

**RESTATED BYLAWS
OF
TECUMSEH AREA PARTNERSHIP, INC.
dba REGION 4 WORKFORCE BOARD
Revised 7/1/15**

The Tecumseh Area Partnership, Inc. ("TAP") dba Region 4 Workforce Board (Board) is incorporated under the Not For Profit laws of the State of Indiana for the charitable and educational purposes of planning, policy development, oversight of workforce development programs and services, and related activities, as defined in the Articles of Incorporation as a 501c(3) corporation. The Board of Directors of "TAP" shall also be commonly known as the Region 4 Workforce Board.

ARTICLE I: DIRECTORSHIP

Section 1.1. Board of Directors Directorship Certification. As provided by law, the Directorship of the Board will be certified by the Governor. In order to request certification, Directors will provide their professional job description/job duties information to the Board. All Directors shall serve the Board without compensation, unless prior written approval is obtained by a unanimous vote of the Directors. Reasonable business related expenses, which have prior approval of the Board, may be reimbursed.

Section 1.2. Appointment of Board of Directors.

A. Individuals to be considered for voting Directorship shall be recommended by the constituency the Director is to represent (in accordance with the Workforce Innovation and Opportunity Act of 2014, all relevant State laws, and Indiana Department of Workforce Development Policies WIOA T1-(107)-P1 and -P2). The Regional Chief Elected Official of the local workforce service area, as defined in the WIOA, shall appoint an individual to serve as a voting Director in accordance with the representation requirements set forth in Section 1.2.B. herein.

B. In appointing the voting Directors of the Board, the Regional Chief Elected Official shall appoint the following in accordance with all relevant laws.

1. **Business Representatives.** More than fifty per cent (50%) of the Board must represent business, whether profit or non-profit, from among the counties of Benton, Carroll, Cass, Clinton, Fountain, Howard, Miami, Montgomery, Tippecanoe, Tipton, Warren and White. At least two of the Business Representatives must represent businesses defined by the U.S. Small Business Administration as small businesses. Indiana Department of Workforce Development has determined any firm with fewer than 500 employees to be a small business. All Business Representatives must represent businesses employing at least five (5) full-time employees, with the exception that one (1) Business Representative may come from a business that employs at least one (1) full-time employee other than the owner of the business. All Business Representatives shall be owners of businesses, chief executives or operating officers of businesses, or other business executives with optimal policymaking or hiring authority, or represent businesses that: provide employment opportunities for residents of the local area; provide employment opportunities that include high-quality, work-relevant training and development for in-demand sectors or occupation in the local area; and are one of the region's targeted industries or have employment positions that are on the region's targeted occupations

list. Business Representatives shall be appointed from among individuals nominated by local business organizations and trade associations.

2. Workforce Representatives. Not less than twenty per cent (20%) of the Board must be workforce representatives that include:
 - a. at least two (2) labor representatives nominated by local labor federations, including at least one (1) representative who is a member of a labor organization or training director from a joint labor-management apprenticeship program; and
 - b. may also include representatives of community-based organizations with demonstrated expertise in addressing the employment needs of individuals with barriers to employment and/or serving eligible youth.
3. Education and Training Representatives. At least two (2) education and training representatives that include:
 - a. at least one (1) representative of eligible WIOA Title II adult education providers nominated from among all eligible providers in the local area;
 - b. at least one (1) representative, ideally a chancellor or campus president, of postsecondary institutions that provide workforce investment activities nominated from among all such institutions in the local area; and
 - c. in addition to the required adult and postsecondary representatives, may also include representatives of local educational agencies and community-based organizations with demonstrated expertise in addressing the education and training needs of individuals with barriers to employment.
4. Governmental and Economic and Community Development Entity Representatives. At least three (3) members representatives of governmental and economic and community development entities that include:
 - a. at least one (1) representative of economic and community development entities;
 - b. at least one representative from the State employment service nominated by the Deputy Director of Field Operations, Indiana Department of Workforce Development;
 - c. at least one (1) representative from vocational rehabilitation (representing Title 1 of the Rehabilitation Act of 1973 other than section 112 or part C of that title) nominated by the Director of the Bureau of Vocational Rehabilitation Services, Indiana Family and Social Services Administration; and
 - d. in addition to the required representatives, may also include representatives of agencies or entities administering programs related to transportation, housing, and public assistance, and may include representatives of philanthropic organizations.
5. Other Representatives. The Regional Chief Elected Official may appoint other individuals as he or she determines to be appropriate, such as representatives of emerging employment opportunities (e.g., entrepreneurs), elected officials, and so forth.
6. Dual Representation. A Board member may represent more than one category of membership providing all other conditions for each category are met.

