**SOUTH CENTRAL COMMUNITY ACTION PROGRAM, INC. (SCCAP)**

**BOARD OF DIRECTORS BYLAWS**

**EFFECTIVE DATE: August 8th, 2024**
**LAST AMENDED DATE: August 8th, 2024**

# ARTICLE I.
# PURPOSE

The purposes for which the South Central Community Action Program, Inc. ("SCCAP" or the "Corporation") is formed are set forth in Article I of the Articles of Incorporation of the Corporation, as follows:

"To help eliminate the causes of poverty in the midst of plenty in this community, making available the opportunity for education and training as provided for by Public Law 100."

"To comply with and execute all legal requirements for nonprofit corporation in the State of Indiana and the tax exempt requirements of the United States Internal Revenue Code. To qualify for eligibility for funds to maintain a program under Public Law 100."

"To provide for the planning and development of programs that 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."

"To provide coordination for community efforts focused on poverty, economic development, and affordable housing for low-income citizens."

The Corporation is an established "community action agency" and is subject to the provisions of Ind. Code § 12-14-23-1, *et seq.*

# MISSION STATEMENT

The Corporation exists to provide opportunities for low-income citizens to move toward personal and economic independence. The Corporation accomplishes its mission through the coordinated resources of family, staff, the Corporation's Board of Directors, the community, and government assistance.

## GOALS

The Corporation seeks:

1. To develop and implement programs to assist people in becoming self-sufficient.*

2. To coordinate public and private resources focused on alleviating poverty. As a catalytic organization, the Corporation provides leadership and guidance in developing a network of integrated services for low-income citizens in our community.

3. To advocate for the interest of the low-income community at all levels of government and throughout the community.

4. To encourage community empowerment through maximum feasible participation.

## ARTICLE II.
## BOARD OF DIRECTORS

**Section 1. Number and Powers of the Board.**

a. **Number**. The corporate powers of the Corporation shall be exercised, conducted, and controlled by a Board of Directors (the "Board") consisting of at least fifteen (15) Directors ("Members" or "Directors").

b. **Power**. The Board, on behalf of the Corporation, has the authority to:

1. Enter into legally binding agreements with any federal, State, or local agency, or with any private funding organization for the purpose of running programs and/or providing services;

2. Appoint the Executive Director;

3. Determine—subject to Indiana Housing & Community Development Authority (IHCDA) and Health & Human Services (HHS) requirements—personnel, organization, fiscal, and program policies;

4. Determine overall program plans and priorities, including provisions for evaluating progress with regard to performance;

5. Make final approval of all program proposals and budgets requiring Board approval;

6. Enforce compliance with all conditions of IHCDA and HHS grants;

7. Monitor all programs;

---

* "Self-sufficient" means that the income of an individual or family is at least 200% of the poverty level, as defined by the federal government.

8. Determine – subject to IHCDA and HHS requirements – rules and procedures for the Board;

9. Conduct or direct annual performance evaluations of the Executive Director;

10. Conduct or direct annual review of Executive Director compensation; and

11. Select the officers and the executive committees, if any, of the Board.

**Section 2. Composition and Selection of the Board.** The Board of Directors shall be comprised of at least fifteen (15) members. The Board of Directors shall include equal representation of three (3) groups: Elected Public Officials (or their representatives), democratically elected Low-Income Representatives of the community to be served, and Private Agencies and Community Groups aligned with the Mission and Goals of the Corporation. The total membership of the Board of Directors shall always be divisible by three (3) in order to be in compliance with applicable provisions of Federal and State laws, statutes, and regulations. Specifically, one-third of the Board shall be composed of Elected Public Officials (or their representatives), one-third of Low-Income Representatives, and one-third of Private Agencies and Community Groups.

a. **Elected Public Officials**

Governmental entities in each county will be selected by the Board, and selected entities will appoint the Elected Public Official members. Selected public officials currently holding office may choose one (1) permanent representative to serve on the Board full-time in the public official's place, subject to the approval of a majority of the then-constituted Board. These representatives act in the interest of the public officials whom they represent in matters brought before the Board of Directors and not as individuals. These representatives shall have full authority at meetings of the Board to act for the public official they represent but are not themselves required to be public officials. These representatives may also not select their own alternates to substitutes.

b. **Private Agencies and Community Groups**. The Private Agencies and Community Groups shall consist of officials or representatives of business, industry, labor, religious, welfare, education, minority-led, and/or private social service groups and/or other major non-profit groups and interests in the four-county area.

