NORTHERN INDIANA WORKFORCE BOARD, INC

Board of Directors Annual Meeting Agenda
May 8, 2025
Bethel University – Academic Center
(Trustee Board Room – 4th Floor)
2:30 p.m. – 3:15 pm

I. Welcome

II. NIWB By-laws Approval – Summary of Update – Tom Kavanagh

III. Board of Directors Terms & Elections – Tom Kavanagh

- *Board Member Slates (3-year terms)*
- *Election of Board Officers*
  - *Nomination Slate*
    - *Chair – Chad Hartzell*
    - *Vice Chair – Alan Tio*
    - *Treasurer – Bob Dunn*
    - *Secretary – Tom Craig*

IV. Board Chair's Closing Remarks – Todd Bruce

**Italicized items require approval*

Next Meeting: July 10, 2025

Bethel University – Academic Center - Trustee Board Room (4th Floor)

AMENDED AND RESTATED
CODE OF BYLAWS OF
NORTHERN INDIANA WORKFORCE BOARD, INC.
AMENDED July 13, 2023

Section 1. Name: The name of the Corporation is Northern Indiana Workforce Board, Inc. (hereinafter referred to as "Corporation"). The Corporation shall also be authorized, to do business under the acronym "NIWB".

Section 2. Principal Office/Registered Agent: The Principal Office and the Registered Agent of the Corporation shall be as determined by the Board of Directors and shall be registered with the Indiana Secretary of State.

Section 3. Fiscal Year: The fiscal year of the Corporation shall end June 30 of each year.

Section 4. Purposes: The Corporation was formed in 2006 as a Workforce Development Board (hereinafter referred to as "WDB") pursuant to the State Workforce Plan originally enacted in 2005, and modified in 2010 as part of a restructuring of Indiana's Workforce Investment System. The Corporation is further organized as a non-profit organization pursuant to Indiana Code 23-17 *et seq*.

The general purposes of the Corporation shall be as outlined under the Federal Workforce Innovation & Opportunity Act of 2014 (hereinafter "WIOA"), governing WDBs as implemented by the Governor of the State of Indiana, the Indiana Department of Workforce Development (hereinafter "DWD") and the State Workforce Innovation Council (hereinafter "GWC"), which was updated under waiver through the Department of Labor now known as the Governor's Workforce Cabinet (GWC). The Corporation shall also act as the WDB for certain Northern Counties in Indiana known as Local Workforce Development Area 2 (hereinafter "Local Area"). Pursuant to the WIOA, the Corporation shall develop and implement an efficient, effective, and integrated Workforce Development System within the "Local Area". In conjunction with the GWC and other service providers, the Corporation shall: (a) provide employment, education, and training programs and services to insure that all customers have the skills and opportunities necessary to earn a living wage; (b) work collaboratively with required WIOA Partners to develop a seamless workforce system between agencies to ensure that more individuals have access to workforce development resources; and (c) maintain, through the NIWB a business services team to design career pathways, sector strategies, while ensuring the talent needs of employers are met.

Section 5. Partnership/Local Area Defined - Chief Elected Officer and Local Elected Officials: The "Local Area" referred to herein shall consist of the Counties of St. Joseph, Elkhart, Marshall, Kosciusko, and Fulton, and the Cities of Elkhart, Goshen, Mishawaka, Nappanee, Plymouth, Rochester, South Bend and Warsaw.

The Counties and Cities that make-up the Local Area contain various political subdivisions through which they act including, but not limited to, Boards of County Commissioners, Mayors, or Presidents of Town Councils as the case may be depending upon the political subdivision.