Section 1.3. Term of Office. All of the Directors appointed by the Regional Chief Elected Official shall serve for a term of two (2) years and may be reappointed according to their willingness to serve and the appointing authority's willingness to reappoint, or until their successors shall be elected and qualified, or until their resignation, removal, or death. Ending dates of the Directors' terms shall be staggered so that no more than one-half of the Directors' terms end each year.

Section 1.4. Vacancies. Within ninety (90) days of a vacancy among the Directors, which must be filled in order to preserve the representation requirements contained in Section 1.2.B., the Board will solicit nominations from the constituency to be represented. The nominations will be presented to the Regional Chief Elected Official for consideration and subsequent appointment of a successor. The term of office of a Director chosen to fill a vacancy shall expire when the term of the Director's predecessor would have expired. A Director may resign at any time by giving written notice to the Board. The resignation shall be effective upon the receipt of the written resignation.

Section 1.5. Removal. Any Director may be removed, with cause, by a two-thirds' vote of all the Directors of the Board.

Section 1.6. Director Conflicts of Interest.

A. Definitions

For the purposes of this Section:

1. a "conflict of interest" exists between the Board and a Director with respect to a contract, transaction, or other matter if the contract, transaction, or other matter is between the Board and:
 - a) the Director;
 - b) any corporation, partnership, firm, association, or other entity in which the Director is an officer, employee, or director receiving compensation other than per diem or expenses; or
 - c) any corporation, partnership, firm, association, or other entity in which the Director is financially interested.
2. a Director is "financially interested" in a corporation, partnership, firm, association, or other entity if:
 - a) the Director or a spouse or un-emancipated child of the Director owns any legal or beneficial interest in the corporation, partnership, firm, association, or other entity, whether equity or debt, with a fair market value of greater than five thousand dollars (\$5,000); or
 - b) the Director or a spouse or un-emancipated child or the Director would directly benefit financially from a contract, transaction, or other matter between the Board and the corporation, partnership, firm, association, or other entity; or
 - c) the Director knows that any of the following family members of the Director receives compensation other than per diem or expenses as an officer, director, partner, or the principal of the corporation, partnership, firm, association or other entity : (i) spouse, (ii)

parent, (iii) child, (iv) sibling, (v) grandparent, (vi) grandchild, (vii) sibling of a spouse, or (viii) spouse of any person listed in sections (ii) through (vii); provided, however, that a Director is not financially interested if the legal or beneficial interest described in Subsection A: (i) consists of securities publicly traded on a national or regional securities exchange and the Director's ownership interest does not exceed five percent (5%) of those securities outstanding, or (ii) is a time or demand deposit in a financial institution or insurance policy.

B. Disclosure of Conflict of Interest; Disqualification. A Director shall promptly disclose any actual or potential conflict of interest the Director may have with respect to any contract, transaction, or other matter which the Director knows to be considered by the Board, the voting Directors, the Board of Directors, or any Committee of the Board, or any Officer of the Board, which disclosure shall be made to the voting Directors, the Board of Directors, the President, and any Committee considering the matter. The Director shall disclose the actual or potential conflict of interest as soon as it is discovered. In any event, such an actual or potential conflict of interest shall be included and briefly noted on the agenda for any public meeting including the matter at issue. A Director with a conflict of interest shall not participate in any vote on, or discussion or review of, the matter other than to disclose the conflict of interest. If during the meeting, it is determined that a Director has a conflict of interest, the Director must verbally indicate so (with the minutes reflecting) and the Director excuse him/herself from the remainder of the discussion and the vote.

C. Prohibited Transactions. If an actual conflict of interest exists in connection with a contract, transaction, or other matter before the Board and the Director subject to that conflict nonetheless knowingly and significantly participates in Board discussions relating to that contract, determinations of specific standards for performance of the contract, development of invitations for bid or requests for proposal, or similar activities relating to the contract, the contract shall not be awarded to the Director or any other activity that gave rise to the conflict of interest.

