the Board.
 - B. Recruiting, directing, and maintaining the administrative staff pursuant to personnel policies established by the Board.
 - C. Establish and maintain an affordable employee benefit package by bidding, negotiating rates, establishing corporate participation amounts and setting leave policies as needed and within employment laws.
 - D. Keeping the Board informed of all problems and accomplishments of the administrative staff.
 - E. Preparing the budget and other funding documents.
 - F. Maintaining custody of all funds and property of the Corporation. Maintaining financial and inventory records. He shall make accurate financial statements of income and expense, assets and liabilities, in a form approved by the Board. Present at regular meetings of the Board reports of his accounts and arrange for an annual independent financial audit of the corporation and report the findings to the Board.
 - G. Furnish staff support, as directed, to the Board. He shall prepare agenda in cooperation with the Chairperson and issue notices of all Board meetings on an annual basis. He shall furnish staff support to Board committees and to Policy Advisory Committees as directed by the Board.
 - H. Sign contracts, leases and agreements on behalf of the corporation within the duties as established in this Section. Approve expenditures under the Community Development and Improvement Program as created by the Board, for general program operations and under housing partnerships as approved by the Board. The sale of corporation owned land or facilities must be approved by the Board. Contracts may be signed by either the Chief Executive Officer or the Chairperson of the Board.
 - I. Prepare and submit necessary proposals and agreements as required for ongoing programs and services. Such preparation shall include budgeting, establishing rates for services, letting of bids for sub-contracted services, and establishment of inter-agency agreements.
- 9.3 Except for the purpose of inquiry, authorized by the Board, neither the Board of Directors nor the individual members thereof shall issue an order or instruction to a member of the administrative staff who is responsible to the Chief Executive Officer. Violation of this section shall be reported to the Board for determination and the violator shall be subject to removal from the Board.

ARTICLE X AMENDMENTS

10.1 These By-Laws may be altered, amended, or repealed at any meeting of the Board of Directors provided that notice in writing of the proposed changes shall have been given to each member at least 14 days before such meeting. Change in these By-Laws shall require an affirmative vote of two-thirds (2/3) of the directors of the Corporation present at such meeting.

ARTICLE XI RULES OF MEETINGS

11.1 All meetings of the membership of the Board, or of the Executive Committee shall be in accordance with Robert's Rules of Order, latest edition, if not in conflict with Indiana law.

ARTICLE XII DISSOLUTION

12.1 In the event of dissolution of the Corporation, all assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to the State of Indiana or any instrumentality or subdivision thereof exclusively for public purposes, or to any Not-For-Profit Corporation whose purposes are substantially the same as those of this Corporation, and which at the time of transfer, is exempt from Federal taxation under Section 501-C-3.

Any such assets not transferred by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is located, exclusively for such tax-exempt purposes or to such tax exempt organization that the court shall determine. No member, director, or officer of the Corporation shall be entitled to share in the distribution of any assets of the Corporation.

Further, no part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation or to any private individual at any time.

General Information

Board meetings will generally be held on the third Tuesday of each month at 6:30 p.m. in the Board room in Mitchell.

Board Members will be required to complete an annual Conflict of Interest Form and should disclose any potential conflicts of interest as they occur.

Board Members are encouraged to participate in corporate advisory committees as time permits.

Board Members are encouraged to participate in corporate special events and other functions.

Periodic training for Board Members will be conducted in conjunction with Board meetings when possible. If any Board Member would like additional training, he or she should advise the Chief Executive Officer.

Board Members will be reimbursed for mileage expenses while on corporate business, including meetings, at a Board approved rate.

Board Members must adhere to the same client and personnel confidentiality regulations and laws as corporate employees.

Board Members must continue to reside in the county they represent for the duration of their board membership.

The Board of Directors has an extremely important role and fiduciary responsibility for the corporation and members will be provided monthly financial reports and annual audit exit conferences with the independent CPA firm will be held at a board meeting.

Board Members are the eyes and ears in the various communities for the Chief Executive Officer. Each member is encouraged to bring forward ideas for future projects in his or her home area and to advise on issues that may arise.

