

ALLIANCE FOR STRATEGIC GROWTH, INC. BY- LAWS

ARTICLE I - NAME AND STAFF SUPPORT

Section 1 - The name of this Corporation is the Alliance for Strategic Growth. The Alliance for Strategic Growth Board is comprised of representatives of the following counties which make up Economic Growth Region 6 (EGR 6): Blackford, Delaware, Fayette, Henry, Jay, Randolph, Rush, Union, and Wayne. For purposes of these by-laws, the Alliance for Strategic Growth shall be referred to as the Board.

Section 2 - The support to the Board shall be provided through staff who are directly hired or contracted pursuant to the EGR 6 WIB-LEO Agreement. All correspondence for the Board should be addressed to the Chair of the Board and may be addressed in care of:

Alliance for Strategic Growth, Inc.
122 E. Main Street
Muncie, IN 47305
Email: Chairman@work-one.org

ARTICLE II - PURPOSE AND MISSION

The mission of the Board is to enhance and sustain an educated, skilled and employable workforce through the efforts of a dedicated staff, providing seamless and diverse employment and training services, utilizing strategic alliances that will support the economic development activities in East Central Indiana.

ARTICLE III - POWERS, FUNCTIONS AND OVERSIGHT RESPONSIBILITIES

Section 1 - The Board directs the One Stop Operator function and to the programs and departments administering programs under the Board's oversight. Oversight is defined within the scope of activities and programs, included in Sections 2 below.

Section 2 - Pursuant to IC 22-4.5-2-13.5 U.S.C. 2801 et seq. (Workforce Investment Act of 1998), the Board is established to do the following:

- (a) Identify the human investment needs in EGR 6 and recommend goals to meet business demand for trained workers.
- (b) Prepare a strategic plan to accomplish the goals developed.
- (c) Monitor the implementation of and evaluate the effectiveness of the strategic plan.
- (d) Develop budget.
- (e) Retain staff to support the Board and complete required administrative responsibilities.
- (f) Competitively procure or hire (with Governor's approval) One Stop Operator.

- (g) Competitively procure or hire (with Governor's approval) Adult & Dislocated Worker Service Provider
- (h) Competitively procure Youth Service Provider(s) considering the recommendation of the Youth Council.
- (i) Provide oversight of the services and use of funds and resources under applicable federal programs and advise the One Stop Operator on methods for coordinating the services and use of funds and resources consistent with the laws and regulations governing the particular applicable federal program.
- (j) Negotiation of Local Performance Measures with the State.
- (k) Advise the One Stop Operator on:
 - (1) The development and implementation of standards and measures; and
 - (2) The coordination of the standards and measures; concerning the applicable federal and state programs.
 - (3) Identification of Eligible Training Providers
 - (4) Identification of Eligible Providers of Intensive Services
 - (5) Activities/systems to connect, broker and coach
- (l) Develop and assist the state in providing an Employment Statistics System.
- (m) Establish an Employer Linkages Program.
- (n) Perform the duties as set forth in federal and state laws.
- (o) Advise the Service Provider on the coordination of federal, state, and local education and training programs and on the allocation of state and federal funds in EGR 6 to promote effective services, service delivery, and innovative programs.
- (p) Work in partnership with the Local Elected Officials of the region.
- (q) Any other function assigned to the Board with regard to the study and evaluation of EGR 6 human service delivery system.

ARTICLE IV – MEMBERS - TERMS – MEETINGS - QUORUM

Section 1 - The Members of the Board shall be the Local Elected Officials which includes the following representatives as defined by the Local Elected Officials Executive Council Agreement:

- City of Connersville Mayor
- City of Hartford City Mayor
- City of Muncie Mayor
- City of New Castle Mayor
- City of Portland Mayor
- City of Richmond Mayor
- City of Rushville Mayor
- City of Winchester Mayor
- Town of Liberty Town Council President
- Town of Yorktown Town Council President
- Blackford County Commissioner President
- Delaware County Commissioner President
- Fayette County Commissioner President
- Henry County Commissioner President
- Jay County Commissioner President

- Randolph County Commissioner President
- Rush County Commissioner President
- Union County Commissioner President
- Wayne County Commissioner President

Section 2 - There is no limit on the number of consecutive or non-consecutive terms a Local Elected Official may serve as a Member.

Section 3 - A quorum of the Members shall be not less than 51% of Members and is required to conduct the business of the Members of the Corporation.

Section 4 - Special meetings of the Members may be called by the Chairperson when deemed to be in the best interest of the Corporation. The Secretary shall cause to be mailed to every Member a notice telling the time and place of such Special Meeting with not less than 48 hours notice at the address as it appears in the membership record for this Corporation.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V – DIRECTORS - TERMS – REMOVAL – MEETINGS – QUORUM

Section 1 - The business of this Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation will be established by the Members or as dictated by applicable state or federal regulations.

Section 2 - All appointments and reappointments to be the Board of Directors of the Corporation shall be made by the Chief Elected Official as provided in the Local Elected Officials Executive Council Agreement. Corporation vacancies shall be filled using the nomination and appointment process as approved by the Members as delineated in their Local Elected Officials Executive Council Agreement.