Private agencies/groups selected to be represented on the Board of Directors shall appoint their own representatives (and replacements), subject to the approval of a majority of the then-constituted Board. These agencies/groups may also select an alternate who may serve in the place of the primary appointee at any meeting, subject to the approval of a majority of the then-constituted Board.

c. **Low-Income Representatives**

At least one-third of the Board shall be Low-Income Directors who are selected by a democratic process. Low-income representatives may be chosen by either a democratic election facilitated by SCCAP's senior leadership or by a micro-democratic selection process facilitated by partner agencies, external stakeholders, community social service providers, community organizations/associations aligned with the Mission and Goals of the Corporation, and/or by other low-income individuals. The Board shall endeavor to use the democratic election process to fill low-income sector vacancies whenever possible but may use a micro-democratic selection process if the Board determines the democratic election process is unfeasible and that using the micro-democratic selection process best meets the needs of the community. Each of the low-income area representatives may have one (1) alternate who shall be selected in the same manner and at the same time as the representatives themselves. The voters who select the representative shall select the alternate.

Both democratic elections and micro-democratic selection must be documented in meeting minutes, including approval of recommendations for a Low-Income Director.

d. **Low-Income Election**. Each of the area representatives and the representative's alternate shall be nominated and elected at a meeting attended by persons of the low-income group living within the specified area to be represented and be held within that specified area to be represented. Voting shall be by ballot. Eligibility to vote will be established by residence and self-declaration of income eligibility. All low-income persons in the applicable area shall, to the extent possible, be notified and encouraged by the employees of the Corporation to attend and participate in the meeting. At the meetings, employees of the Corporation designated by the Executive Director shall give impartial assistance to ensure that an effective election is held. No election will be held on Friday, Saturday, Sunday, or any other day which is observed as a day of rest and worship by residents of the area served. SCCAP will implement the democratic election procedures as follows.

1. The time, place, and date of the election shall be determined by SCCAP's executive leadership. The meeting can be held virtually or in-person at a location accessible to the public and convenient for low-income residents.

2. Notice of Board vacancies, the time, place, and date of the election shall be published on SCCAP's social media accounts and throughout the respective target area(s) where vacancies exist. Such notices will be given for at least seven (7) days prior to the date of the election.

3. Public Service Announcements shall be prepared and posted in target communities where eligible persons are most likely to gain knowledge of the proposed meeting.

4. The meeting to elect representatives of the low-income sector shall be presided over by a Board Member, the Executive Director, or other designated Corporation staff.

5. The Board Member, Executive Director, or other designated Corporation staff presiding over the meeting shall call the meeting to order and explain the election process and expected results prior to opening the floor for nominations of eligible candidates.

6. The floor shall be open for nominations of eligible low-income persons or others qualified to represent this membership category of the Board.

7. After the nominations have been properly noted and closed by the individual presiding over the meeting, each person nominated shall be presented and permitted to make brief

comments and solicitations of no longer than five (5) minutes per candidate.

8. The Corporation can facilitate either virtual or in-person elections.

Virtual Election via Zoom: The Board Member, Executive Director, or designated Corporation staff presiding over the meeting shall call for a vote on each candidate nominated in the order of their nomination and require persons casting votes to type the name of the candidate they are voting for in the meeting chat. Corporation representatives will count names of candidates as outlined in the chat.

In-Person Elections- The Board Member, Executive Director, or designated Corporation staff presiding over the meeting shall call for a vote on each candidate nominated in the order of their nomination and require persons casting votes to stand until they have been properly recognized and counted by the individual presiding over the meeting. In some instances, such presiding individual may call for a vote via paper ballots that will be counted by at least two Corporation representatives.

9. The candidate receiving the highest number of votes shall be recommended to SCCAP's full Board of Directors for approval.

e. **Low-Income Micro-Democratic Selection Process**. Corporation employees will request from community social service providers, community organizations/associations, and the Corporation's client service base the names of residents of the communities to be represented who are familiar with the needs of the low-income community, have served with distinction in a similar position, or who are willing to serve as a low-income sector representative. The nominee to the Board shall be selected through a micro-democratic process, such as through a public forum or demonstrated by election to a position of responsibility in another significant service or community organization such as a school PTA or seat on an advisory board of an organization aligned with the Goals and Mission of the Corporation. If the appointment/selection method is used, seated Directors of the Corporation's low-income sector will make the decision as to who is selected.

1. The partner agency, external stakeholder, community social service provider, or community organization/association shall provide meeting minutes documenting the selection and an official letter to the Corporation that identifies the individual who was selected.

2. The selecting organization will be provided notification from the Board whether the selected individual was approved or disapproved as a Low-Income Director.

f. **Head Start Reauthorization**. The Head Start Reauthorization program requires the Board to have one (1) Director with fiscal management or accounting background and expertise, one (1) Director with early childhood education and development expertise, and one (1) Director who is a licensed attorney familiar with issues that come before the Board. If such individuals are not available to be seated as Directors, the Corporation may instead use consultants or other individuals to work directly with the Board.