Consistent with the provisions of WIOA and the policies of the DWD and GWC, the Counties within the Local Area shall, together designate one Chief Elected Official ("CEO") to represent the Local Area. As defined in the WIOA (at 29 U.S.C. §2801(6), a "Chief Elected Official" shall be (a) the "Chief Elected Executive Officer" of a unit of general local government in a local area; and (b) in a case in which a local area includes more than one unit of general government the individuals designated under the agreement described in 29 U.S.C. §2832(c)(1)(b). The CEO shall be selected from the pool of Local Elected Officials. For purposes of these Bylaws, Local Elected Official (LEO) shall have the definition as given by the DWD policies as may be changed from time to time. As of the time of drafting of these Bylaws, the DWD defines the LEO as "The Chief Elected Executive Officer of all counties, and incorporated cities and towns with a population exceeding 5,000, within the Local Workforce Service Area." Where referred to in these By-Laws, the Local Workforce Service Area shall mean the Local Area as defined herein. The Counties having more than one Commissioner, the LEP shall be the President of the Commissioners. The Local Area CEO, as selected by the LEOs, shall thereafter be designated as such under a written agreement as described and set forth in 29 U.S.C. §2832(c)(1)(B) and by GWC and DWD policies.

The Board of Directors shall retain in the Corporation's office, a copy(ies) of the written agreement(s) of the LEO's pertaining to the selection of the Local Area CEO is designated and wherein the Local Area CEO's responsibilities are set forth. The Board of Directors shall annually review all written agreements identifying the Local Area CEO. The purpose of the annual review is to insure that all written documents remain accurate and correct and/or whether said agreements should be amended to reflect that a LEO who signed said agreement(s) is no longer in office. The Board of Directors must further notify the DWD's Director of Policy of any changes in the LEOs and/or any modifications of any of the aforementioned written agreements.

ARTICLE II — BOARD OF DIRECTORS

Section 1. Directors:

A. The business and affairs of the Corporation shall be managed and controlled by a Board of Directors ("Board"). The members of the Board shall be selected and appointed by the Local CEO. The Local CEO shall be responsible for ensuring that the composition of said Board complies with the requirements of the WIOA, the GWC and the DWD, as amended from time to time.

B. Number of Directors. The number of Directors of the Board shall be determined in accordance with the WIOA, the GWC and the DWD. As of the date of these Bylaws, the Board shall consist of not more than forty-seven (47) (per GWC and DWD policies). Said number of Directors may be increased or decreased so long as said number remains in compliance with the WIOA, the GWC, the DWD and the laws of the State of Indiana.

Section 2. Community Partners: Parties lending significant financial support to the Corporation may be designated by the Local CEO as a Community Partner. As such, the Community Partner shall be entitled to receive literature and mailings of the Corporation and may attend the Board meetings. However, under no condition shall a Community Partner be permitted to vote at any meeting.

Section 3. Powers and Functions of the Local Area Board: The functions of this Corporation and its Board shall be governed by and consistent with WIOA as codified at 29 U.S.C. §2832 et seq., corresponding Code of Federal Regulations, Indiana law, and policies as set forth by GWC and DWD. Consistent with the foregoing, functions may include, but are not necessarily limited to the following:

A. **Development of a Workforce Investment Strategic Plan**. The Board shall work with the LEOs and CEOs in the Local Area shall develop a local plan consistent with the WIOA and the State of Indiana's Strategic Workforce Investment Plan.

B. **One Stop Operators**. The Board shall designate or certify one stop operators as such is defined in WIOA.

C. **Youth Providers**. The Board shall identify eligible providers of youth activities in the Local Area consistent with 29 U.S.C. §284.

D. **Training Providers**. The Board shall identify eligible providers of training services consistent with the WIOA.

E. **Budget.** The Board shall develop a budget for the purpose of carrying out the duties of the Board. The budget shall be reviewed at the first meeting of each new fiscal year by the Board to ensure that the needs of the Local Area are being met.

F. **Administration - Grant Recipient.** Grant funds are typically disseminated from the State of Indiana to the Local Area CEO who serves as the Local Grant Recipient. The Local Grant Recipient is thereafter responsible for receiving and distributing the grant funds to various political subdivisions within the Local Area. The Board shall be responsible for directing the Local Area CEO on how the grant funds are to be distributed to the various political subdivisions within the Local Area. Said distribution must be made consistent with the WIOA, as well as the policies of the DWD, and the GWC. If deemed appropriate, the Board may solicit and accept grants and donations.

G. **Program Oversight**. The Board, in partnership with the Local Area CEO and the LEOs, shall be responsible for overseeing all local programs.