D. Annual Disclosure. Upon becoming a Director and thereafter annually – set at the midpoint of the two (2) year planning cycle in June -- each Director shall file with the Secretary of the Board an adequate written statement of disclosure of economic interests of the Director and the Director's spouse (a "disclosure statement.") The disclosure statement shall be considered adequate if it:

1. sets forth information that would permit independent verification or other confirmation of compliance by the Director with this Section 1.6. which is from time to time acceptable to the Indiana Department of Workforce Development; or
2. includes the following information:
 - a) positions of employment;
 - b) positions as director, officer, or agent of or for any corporation, partnership, firm, association, or other entity for which compensation other than per diem or expenses is received;
 - c) corporations, partnerships, firms, associations, or other entities in which the Director is financially interested unless the Director provides a written statement declaring that, for each entity in which the Director is financially interested and which is not disclosed in the economic interest statement, such entity does not have any potential to give rise to a conflict of interest with regard to the activities of the Board;
 - d) for each entity listed under item a), b), or c) above, a listing of any benefits or services that the Director knows such entity has provided to the Board for any of its programs

for a fee or any benefits or services that the Board has provided to such entity for a fee, within the last five (5) fiscal years; and
e) such additional information as the Board may require.

The Board may provide a form to be used in making these disclosure statements. All disclosure statements filed with the Board shall be available for inspection by any person during regular business hours at the Board's administrative office. The Board shall provide copies of all such statements to the Commissioner of the Indiana Department of Workforce Development.

E. Contract or Purchase. If the Board enters into a contract or purchase with respect to which a conflict of interest exists involving a Director and the ultimate contractor or purchase is an entity that gave rise to the conflict of interest, the Board (in addition to compliance, the specific requirements regarding the procedures and disclosures in such circumstances) must be able to establish to the reasonable satisfaction of the Indiana Department of Workforce Development that the contract or purchase was adequately bid or negotiated and that the terms of the contract or purchase are fair and reasonable to the Board.

F. No Limitation. The provisions of this section are supplemental to and not in limitation of Indiana Code 23-7-1.1-61 or any corresponding provision of any applicable law affecting the Board.

Section 1.7 Officers of the Directorship. There may be four offices of the Directorship: Chairperson, Vice Chairperson, Secretary, and Treasurer. The Chairperson, Vice Chairperson, Secretary, and Treasurer of the Directorship shall be elected by the Directors annually in May. Newly elected officers' terms will begin on July 1. The Board shall select a chairperson from the Board's business representatives and such chairperson may not serve more than two (2) years consecutively.

Whenever any vacancies shall occur in any of these offices, for any reason, the same may be filled by the Directorship at any meeting thereof. The Chairperson or Vice Chairperson may choose to appoint a Nominating Committee to nominate a Director for the vacated office. If the Chairperson's office is vacant at any time, the Vice-Chairperson shall occupy the office of Chairperson until such time a Chairperson is elected.

ARTICLE II: MEETINGS OF DIRECTORS

Section 2.1 Quorum. A quorum of the Board shall comprise fifty percent (50%) of the occupied seats of the Board of Directors. At least one-third (1/3) of the Directorship must be physically present at the meeting place. The remaining number of Directors required for a quorum may be comprised of Directors who attend by electronic means. Directors who are disqualified from voting under Section 1.6 may be counted for the purposes of determining a quorum at any meeting of the voting Directorship, Board of Directors, or any Council or Committee of the Board.

Section 2.2. Annual Meetings. The annual meeting of the Directors may be held during the first six (6) months of each fiscal year on such date as may be designated by the Directors, the Board of Directors, or by the Executive Committee.

Section 2.3. Regular Meetings. Regular meetings and special meetings of the Directors in addition to the annual meeting, shall be held at such times and places as shall be determined by the Directors. All meetings shall be open to the public, unless exempted by state or federal law.

Section 2.4. Notice of Meetings. Written notice stating the place, day, and hour of any meeting of Directors, shall be provided at the beginning of each fiscal year, and in the case of special meetings or when otherwise required by law the purpose for which any such meeting is called, shall be delivered by electronic means, hand delivered, or mailed by the Secretary of the Board to each voting Director of record, at such address as appears upon the records of the Board, and at least ten (10) days before the date of such meeting. Public notice of all regular business and subcommittee meetings of the Board will be made by posting the place, day, and hour of the meeting and minutes of the same to the Board's website and at the primary offices of the Workforce Board.

Section 2.5. Waiver of Notice. Notice of any meeting may be waived by any voting Director, in writing, filed with the Secretary of the Board. Attendance at any meeting, in person, shall constitute a waiver of notice of such meeting.