g. **Terms**. The Directors' terms of service are counted from the time an individual is first appointed or elected to serve on the Board of Directors. Upon election or appointment/selection as described in these Bylaws, Directors will serve a term of three (3) continuous years (unless filling a vacancy under Section 3) with a limitation of three (3) consecutive terms (total of nine [9] years) and are eligible to repeat the aforementioned term limitations after one (1) year off the Board. Sixty (60) days prior to the expiration date of the term of service, an announcement will be made to the community that includes a deadline set for accepting letters of interest to the Board of Directors, including a date that letters should be submitted by and a date that action will take place regarding the submissions. Vacancies existing at the end of a regular term must be filled within ninety (90) days of the vacancy.

h. **Qualifications**. All appointments (and alternates) to the Board must be ratified by at least a majority of the then-constituted Board of Directors. Both the elected and the appointed public officials serving on the Board of Directors shall have either general governmental responsibilities or conduct activities directly related to issues of poverty. An individual who has been removed from the Board of Directors under terms noted in Section 7 shall be ineligible to serve again for at least a twelve (12) month period since the individual last served on the Board. No person may sit on the Board of Directors who is an officer or an employee of an organization contracting to perform a component of the Corporation's programs or activities that are funded by IHCDA or HHS. Provided, however, this limitation will not be applicable if the contracting is with the Public Official's jurisdiction as an entity.

**Section 3. Intra-term Vacancies**. Vacancies occurring prior to the end of a Director's term shall be filled, within ninety (90) days of the vacancy as follows:

1. Public official vacancies shall be filled by the initial governmental entity in each county that selected the public official.

2. Private agency vacancies shall be filled by the agency or group from which the initial appointment was made.

3. Low-income sector vacancies shall be filled by the vacating Director's alternate who will serve the remainder of the term. When there is no alternate, the vacancy shall be filled by the election or the micro-democratic selection process described in Section 2.c-e of the Bylaws.

Each filled vacancy shall be subject to the approval of at least a majority of the then-constituted Board of Directors. Inter-term vacancies shall be filled for the remainder of the replaced Director's term.

**Section 4. Remuneration of Directors**. Members of the Board of Directors receive no compensation or remuneration of any kind for their service as Directors of the Corporation. However, a reimbursement to all Directors of the Board for necessary and reasonable out-of-pocket expenses or losses incurred in connection with attendance at any meeting of the Board of Directors, Executive Committee meetings, or in connection with any other activity as a Director of the Corporation, may be authorized by the Board of Directors or the Executive Committee. In addition, Directors representing low-income groups shall be reimbursed for travel to and from any meeting of the Board of directors based on the then-current IRS mileage rate.

**Section 5. Petition for Representation on Board**. There are two (2) mechanisms available for those wishing to petition for representation on the Corporation's Board of Directors:

1. A low-income individual, private community organization, religious organization, or representative group of the low-income sector which feels inadequately represented on the Corporation's Board may submit a petition for representation to the President of SCCAP's Board of Directors. In the case of unincorporated organizations and interests, the petition must be signed by twenty-five (25) individuals, unless the President, in consultation with the Executive Committee, decides to waive this particular requirement.

2. In addition to the option described above, a low-income representative or a private community organization who feel inadequately represented may submit a letter of interest signed by the group's Board president or chief executive officer, as applicable and send the letter to the President of the Board of Directors at the Corporation's principal place of business.

3. The request will be an agenda item for the next scheduled meeting of the Executive Committee of the Board of Directors after the petition or letter is received. During the meeting the request will be reviewed in a full and fair hearing to determine whether said individual or group should be granted representation on the Board of Directors.

4. The petitioning individual or organization shall be given an opportunity to be heard at a meeting of the Board upon such reasonable terms as the Directors shall determine. A written statement of the Board's action on the petition shall be provided to the petitioning individual or group, and a copy of the statement shall be sent to the appropriate government funding sources as required by law or procedure in effect at the time.

5. Should the Board decide to grant representation to the petitioning individual or organization, the Board shall take any actions necessary to provide the representation while ensuring the Board's composition meets the requirements of the federal Community Services Block Grant Act and any other applicable laws and regulations. The Board of Directors may revise the composition of the Board so as to include the individual or representative the petitioning group by replacing a current group or by amending the Bylaws to expand the Board size.

6. All petitions or letters should be submitted to the President of the Board of Directors at the Corporation's principal place of business, listed as 1500 W. 15th Street, Bloomington, IN 47404. Individuals and organizations as described above may apply for representation as often as they choose.

**Section 6. Removal or Resignation of Directors.**

a. Public officials, or their representatives, may be removed from the Board of Directors only by the governmental entity's designating officials or by violation of these Bylaws.

b. If any private agency or group represented on the Board of Directors fails to appoint a representative after ninety (90) days of notification of their representative's vacancy, then that agency or group shall be removed from the Board.

c. A Director who is a representative of the low-income sector or of a private organization may be removed for cause at any annual or regular meeting or at a special meeting called for such purpose. A Director shall introduce a resolution specifying the cause for removal, and the resolution will be duly adopted by a vote of two-thirds (2/3) of the Directors present in person at such a meeting.