H. **Other.** The Board shall undertake and have such other powers and responsibilities as designated by State and Federal law, the GWC and the DWD.

Section 4. Term: Each Director shall serve for a term of three (3) years or until a successor is appointed; A Director may serve more than one consecutive term so long as such is in compliance with the WIOA, the GWC, and the DWD. To the extent possible, the terms to be served by the Directors shall be staggered such that the terms of one-third of the Directors shall expire each year. The use of staggered terms may be modified if necessary to maintain the proper composition of the Board.

Section 5. Annual Meetings: An annual meeting of the Directors shall be held each year at such time and place within the Local Area as the Board deems appropriate.

Section 6. Regular Meetings: Regular meetings of the Directors may be held as established by Board resolution.

Section 7. Special Meetings: Special meetings may be called by a majority vote of the Directors, the Executive Committee, or the Chair of the Corporation. Special meetings shall be held at such time and place within the Local Area as set forth in the notice thereof

Section 8. Notice of Meetings/Public Notice of Meetings (IC 5-14-1.5-5) Unless announced at the immediately preceding meeting, written notice of any meeting of the Directors shall be delivered to each Director at least 10 days prior to said meeting. Notice may be made by personal delivery; regular U.S. Mail first class postage prepaid, email or other electronic means. Each Director is responsible for ensuring that the Secretary of the Board has current contact information for said Director. The Notice of the meeting shall contain the date, time and place of the meeting. If the meeting being called is a Special meeting, then the notice shall also contain the purpose of said meeting. In addition, the Board must satisfy all notice requirements set forth in Article III, Section 5 of these Bylaws.

In addition to providing notice to the Directors, the Board shall also provide notice of the meeting to the public, as follows:

A. At least forty-eight (48) hours prior to any meeting (excluding Saturday, Sundays and legal holidays), the Board shall post notice of the meeting at the principal office of the Corporation, and/or at the location where the meeting will be held.
B. In addition to posting notice of the meeting as stated in subparagraph A above, the Board shall also post notice of said meeting on the Corporation's Regional State website.
C. If an agenda for the meeting has been prepared, the Board shall post a copy of the agenda at the entrance of the location where the meeting will be held prior to said meeting.
D. The Board shall comply with any other notice requirements set forth in I.C. 5-14-1.5.5

Section 9. Quorum: The presence of a majority of the Directors at a meeting shall constitute a quorum. Directors participating in said meeting, in person or via telecommunications (i.e. video/internet conferencing), shall be considered present at the meeting for the purpose of establishing a quorum. The Board may not vote upon any matter unless there is a quorum. Directors participating and voting in said meeting via telecommunications must mail a signed statement verifying their vote within five (5) business days after said meeting.

Section 10. Proxies: Voting by Proxy shall be allowed only upon presentment of a written proxy wherein the absent Director appoints another Director to serve as proxy.;

Section 11. Voting: Each Director shall have one (1) vote on any matter requiring a vote. Cumulative voting is prohibited. Voting may only occur at a meeting open to the public in compliance with all Open-Door laws.

Section 12. Conduct of Meetings: At meetings of the Board, the Chair, or in his/her absence, the Chair-Elect, shall preside over said meeting. If neither the Chair nor the Chair-Elect is present at a meeting, then the Director chosen by a majority vote of the Directors present, shall preside over said meeting.

The meetings must be open to the public to observe, and record said meeting and the meetings must also be assessable for individuals with disabilities.

The meetings shall be conducted in compliance with Robert's Rules of Order. Minutes shall be taken during the course of the meeting. The Minutes shall contain the following information: (a) date, time and location of meeting; (b) Directors present at said meeting and whether attending in person or via telecommunications; (c) Directors not in attendance at said meeting; (d) summary of all matters discussed, proposed and decided; and (e) a record of any votes taken. The Minutes shall be made posted to the Corporation's Regional State website within a reasonable time following the meeting.

Section 13. Consent of Directors in Lieu of Meetings: Any action that may be taken at a meeting of the Directors, may also be taken without a meeting if, prior to taking such action, at least Eighty percent (80%) of the Directors submits a written consent thereto. The written consents shall be retained as part of the corporate records. Under no circumstances shall a Director be removed from the Corporation without a meeting being first held.