Section 3 - All Directors appointed by the Members shall serve for a term of three (3) years, or to complete the unexpired term of another director, or until their resignation, removal, or death. Ending dates of the Directors' terms shall be staggered with approximately 1/3 of the terms ending on June 30 of each year.

Section 4 - The Directors of the Corporation serve at the discretion of the Chief Elected Official based upon the authority granted in the Local Elected Officials Executive Council Agreement. As such there are two methods by which a Director of the Corporation can be removed, both of which require the concurrence and consultation with the Chief Elected Official in order to assure compliance with state and federal law and policy.

- (a) A Director can be recommended for removal from the Board by 2/3 vote of the entire Board of Directors at a duly called meeting. The recommendation shall be forwarded to the Chief Elected Official and Secretary for approval by the Chief Elected Official after consultation, which will not be unreasonably withheld.

- (b) A Director may be recommended for removal by the Member who appointed the Director. The recommendation shall be forwarded to the Chief Elected Official and Secretary for approval by the Chief Elected Official after consultation, which will not be unreasonably withheld.

Section 5 - The Board of Directors shall have the control and management of the affairs and business of this Corporation as described in the WIB-LEO Agreement. Such Board of Directors shall only act in the name of the Corporation when it shall be regularly convened by its Chairperson after due notice to all the Directors of such meeting.

Section 6 - A quorum to conduct Board business is defined as 51% of the appointed Directors. All directors must attend the meeting in person to be considered a part of the quorum. An appointed Director will be an individual who has been duly appointed by the Chief Elected Official, who have a current Conflict of Interest on file and has confirmed their appointment through the attendance at least one meeting in person. To conduct business of the Corporation it requires a simple majority of those present at a meeting approving in order to pass a motion.

Section 7 - The Board of Directors shall hold no less than four meetings annually. The Board shall meet at the call of the Chairperson to conduct its business.

Section 8 - Each Director shall have one vote and such voting may not be done by proxy.

Section 9 - All meetings of the Board of Directors shall be held upon no less than forty-eight (48) hours written notice to all appointed Directors at the address last furnished by the Director to the Secretary of the Board for the mailing of said notices.

Section 10 - All applicable statutes and rules governing notice of meetings will be observed by the Board of Directors.

ARTICLE VI – ATTENDANCE – TERMINATION - RESIGNATION

Section 1 – Attendance of Directors is important at both regular Committee and Board meetings. Any Director who is absent at four consecutive regular meetings of the Board and Committee(s) will automatically be recommended for removal from the Board as delineated in Article V, Section 4. A Director may request consideration of exemption from the attendance requirement for cause by submitting a request accompanied with an explanation to the Chairperson of the Board as provided in Article I.

Section 2 - Any Director of the Board wishing to resign must submit his/her resignation in writing to the Board Chairperson and Secretary.

ARTICLE VII – VOTING

Section 1 - Only Directors in good standing shall have the right to vote. No proxy votes shall be permitted. Each Director shall have one (1) vote in Board business.

Section 2 - Any abstention by a Director of the Board present at the taking of a vote shall have his/her abstention counted as a no vote on the matter of business for which he/she abstains, regardless of the basis for the abstention. Such abstentions will be noted in the minutes, and when applicable the conflict of interest will be noted.

ARTICLE VIII - OFFICERS - ELECTION OF OFFICERS

Section 1 – The Officers shall consist of a Chairperson who shall chair and conduct all meetings of the Board, a Vice Chairperson, Secretary and a Treasurer.

Section 2 - The Chairperson and Vice Chairperson must be a Director of the Board and shall be elected annually by the majority of the Directors attending the regular meeting of the Board when nominations are made and acted upon. The Chairperson shall appoint a nominating committee by May 1, of each year to prepare a slate of candidates to be acted upon at the regularly scheduled meeting in June.

Section 3 - The Chairperson and Vice Chairperson, who must be from the business sector, cannot serve more than three consecutive one year terms in that office.

Section 4 – The Chief Executive Officer and Chief Financial Officer of the Corporation will serve as Secretary and Treasurer respectively. They will be nonvoting Officers of the Board except when serving in the capacity on the Board's Investment Committee function as referenced in Article IX. Section 6.

Section 5 - Officers shall serve one (1) year terms commencing the first meeting held after July 1 of each year.

Section 6 - The Chairperson shall preside over all meetings of the Board of Directors. The Vice Chairperson presides over meetings in the absence of the Chairperson. The Secretary shall be responsible for recording and disseminating Board business. The Treasurer shall account for and report on the financial status of the Corporation and participate on any Investment Committee of the Corporation. Both the Secretary and Treasurer will be automatic members of the Committee which is assigned the function to oversee the Retirement Investment Plan for the Corporation.

ARTICLE IX - COMMITTEES

Section 1 - The Board has the authority to establish standing committees to conduct business as deemed necessary.

Section 2 - The Chairperson of the Board will appoint the Chairs of the standing committees.