**Section 7. Grounds for Removal of Directors.** The following constitute grounds for removal from the Board of Directors:

a. The Director has accumulated three (3) absences at Board meetings in one (1) calendar year. The Directors may appeal to the Executive Committee on grounds of "good cause." (See also Article III, Section 7 for attendance expectations.);

b. Existence of a Conflict of Interest as addressed in Article VII;

c. A Director no longer resides in the geographic area the Director represents;

d. Violation of the rights of any Corporation employee;

e. Failure to sign the Board Code of Conduct within two (2) weeks after attending the Director's first regular Board meeting; and/or

f. Violation of the Board Code of Conduct.

The procedure for such removal will be a Director's introduction of a resolution specifying the cause for removal and the resolution being adopted by a vote of two thirds (2/3) of the Directors present in person at such meeting.

## ARTICLE III.
## MEETINGS OF THE BOARD OF DIRECTORS

**Section 1. Annual Meetings.** The Annual Meeting of the Board of Directors shall be held at a time and place designated by the Directors for the purposes of electing new officers to the Board of Directors, receiving annual reports, and conducting any additional business that requires the Board's approval. Immediately after the Annual Meeting, Directors shall hold a regular meeting transacting any other business that may come before it.

**Section 2. Notice of Annual Meeting.** Notice of each Annual Meeting, stating the time and place of the meeting, the agenda for the meeting, and any annual reports, shall be mailed or emailed to each Director at least seven (7) days prior to the Annual Meeting.

**Section 3. Regular/Special Meetings.** Except where otherwise prescribed by law or elsewhere in these Bylaws, a special meeting of the Board of Directors may be called at any time by the President, by a majority of the Directors, or by ten percent (10%) of the Directors. Regular meetings will be held no less than six (6) times per calendar year.

**Section 4. Notice of Regular/Special Board & Committee Meetings.** Notice of each regular/special Board of Director and Committee meetings shall be given, stating the time and place of the meeting, the business to be transacted at the meeting, and the minutes of the previous meetings. A copy shall be mailed or emailed to each Director at least five (5) days prior to such meeting. Notice required to be given to Directors of any meeting may be waived in writing before or after the date of such meeting, and attendance at any meeting shall constitute waiver objecting to the meeting on the grounds it was not properly called or convened. Such notices will be mailed or emailed to the news media on the same schedule. Copies will be made available to the public upon request. The Board of Directors shall keep written minutes on file for each meeting, which shall include a record of votes on all motions.

**Section 5. Open Door**. All meetings of the Board shall be subject to Indiana's Open Door Law, Ind. Code § 5-14-1.5-1, *et seq.*

**Section 6. Quorum.** At any meeting, more than fifty percent (50%) of the seated Directors shall constitute a quorum for all purposes except when otherwise provided by law.

**Section 7. Attendance.** Regular attendance at Board meetings is the expectation of service for all Directors. If Directors are unable to attend a scheduled meeting of the Board, Directors should notify the President of the Board and/or executive staff of the absence in advance. Such notification will constitute an "excused" absence. If notice is not provided in advance of the meeting, the absence will be recorded as "unexcused."

A Director will be considered as not meeting attendance expectation when:

1. The Director has two (2) unexcused absences in a row ("unexcused" means the Director did not call the President or a reasonable contact in the Corporation before the meeting to indicate anticipated absence); or

2. The Director has three (3) excused absences in a calendar year.

If an attendance problem exists, the President will promptly contact the Director to discuss the problem. The Director's response will promptly be shared with the entire Board at the next Board meeting. At that meeting, the Board will decide what actions to take regarding the Director's continued Directorship on the Board. If the Board decides to terminate the Directorship, termination will be conducted per the following procedure:

1. The President will notify the terminated Director in writing of the Board's decision per the terms of these Bylaws.

2. This written notification will request a letter of resignation from the terminated Director to be received within two (2) weeks.

3. The Board will vote to accept the Director's resignation letter at the next Board meeting.

4. The Board will promptly initiate a process to begin recruiting a new Director.

**Section 8. Electronic Participation.** For the purposes of these Bylaws and pursuant to Ind. Code § 5-14-1.5-3.6, a Director may participate in a meeting by any means of electronic communication by which all individuals participating at the meeting, as well as members of the public physically present during the meeting, may simultaneously communicate with each other during the meeting. A Director participating via electronic means is considered present at the Board meeting for purposes of establishing a quorum and may vote at the Board meeting on any matter properly before the Board. All votes of the Board taken at a meeting in which at least one (1) Director of the Board is participating electronically will be taken by roll call vote.

At least five (5) Directors must be physically present at the designated meeting site for the Board meeting, and each Director must physically attend at least one (1) Board meeting in every calendar year that the Director belongs to the Board.

For the purposes of this Section, the term "meeting" refers to regular or special meetings of the Board, as well as all Committee meetings.