Section 14. Termination of Directors: A Director may be removed as Director upon any of the following events:

A. Failure to attend three meetings, unexcused in any 12-month period;
B. Failure of Director to continue to hold the qualifications which were the basis for for his/her initial appointment.
C. Receipt of the written resignation of the Director duly executed by him/her or his/her attorney-in-fact;
D. Death of the Director; or
E. For cause after proper notice is given and a hearing before the Board is held if requested by the Director sought to be removed. A majority vote of all Directors is required before a Director may be removed for cause.

Section 15. Vacancies: The Local CEO shall fill any vacancy on the Board. However, in doing so, the Local CEO shall ensure that the composition of the Board complies with the requirements of the WIOA, the GWC and the DWD.

ARTICLE III - COMMITTEES

Section 1. Executive Committee: In addition to the Board, the Corporation shall maintain an Executive Committee which will consist of the elected officers of the Corporation, the immediate Past-Chair of the Board, and the Chairs of all standing committees. The current Chair of the Board shall serve as chair of the Executive Committee.

Section 2. Executive Committee Function: The Executive Committee shall be responsible for setting the agenda for Board meetings, monitoring the fiscal management of the Corporation, and for reviewing, analyzing, and making recommendations regarding matters coming matters coming before the Board. The Executive Committee may also take any additional action requested by the Board. Additionally, the Executive Committee may act on behalf of the Board on sensitive matters requiring attention before the next Board meeting can convene. However, the Executive Committee shall not take action in such time sensitive situations unless there is a majority vote of the Executive Committee to do so. Any action taken by the Executive Committee between Board meetings shall be ratified and approved by the Board at its next regularly scheduled meeting

Section 3. The Youth Committee: The Corporation shall continue to utilize a standing Youth Committee. Members shall be appointed by the Chair of the Board, and comply with Youth requirements found in 29 U.S.C. Ch. 30, §2832(h)(2) of the WIOA. Among other responsibilities, the Youth Committee shall, (i) develop a common RFP (Request for Proposal) for the procurement of youth service providers and on behalf of the Corporation oversee the vetting and contracting for youth service providers; (ii) establish performance metrics for youth services for the Local Area insuring alignment with outcomes metrics established by the Performance and Compliance Committee and the GWC; and (iii) review oversight reports with respect to youth activities provided by the DWD and/or other contracted compliance staff.

Section 4. Other Committees: The Board may establish other committees from time to time. Standing committees shall be permanent in nature. Committees not designated as permanent will be presumed to be ad hoc or otherwise temporary. Committee Chairs will be designated by the Chair of the Board. Members of such Committees will be notified of and permitted to attend any Board committee meeting, including Executive Committee

meetings and with committee Chair approval, may speak at said meeting. Members may only vote within his/her own committee.

Section 5. Committee Meetings, Quorum, and Voting: The Chair of the Board or the Committee Chair may call a meeting of the committee chair in order to conduct business. Meetings shall be held at such places as determined by the respective Chair calling the meeting. All meetings will be open to the public to observe and record and shall be assessable for individuals with disabilities. Notice of said meeting shall be given in accordance with the provisions set forth in ARTICLE II, section 8 of these Bylaws. Each committee member shall be entitled to one (1) vote per for each matter submitted to the membership for vote. Committee meetings shall also follow Robert's Rules of Order and Minutes shall be taken in compliance with the requirements set forth in ARTICLE II, section 12 of these Bylaws.

ARTICLE IV - OFFICERS

Section 1. Designation: The elected officers of the Board shall consist of the Chair, Chair-Elect, Secretary, Treasurer, and Past-Chair of the Board. The Officers shall be Directors of the Corporation.

Section 2. Election and Removal: The vote on the selection of Officers shall take place at the annual meeting unless a vote is required sooner. An Officer shall be elected by a majority vote of the Board and shall serve the term established by the Directors. However, no individual may serve more than two consecutive years as Chair of the Board.