Section 2.6 Voting Rights. Unless otherwise specified in the Articles of Incorporation of the Board, each Director of the Board attending a meeting of the Board shall be entitled to one (1) vote for each matter submitted to the Directorship for a vote at each meeting of the Directorship, Council, and Committee of the Board subject to Section 1.6.B herein.

Section 2.7 Voting. A Director entitled to vote at any meeting of Directors may vote in person or by electronic means. No Director may vote by proxy at any such meeting of Directors. A majority of the validly appointed members attending in person or by electronic means constitutes a quorum subject to Section 2.1 herein. If a meeting is conducted with electronic communication, votes must be taken by roll call. A member who has resigned shall not be counted in the definition of a quorum. Each Director shall be entitled one (1) vote for each matter submitted to the Directors for a vote at each meeting

Section 2.8. Voting List. The Secretary or an assistant to the Secretary of the Board shall, at all times, keep at the principal office of the Board, a complete and accurate list of all Directors entitled to vote by the Articles of Incorporation. Such list may be inspected by any Director for any proper purpose at any reasonable time.

Section 2.9. Conduct of Meetings. Meetings of Directors, including the order of business, shall be conducted in accordance with Roberts' Rules of Order, Revised, except insofar as the Articles of Incorporation, these bylaws, or any rule adopted by the Board of Directors or Directors may otherwise provide. The Directors may, by unanimous consent, waive the requirements of this section, but such waiver shall not preclude any Director from invoking the requirements of this section at any subsequent meeting.

Section 2.10. Attendance of Meetings. Each Director shall be required to attend a majority of the meetings of the Directorship. At least three (3) meetings annually shall be attended physically, and three (3) may be attended via electronic participation. Failure to do so may result in the removal of such Director pursuant to the terms of Article I., Section 1.5. herein.

ARTICLE III: DIRECTORSHIP OF COUNCILS AND COMMITTEES

Section 3.1. Creation. The Chairperson or the Board of Directors may, from time to time, create and appoint standing committees to undertake studies, make recommendations and carry on functions for the

purpose of efficiently accomplishing the purpose of the Board. Committee Chairs must be members of the Board. Directors other than the Committee Chair may serve as members of a committee. If the Board should designate any of the following standing committees, non-board members whom the Board determines have the appropriate experience and expertise shall be included:

A. A standing committee to provide information and assist with operational and other issues relating to the One-Stop delivery system, which may include as members representatives of the one-stop partners.

B. A standing committee to provide information and to assist with planning, operational, and other issues relating to the provision of services to youth, which shall include community-based organizations with a demonstrated record of success in serving eligible youth.

C. A standing committee to provide information and to assist with operational and other issues relating to the provision of services to individuals with disabilities, including issues relating to compliance with section 188 of WIOA, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 regarding providing programmatic and physical access to the service, programs, and activities of the one-stop delivery system, as well as appropriate training for staff on providing supports for or accommodations to, and finding employment opportunities for, individuals with disabilities.

Section 3.2. Directorship. Directors shall be assigned to committees where responsibilities are unlikely to cause conflicts of interest to arise; and such assignments shall be determined in a manner which is reasonably designed to maximize the amount of attention and energy that each Director can devote to the Board while at the same time minimizing the number and extent of potential and actual conflicts of interest.

Section 3.3 Quorum. At any committee meeting, the Directors or Members present at the meeting, including those who are disqualified from voting under Section 1.6, so long as no fewer than one-half (1/2) of the filled Directorship or Membership seats are present, either in person or by electronic means, shall constitute a quorum for the transaction of any business by the meeting. If any committee meeting is conducted with electronic communication, the greater of two (2) members or one-third (1/3) of the Directorship or Membership must be physically present at the meeting place, and votes must be taken by roll call.

ARTICLE IV: MISCELLANEOUS

Section 4.1. Corporate Seal. The Corporation shall have no seal.

Section 4.2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Board shall be executed on behalf of the Board by the Chairperson, and, if required, attested by the Secretary.

Section 4.3. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 of each year and end on the day immediately following June 30.

ARTICLE V: INDEMNIFICATION.