**Section 9. Voting.** Each Director or alternate shall have one (1) vote at Board meetings. Voting by proxy is not permitted at Board meetings or committee meetings. This prohibition applies equally to all Directors. When extenuating circumstances exist, the Directors may be polled by phone or e-mail.

**Section 10. Action by Unanimous Consent.** Any action which may be approved at a meeting of the Directors may alternatively be approved before, on, or after the effective date of the action without a meeting if all Directors in office at the effective date of the action consent in a recorded format.

- Such consent may provide that it will go into effect at a later date.

- If the consenting individual is not yet an active Director at the time of signing, the consent will go into effect on the effective date of the action, provided that the individual has not revoked the consent and has become an active Director as of the effective date of the action.

- A consent will still go into effect at the effective date of the action if the consenting individual provided consent while an active Director but will no longer be an active Director as of the effective date.

- A signer of a consent may revoke the signer's consent in record form until the effective date of the action.

## ARTICLE IV.
## OFFICERS

**Section 1. Number, Election, and Terms of Office.** There shall be four (4) officers of the Corporation, consisting of a President, Vice President, Secretary, and a Treasurer. Each officer shall be a Member of the Board of Directors and shall be elected by the Board of Directors for a term of one (1) year at the Annual Meeting of the Board of Directors. No person may hold two (2) offices at the same time. The Nominating Committee or full Board of Directors shall provide a slate of candidates; additionally, nominations may be made by any Director of the Board from the floor at the time of the election.

**Section 2. President.** The President shall be the principal executive officer of the Corporation and shall preside at all meetings of the Board of Directors and Executive Committee. The President shall appoint the chairpersons of all committees except as otherwise stated and shall be an ex-officio Member of each committee. The President shall sign all written contracts on behalf of the Corporation unless the Board grants contractual authority to another individual. The President shall perform such other duties as are warranted of the office or as may be prescribed from time to time by the Board of Directors or Executive Committee. The President shall chair the Executive Committee.

**Section 3. Vice President.** The Vice President shall assist the President in the performance of the President's duties. At the request of the President or in the President's absence or incapacity, the Vice President shall perform all the duties of the President as set forth in Section 2 of this Article. In addition, the Vice President shall perform such duties and assignments as may from time to time be delegated by the President or assigned by the Board of Directors or Executive Committee. The Vice President shall chair the Planning & Evaluation Committee.

**Section 4. Secretary.** The Secretary or designee shall attend all meetings of the Board of Directors and Executive Committee and shall be responsible for keeping minutes of all such meetings in appropriate minute books. The Secretary, or other Board Officer, shall ensure their signature and the signature of the Board President are placed at the end of each Board meeting minutes to ensure the accuracy of the records. The Secretary shall be responsible for, or shall appoint someone to be responsible for, giving of all notices of meetings pursuant to these Bylaws and keeping a register of the names, addresses, and telephone numbers of each Director of the Board of Directors. The Secretary shall be the custodian, or shall appoint someone to be the custodian, of all books and records of the Corporation and all contracts and other written instruments. The Secretary shall perform all duties, or shall appoint someone to perform all duties, prescribed by these Bylaws or, from time to time, by the Board of Directors or Executive Committee. The Secretary shall chair the Personnel Committee.

**Section 5. Treasurer.** The Treasurer or designee shall have charge and custody of all funds and securities of the Corporation and shall deposit such funds in the name of the Corporation in such banks or other depositories as shall be selected by Board of Directors or the Executive Committee. The Treasurer shall keep, or appoint someone to keep, complete and accurate records of accounts, exhibit such records at reasonable times and upon request to any officer or Director of the Board of Directors, and render a statement of the financial condition of the Corporation upon request at any meeting of the Executive Committee or Board of Directors. The Treasurer shall prepare and submit, or appoint someone to prepare and submit, a full financial report of the operations of the Corporation for the preceding fiscal year for each Annual Meeting of the Board of Directors and Directors. The Treasurer shall prepare and file, or appoint someone to prepare and file, any reports or returns required by the United States Internal Revenue Service or any other taxing authority. The Treasurer shall perform, or appoint someone to perform, all duties as may be prescribed from time to time by these Bylaws or assigned by the Board of Directors or Executive Committee. The Treasurer and any other officer or agent may be entrusted with such surety as the Executive Committee may require, conditioned upon the faithful performance of duties in the handling of such funds. The premium of any applicable bond is to be paid by the Corporation. The Treasurer shall chair the Finance Committee.

**Section 6. Delegation of Authority.** In the event of temporary absence or incapacitation of any officer of the Corporation, the Board of Directors or Executive Committee may delegate the powers or duties of such officer to any other officer or Director of the Board of Directors for any specified period.

**Section 7. Intra-term vacancies.** Whenever an intra-term officer vacancy occurs by reason of death, resignation, removal, or otherwise, such vacancy shall be filled at the earliest opportunity by the Board of Directors at any regular or special meeting called for such purpose. The vacancy shall only be filled for the remainder of the replaced officer's term.