Section 3. Chair: To be considered for the office of Chair, an individual must be a "Business Representative" as defined under the WIOA and as further defined by the policies of the GWC and DWD policies. The Chair shall act as the presiding officer of the Board and must act in the best interest of the Board and the Corporation. The Chair shall shall act in accordance with the WIOA and/or the provisions of the GWC. The Chair shall perform all duties as are commiserate with such position including, but not limited to, representing the Corporation and Board in public matters, and executing documents on behalf of the Board. The Chair shall also such duties as set forth in these Bylaws and under Indiana law. Any actions taken by the Chair, in conformance with his/her duties and responsibilities herein, shall be ratified and approved by the Board at its next regularly scheduled meeting.

Section 4. Vice Chair: The Vice Chair shall assume the role of the Chair in the absence of the Chair. In the event of the resignation, removal, or absence of the Chair, the Vice Chair shall serve as the Chair with all requisite powers until the then serving Chair returns in the

case of absence, or a new Chair is selected by the Directors. The Vice Chair must be a "Business Representative" of the Corporation who meets the criteria as specified in Section 3 of this Article IV.

Section 5. Secretary: The Secretary shall perform all duties which are by law or custom incident to such office, and such other duties as may from time to time, be assigned to him/her. The Secretary, or their designee, shall be responsible for recording accurate minutes of all such meetings of the Board; shall be responsible for all notices of the Board; shall also have custody of the minute books of the Corporation. The Secretary shall maintain, at all times, a current list of the Director's including the names, addresses, term, and representative capacity of each Director.

Section 6. Treasurer The Treasurer shall be the financial officer of the Board. He/She shall be responsible for managing all funds of the Corporation. He/She will also work with the Fiscal Agent and other fiscal staff to ensure the appropriate handling of all funds. Upon request of the Executive Committee, the Treasurer shall render an account of all of the Treasurer's transactions as financial officer and of the financial condition of the Corporation. Said accounting shall be in compliance with standard accounting and tax practices.

Section 7. Vacancies: In the event of a vacancy in any office, the Board shall fill said vacancy as soon as is practical. To facilitate this process, upon any such vacancy the Executive Committee of the Board may engage in a search for replacement candidates and report their findings and recommendations to the Directors for consideration or, may designate a Board Committee to perform this function. The new appointed board member's term will initially complete the vacating board member's term.

ARTICLE V - AUTHORITY

Section 1. Execution of Negotiable Instruments: Unless otherwise required by law and only upon resolution of the Board, all checks, drafts, notes, bonds, bills of exchange, and orders for payment of money of the Corporation shall be executed by the Chair or his/her designee and one other officer of the Corporation.

Section 2. Execution of Deeds, Contracts, Et Cetera: Unless otherwise required by law and only upon resolution of the Board, all deeds, mortgages and contracts to which the Corporation is a party shall, be executed by the Chair or his/her designee and one other officer of the Corporation.

Section 3. Electronic Banking: The Corporation shall be empowered to engage in electronic banking if deemed desirable.

ARTICLE VI - PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS OF THE CORPORATION

Section 1. Books and Records: The Corporation shall maintain accurate books and records. These books and records shall include but not be limited to, a record of all financial accounts, all financial transactions, all grant funds, the Minutes of the Board and all Committees, and a current list the names and addresses of all Directors and Committee Members. These books and records shall be keep kept at the Corporation's principal office. All such books, records, and lists of the Corporation shall be open to inspection and examination during regular business hours by all Directors and Committee Member or his/her agent or attorney. Upon written request, the Corporation shall mail to a Director the Corporation's most recent annual financial statement.

Section 2. Conflicts of Interest: Directors of the Corporation shall scrupulously avoid potential and actual conflicts of interest between the State of Indiana and/or the Corporation, and the Director's personal, professional, and business interests. All Directors shall also refrain from engaging in any activity that constitutes a conflict of interest pursuant to the State Workforce Plan of the State of Indiana. Every Director shall execute a Conflict of Interest policy. If the Director refuses to execute this policy, the Director will be disqualified from voting on all matters.