A. The Board shall indemnify each Director of the Board, partnership, joint venture, trust, employee benefit plan, or other entity that such person is serving or has served in any capacity at the request of the Board ("other entity") against all liability and reasonable expense that may be incurred by such person in connection with or resulting from any claim, action, suit, or proceeding (whether actual or threatened, and whether civil, criminal, administrative, investigative, or in connection with an appeal relating thereto) in which such person may be involved by reason of being or having been a Director or Officer of the Board or such other entity or by reason of any past or future act or omission of such person in the person's capacity as a Director or Officer, if such person acted in good faith, and reasonably believed:

1. in the case of conduct in such person's official capacity, that his or her conduct was in the best interest of the Board or other entity, as the case may be; and,
2. in all other cases, that this or her conduct was at least not opposed to the Board's best interests.

In addition, such person must have had no reasonable cause to believe that his or her conduct was unlawful.

The Corporation may indemnify any person who is or was an employee or agent of the Board or other entity to the same extent as Directors and Officers as provided in this Article V.

B. Notwithstanding any other provisions of this Article V, there shall be no indemnification:

1. as to amounts paid or payable to the Board or other entity, as the case may be, based on a person's having gained any personal profit or advantage to which the person was not legally entitled;
2. with respect to matters as to which indemnification would be in contravention of the laws of the state of Indiana or of the United States of America, whether as a matter of public policy or pursuant to statutory provisions; or,
3. with respect to matters as to which indemnification would result in inurement of the net earnings of the Board "to the benefit of any private shareholder or individual," within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or a similar provision of any subsequent Federal tax law.

If several claims, issues, or matters of action are involved, a person may be entitled to indemnification as to some matters even though he or she is not entitled as to others.

C. Any Director or Officer who has been wholly successful, on the merits or otherwise, with respect to action, suit or proceeding described herein shall be entitled to indemnification except to the extent the person has been otherwise indemnified. In all other cases, indemnification shall be provided thereunder only if:

1. the Board of Directors, acting by a quorum, consisting of Directors who are not and have not been parties to such claim, action, suit or proceeding, shall find that the person seeking indemnification has met the applicable standards of conduct set forth in Paragraph A. of this Article V; or

2. outside legal counsel engaged by the Board (who may be regular counsel of the Board) shall deliver to the Board its written opinion that such person has met such applicable standards of conduct; or
3. a court of competent jurisdiction has determined that such person has met such standards, in an action brought either by the Board or by the person seeking indemnification, applying de . novo such applicable standards of conduct.

The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval), conviction, or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that the person seeking such indemnification did not meet the applicable standards of conduct set forth in Paragraph A. of this Article V.

D. As used in this Article V, the term “liability” shall mean an obligation to pay in settlement or in satisfaction of claims, judgments, fines, or penalties and, with respect to employee benefit plans, excise taxes; and the term “expense” shall include, but shall not be limited to, attorneys’ fees and disbursements incurred in connection with the claim, action, suit, or proceeding.

E. The Board may purchase and maintain insurance for the benefit of any person who is or was a Director, Officer, Employee, or Agent of the Board or other entity against any liability asserted against and incurred by such person in any capacity or arising out of his or her status as such, whether or not the Board or other entity would have the power to indemnify such person against such liability under the provisions of this Article V or otherwise. The Board may advance expenses to, or may at its option and expense undertake the defense of, any person who is or was a Director, Officer, or Employee of the Board or other entity upon receipt of an undertaking by or on behalf of such person to repay such expenses if it ultimately should be determined that the person has not met the requisite standards of conduct set forth in Paragraph A. of this Article V.

F. It is the intent of this Article V to empower the Board to provide indemnification to the fullest extent allowed by law. Except as otherwise expressly provided herein, indemnification may be provided irrespective of the legal or equitable theory of the claim, action, or proceeding, including but not limited to joint, several, comparative or sole negligence, breach of contract or warranty, strict liability, breach of fiduciary duty, mismanagement, corporate waste, or any violation of federal or state securities law or any other law. The provisions of and the rights and obligation created by this Article V:

1. shall not limit any other rights of indemnification to which a person otherwise may be entitled by contract or as a matter of law;
2. subject to Paragraph B. of this Article V shall inure to the benefit of the heirs, executors, and administrators of any such present or former Director, Officer, Employee, or Agent; and,
3. shall not give rise not be deemed to give rise to “compensation for personal services” as described in IC 34-4-11.5-1 et.seq., as amended.

ARTICLE VI: AMENDMENTS

Subject to law and 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. Written notice stating the place, day, and hour of any meeting of the Board of Directors called to alter, amend, or repeal all or any part of these bylaws shall be delivered or mailed by the Secretary of the Board or his or her designee to each voting Director of record,

as such address as appears upon the records of the Board, and at least ten (10) days before the date of such meeting.