## ARTICLE V.
## COMMITTEES

**Section 1. Types, Composition, and Quorum.** Committees of the Board of Directors shall be standing or special and shall be representative of the composition of the full Board. There shall be an Executive Committee consisting of the officers of the Corporation, that is, the President, Vice President, Secretary, and Treasurer of the Corporation, and such additional elected at-large Directors as would be required to reflect representation from each county served and the composition of the full Board.

a. Standing Committees shall exist throughout the year between Annual Meetings and shall provide regular reports to the Board of Directors. Standing Committees shall be the Executive Committee, Personnel Committee, Planning and Evaluation Committee, and Finance Committee. Each of these committees shall be chaired by a designated officer of the Board.

b. Special Committees shall be established by the Board for specific purposes and for a designated period. Each of these committees shall be chaired by a Director appointed by the President.

c. More than half of the authorized Directors of a committee present in person at any duly convened meeting thereof shall constitute a quorum for the transaction of any business, provided that no action shall be taken by the committee except upon affirmative vote of a majority of the full committee.

**Section 2. Executive Committee.** The Executive Committee shall consist of the officers of the Corporation (i.e. President, Vice President, Secretary, and Treasurer) and such additional elected Directors as to assure representation from each service and in compliance with Article V, Section 1.

a. The Executive Committee shall be chaired by the President of the Board and shall have and exercise all of the authority of the Board of Directors in the transaction of routine and ordinary business of the Corporation during the intervals between meetings of the Board of Directors, subject to such limitations as are imposed by law or these Bylaws and provided that no action shall be taken by the Executive Committee which conflicts with specific policies or programs adopted by the Board of Directors. The Executive Committee shall report on the actions it takes between meetings at the next meeting of the full Board. The Executive Committee shall also act as a hearing Board to receive complaints, suggestions, or recommendations from any persons or groups in regard to changes in or additions to the Corporation, unless a standing or special committee is established by the Board of Directors for such purpose. The Executive Committee shall have such other duties as may be specified in these Bylaws or by resolution adopted by the Board of Directors. The Executive Committee shall have no authority to take any action concerning amendment of these Bylaws or to employ the Executive Director without prior approval of the full Board of Directors. The Executive Committee shall evaluate, with input from the full Board of Directors, the Executive Director annually and recommend salary changes and actions warranted by the evaluation. The Executive Committee shall serve as a review and selection committee when employing an Executive Director and recommend hiring selections to the Board. The Executive Committee shall be responsible for recommending termination of the Executive Director.

b. The Executive Committee shall meet as is necessary prior to each annual or regular meeting of the Board for the purpose of preparing the agenda. The committee may also meet at the call of the President or any two (2) Directors of the Executive Committee. At least five (5) days' notice of each such meeting shall be given to each Director of the Board by phone, email, mail, or personal contact. Notice shall state the time and place of the meeting. Members of the Board of Directors may attend all meetings of the Executive committee with the privilege of voice but without vote. Notice required to be given to Directors of any meeting may be waived in writing before or after the date of such meeting, and attendance at any meeting shall constitute waiver objecting to the meeting on the grounds it was not properly called or convened.

c. More than fifty percent (50%) of the Executive Committee present in person at any duly convened meeting thereof shall constitute a quorum for the transaction of any business provided that no action shall be taken by the Executive Committee except upon affirmative vote of more than fifty percent (50%) of the committee Directorship.

d. Any Director of the Executive Committee may resign at any time by giving notice in writing to the President or Secretary. Such resignation shall take effect upon receipt of such notice or at any later time specified therein. Any Director of the Executive Committee may be removed from office by resolution adopted by a majority of the full Board of Directors at any regular or special meeting of the Board when the Board determines it in the best interest of the Corporation to call a meeting for such purpose. Any Director on the Executive Committee shall be automatically removed in the event of disqualification by reason of termination of Directorship on the Board of Directors.

e. Whenever any vacancy shall occur on the Executive Committee of the Corporation by reason of death, resignation, removal, or otherwise, such vacancy shall be filled at the earliest opportunity by the Board of Directors at any regular or special meeting called for such purpose, at the next Annual Meeting of the Board of Directors, or upon a successor being duly elected.

f. The Executive Committee shall also serve as the Nominating Committee and shall be chaired by the President. The Nominating Committee shall be representative of the composition of the full Board up to seven (7) Directors. The committee shall be elected or appointed at the Annual Meeting to select nominees for all vacancies on the Board and officer positions occurring during its tenure.

g. The Executive Committee shall meet on call of the chairperson and at a stated meeting prior to the date of the Annual Meeting.