A conflict of interest will be deemed to exist where the Director, his/her family, significant other, employer and/or close associates including business or other non-profit affiliations, will receive an economic benefit or gain from a matter or decision before the Board. Upon or before appointment, each Director of the Corporation shall make a full, written disclosure of interests, in relationships and/or holdings, that may potentially result in a conflict of interest for the Director. This written disclosure will be maintained in the Corporate records. A Director who discovers a potential or actual conflict of interest while serving his/her term on the Board shall immediately notify the other Directors of said conflict. At no time shall a Director be permitted to vote on any matter where a potential or actual conflict exists for said Director.

Section 3. Staff Executive and Support: The Corporation will hire direct staff or such persons or entities to manage the services and fiscal resources of the Corporation.

ARTICLE VII - INDEMNIFICATION OF MEMBERS, DIRECTORS, AND OFFICERS

Section 1. Indemnification: Subject to the conditions set forth herein The Corporation shall indemnify any individual who is or was a Director or Officer of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises, for any judgment, fines, settlement and/or attorney's fees reasonably incurred by said individual in responding to an action, suit, investigation or proceeding (criminal or civil) brought against said individual because of his/her role with the Corporation or the role he/she performed at the request of the Corporation

The Corporation shall have no obligation to indemnify said individual unless the action, suit, investigation or proceeding shows that the individual (a) acted in good faith, (b) in a manner reasonably believed to be in the best interest of the Corporation, and (c) in the case of a criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Corporation shall not indemnify an individual when he/she shall is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The termination of any action, suit or proceeding by the entry of a judgment or, order, or by settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, create a presumption that the individual did not act in good faith and in a manner which he/she reasonably believed to be in the best interests of the Corporation, and/or, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Ratification of the Board: An individual who is or was a Director or Officer of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises, who is wholly successful on the merits or otherwise, with respect to any claim, suit or proceeding of the character described herein shall be entitled to indemnification as a matter of right. In all other circumstances, the Board (or a committee thereof) shall determine whether an individual is entitled to indemnification pursuant to this Article.

The Board (or its committee) may request that independent legal counsel (who may be regular counsel of the Corporation) to determine whether said individual is entitled to indemnification pursuant to the provisions herein.

Section 3. Advancement of Expenses: The Corporation may advance expenses incurred in defending a civil or criminal action or where appropriate may, at its expense, undertake the defense of, any such Director or Officer upon receipt of an undertaking by or on behalf of such Director or Officer to repay such expenses if it should ultimately be determined that he/she is not entitled to indemnification under this Article VII.

Section 4. Claims to Which This Article Applies: The provisions of Article VII shall be applicable to all claims, actions, suits or proceedings made or commenced before or after the adoption of the Bylaws.

Section 5. Insurance: The Corporation shall have power to purchase and maintain liability insurance on behalf of any person who is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VIII - AMENDMENTS TO BYLAWS

The power to make, alter, amend, or repeal the Bylaws is vested in the Directors of the Corporation. The affirmative vote of a majority of all Directors shall be required to effectuate any alteration, amendment, or repeal of the Bylaws.

ARTICLE IX - DISSOLUTION

The affairs of the Corporation and the distribution of its assets and the payment of its debts in the event of dissolution shall be governed as set forth in the Corporation's Articles of Incorporation

Realignment of Appointment Terms for NIWB Board of Directors

Adjust the current appointment terms for the Board of Directors to align with NIWB Bylaws and ensure a balanced rotation and board composition to correlate with DWD Policy.

Term will end June 30, 2025

Joe Gambill
London Martinez
Christie Maurer
Jerod Warnock
Mark King
Todd Bruce
Tom Craig
Dennis Hanna

Term will end June 30, 2026

Chad Hartzell
Shawn Peterson
Chris Stager
Alan Tio
Matt Teevan
John DeSalle
Matt Davis
Brandon Eakins

Term will end June 30, 2027

Jeremy Gillespie
Murray Miller
Elizabeth Negron-Haniford
Bob Dunn
Tom Kavanagh
Jana Humphreys
John Jessen

NIWB Staff will work with the Regional Chief Elected Official and notify you with new appointment term.