**Section 3. Planning and Evaluation Committee.** The Planning and Evaluation Committee shall be chaired by the Vice President of the Board and shall consist of such additional Directors of the Board as deemed necessary and appropriate by the Board. The committee shall recommend to the Board of Directors purposes, objectives, projects, and strategies for integrated anti-poverty efforts. The committee shall evaluate and delegate operations for such projects and programs with the Corporation and staff. The committee shall initiate research projects as deemed necessary. The Planning and Evaluation Committee shall meet as deemed necessary to conduct business and shall provide a report and recommendations at the next Board meeting.

**Section 4. Personnel Committee.** The Personnel Committee shall be chaired by the Secretary of the Board and shall consist of such additional Directors of the Board as deemed necessary and appropriate by the Board. The committee shall review matters relating to personnel policies and procedures as directed by the Board and make recommendations to the Board. The Personnel Committee shall meet as deemed necessary to conduct business and shall report at the next Board meeting.

**Section 5. Finance/Audit Committee.** The Finance/Audit Committee shall be chaired by the Treasurer and shall consist of such additional Directors of the Board as deemed necessary and appropriate by the Board. The committee shall review the budgeting process, monthly results of the organization's financial activity, and make recommendations to the Board with respect to accounting and financial matters. Such accounting and financial matters include, but are not limited to, monthly and annual financial statements, credit card reconciliations, annual budget, review of major transactions, review of IRS Form 990, and all audit and internal control matters. The Finance/Audit Committee shall meet as deemed necessary to conduct business and shall report at the next Board meeting.

**Section 6. Board Recruitment Committee.** The Board Recruitment Committee will be chaired by a SCCAP Board member who shall be appointed by, and serve at the discretion of, the Board of Directors. The Committee shall consist of such additional Directors of the Board as deemed necessary and appropriate by the Board. The committee shall review matters relating to Board Member Recruitment, development of Board Recruitment policies and procedures as directed by the Board, and make recommendations to the Board. The Board Recruitment Committee shall meet as deemed necessary to conduct business and shall report at the next Board meeting.

**Section 7. Head Start Advisory Committee.** The Head Start Advisory Committee will be Co-Chaired by the Policy Council representative on the Board and the governing Board representative to the Policy Council. The committee will meet a minimum of six (6) times per year to discuss and report to the Board of Directors. The advisory committee will perform the following specific duties:

1. Provide input, make revisions or recommendations for program planning and the development of program policies and procedures, including developing criteria for recruitment, selection, and enrollment of children;
2. Provide input and feedback in the development of long-term goals and short-term objectives;
3. Be an active participant in the program's self-assessment process with program staff, community representatives, and policy council representatives;
4. Participate and review grant materials before going to the Board for final approval; and
5. Work with other Board subcommittees, advisory groups, and other Board members to make revisions and recommendations for personnel policies (including the hiring, evaluation, compensation, and termination of the Executive Director, Head Start Director, Director of Human Resources, and Chief Fiscal Officer), governing body bylaws, and the budgeting process.

**Section 8. Other Committees.** Any other committee established by the Board shall reflect the composition of the full Board.

## ARTICLE VI.
## EMPLOYED STAFF

**Section 1. Executive Director.** The Board of Directors shall employ an Executive Director upon recommendation by the Executive Committee at such salary and under such terms and conditions as the Board of Directors may establish. The Executive Director shall hold office at the discretion of the Board of Directors and shall be responsible for and have charge of the administration of all policies, programs, and activities of the Corporation which have been approved and authorized by the Board of Directors or Executive Committee in accordance with these Bylaws. The Executive Director is authorized by the Board of Directors to sign all warrants (checks) on behalf of the Corporation. In addition, the Executive Director may authorize one (1) additional individual to sign warrants on behalf of the Corporation. The Executive Director shall give a report of the activities of the Corporation at each meeting of the Board of Directors and Executive Committee and shall perform such other duties as the Board of Directors or Executive Committee may prescribe from time to time.

**Section 2. Other Employed Personnel.** The Executive Director or designee shall employ such other staff personnel as may be authorized by the Executive Committee subject to such conditions and limitations as shall be fixed by the Board and applicable contracts. All staff personnel shall be responsible to the Executive Director or designee and shall perform such duties as may be prescribed by the job description or related to and necessary for the normal operation of the Corporation. In addition to or in place of the employment of any staff personnel directly by this Corporation, the Corporation may utilize personnel loaned by other organizations or may contract with other organizations for services to be performed for the Corporation.

## ARTICLE VII.
## CONFLICTS OF INTEREST

**Section 1. Conflicts of Interest**. No person may sit on the Board of Directors who is an officer or an employee of an organization contracting to perform a component of the Corporation's programs or activities that are funded by IHCDA or HHS. Provided, however, that a conflict of interest will not exist for Public Official Directors if such contracting is with the public official's jurisdiction as an entity. No employee of the Corporation, IHCDA, or HHS may serve on the Board of Directors, and no other State employee may serve on the Board of Directors in a capacity which would require the employee to act as an agent of or attorney for the Corporation in their dealings with IHCDA, HHS, or any other State agency.

A conflict of interest arises when the employee, officer, or agent, any Director of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in the entity selected for an award.

Any Director having an existing or potential interest in a contract or other transaction presented to the Board of Directors, or a committee thereof for deliberation, authorization, approval, or ratification, or any person who reasonably believes such an interest exists in another person shall, after the interest becomes known, make a prompt, full and frank disclosure of the interest to the Board of Directors. The disclosing party is required to disclose the nature and extent of the interest and any relevant and material facts known to them about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest, and to answer pertinent questions presented to them.

The Board of Directors shall determine, by majority vote, whether the disclosure shows that non-voting and non-participation regarding the applicable matter(2) should be observed. If so, such persons shall not vote on, use her/his personal influence on, or participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transactions.

Such person shall not be counted in determining the existence of a quorum for the agenda item under which the contract or transaction is being discussed or voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, whether a quorum was present and, where applicable, the abstention from participation and voting.

**Section 2. Nepotism.** Any person related (spouse or equivalent, father, mother, brother, sister, uncle, aunt, son, daughter, son-in-law, daughter-in-law, niece, or nephew) to any Director is ineligible to hold any position within the Corporation or to receive any compensation for services out of any grant to or other agreements within the Corporation. Relatives (as defined above) of employees of the Corporation may be hired by the Corporation, but only after review and approval of the Board of Directors. No relatives may be placed in a direct supervisory-subordinate relationship.

**Section 3. Current and Former Employees.** No current or former employee of the Corporation may sit on the Board of Directors until at least two (2) years have elapsed from the last date of the individual's employment until the date of appointment to the Board. Provided, however, Board members who assumed Directorship prior to the effective date† of this provision shall be exempt from this requirement.

**Section 4. Gifts & Gratuities**. The officers, employees, and agents of the Corporation shall neither solicit nor accept gratuities, favors, or anything of monetary value for personal or financial gain from contractors or parties to sub-agreements.

## ARTICLE VIII.
## MISCELLANEOUS

**Section 1. Indemnification**. The Corporation will obtain insurance to defend and hold harmless the Board of Directors, designated staff Directors, and the State of Indiana, their employees, agents, and officials against any and all actions, liabilities, losses, damages, costs, or expenses which they may sustain, incur, or be required to pay by reasons of any person suffering bodily injury, death, or property loss or damage as a result of any act or omission of the Corporation, or any officer, agent, employee or subcontractor thereof, in carrying out activities funded through the State or other funders as required. The Corporation shall require any subcontractor to indemnify the Corporation, State of Indiana, their employees, agents and officials, as part of any subcontract issued.

**Section 2. Dissolution of Corporation**.

1. The Corporation may, on the terms, conditions, and consideration determined by the Board of Directors, do the following:

    a. Sell, lease, exchange, or otherwise dispose of all, or substantially all, of the Corporation's property in the usual and regular course of the Corporation's activities. Note, however, that approval of the other party/parties to such a transaction(s) does not require Board approval unless such approval is required in the Articles of Incorporation; and

    b. Mortgage, pledge, dedicate to repayment of indebtedness, with or without recourse, or otherwise encumber the Corporation's property, whether or not in the usual and regular course of the Corporation's activities.

2. After dissolution is authorized, the Corporation may dissolve by delivering to the Secretary of State articles of dissolution setting forth all of the following:

    a. The name of the Corporation;

† The effective date of this provision is _________, 2019.

b. The date dissolution was authorized; and

c. A statement that dissolution was approved by a two-thirds (2/3) vote of the Board of Directors. Note, however, if such approval was not required, the inclusion of a statement to that effect.

3. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, including the reimbursement or return of all funds and assets advanced by the State of Indiana, dispose of all the assets of the Corporation exclusively to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax law, as the Board of Directors shall determine. Any such assets not so disposed of as set forth above shall be disposed of by the Judge of the Circuit Court of Monroe County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Section 3. Amendments.** Subject to the requirements of the law and of the Articles of Incorporation, the power to make, alter, amend, or repeal all or any part of these Bylaws is vested in the Board of Directors and shall be proposed by affirmative vote of a majority of Directors present in person at any annual, regular, or special meeting of the Board. Adoption will be upon the affirmative vote of two-thirds (2/3) of the Directors of the Board present at the next annual, regular, or special meeting of the Board called for such purpose. The text of such proposed amendments shall be sent by mail or email at least three (3) days in advance of the meeting. Directors may, with an affirmative vote of two-thirds (2/3) of the full Board, waive second readings of proposed changes to these Bylaws.

**Section 4. Criminal History Checks.** As a condition precedent to being seated on the Board, all potential Directors must submit to and pass a criminal history and sex offender background check. Successful passage is determined at the sole discretion of the Board and shall be made within thirty (30) days of receipt of the results of the background check. Directors shall not be seated or take any official action until successful passage of the background check.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this _____ day of ___________________, 2024.

**Secretary of the Corporation**

_______________________________________