Section 3 - The Board shall have an Executive Committee which will be made up of the Directors who are Officers of the Board, the Chairs of the Standing Committees of the Board and the Immediate Past Chairperson of the Board. The Executive Committee will be empowered to act on corporate business of the board without further review. Actions of the Executive Committee which are considered to be Workforce Investment Board responsibilities will require ratification by the Workforce Investment Board at a regularly scheduled meeting. In no instance shall the Executive Committee act in a manner to usurp the power of the Workforce Investment Board, however when required may act in an emergency situation when a quorum of the Workforce Investment Board is not available to take action. The Executive Committee shall also have other duties as assigned by the Workforce Investment Board.

Section 4 - Other Standing Committees of the Board will include the Budget & Administration Committee, Workforce & Business Services/Performance Accountability Committee, Marketing Committee, Personnel Committee, and Youth Council. The responsibilities assigned to the Standing Committees are broadly articulated in these By-laws and will be supplemented by a more detailed job description for each committee. Addition/deletion of committee duties must be approved by the Executive Committee and committee job descriptions updated accordingly and kept on file by the Secretary to the Board.

Section 5 - The Budget & Administration Committee will be responsible for receipt of Committee budget requests and presenting to the Board for approval the annual budget recommendation. In addition the Committee will provide ongoing monitoring of the Audit and Monitoring reports on behalf of the Board along with month financial reports. This Committee will be responsible for overseeing the corporate procurements and associated policies and procedures. This Committee will provide the 990, IT-35, SOS Annual Business Entity filing and other corporate report reviews and will monitor general ledger entries as appropriate according to an approved work plan developed by the Committee.

Section 6 - The 403(b) Investment Committee membership will include, by law, the Chief Executive Officer and Chief Financial Officer of the Corporation consistent with IRS requirements. The Investment Committee will be responsible for fulfilling the 403(b) Investment Oversight responsibilities of the Retirement Plan of its direct employees and to make recommendations to the Board of Directors as appropriate. Responsibilities include development of an annual work plan to assure compliance to include Plan Expense Review, Annual Plan Review, and Semi Annual Investment Review. This may function as a standing committee or these functions will be delegated to another standing Committee of the Board which will function in this capacity.

Section 7 - The Marketing Committee shall provide oversight and recommendation to the Budget & Administration Committee of the funding needed to accomplish the objectives of the Board in marketing and recruitment activities. The Committee will establish an annual Work Plan to provide for the study of the effectiveness of the recruitment, marketing and communications activities including activities to market to the employer community. The Marketing Committee will be responsible for providing direction to staff on the outcomes of the events of the Board.

Section 8 - The Personnel Committee will be responsible for the interviewing and recommending to the Board the hiring of the President and CEO of the Corporation. The Personnel Committee will establish an annual Work Plan to include periodic wage and market survey to be used in the adjustment of the Pay Scale of the Corporation. The Committee will be responsible for the review and recommendation of the Fringe Benefits package which is provided to its employees, approval of the Personnel Policies, and review of personnel related matters on behalf of the Corporation, including grievances and other complaints. This Committee will be responsible for facilitating receipt of input and conducting the annual evaluation of the CEO, including establishing the goals of the CEO for the upcoming evaluation period.

Section 9 - The Workforce & Business Services/Performance Accountability Committee will be responsible for recommending the performance metrics for the region, monitor continuous improvement, monitor DOL Performance Measures, and quality of training vendors. This Committee will provide recommendations for coordination with Local and Regional Economic Development in meeting the demands for worker skills by current and future employers. This Committee will assist in determining the Occupations In Demand for the region and the satisfaction of employers with the trainee skills.

Section 10 - The Youth Council will provide input and participate in the procurement of the Youth Service Provider in coordination with the Budget & Administration Committee in making a recommendation to the Workforce Investment Board. The Youth Council will review and provide input on the Strategic Plan with regard to Youth Services and monitor the effectiveness of the Youth Services.

Section 11 - All Board members are required to function on at least one Standing Committee and assignments will be approved by the Chair with care to avoid conflict of interest in making committee assignments.

Section 12 - Additional Ad Hoc Committees may be appointed at the pleasure of the Chair person.

Section 13 - Committees shall meet at the call of the Chair to conduct their business. Meetings shall be held at such places as determined by the Chair and shall include teleconference convenience for members unable to attend in person. All meetings will be open to the public unless they are conducting a matter of business which is covered by the Indiana Open Door Law.

Section 14 - If a Committee is empowered to act upon behalf of the full Corporate or Workforce Investment Board, while a Director may join and participate by teleconference, they cannot be considered as present for quorum purposes and they cannot vote on a matter before the Committee. Each committee member shall be entitled to one (1) vote for each matter with recommendations, unless otherwise delegated, submitted to the Board for a vote.

ARTICLE X - REQUIREMENTS FOR PUBLIC MEETINGS

Section 1 - The Board and all Committees must provide notice of meeting at least 48 hours before the meeting. Notice for the purpose of meeting Indiana Open Door requirements will include notification of the media as requested, the posting of the agenda at the location where the meeting is to be held on the day of the meeting, and in the lobby of the administrative offices of the Corporation.

Section 2 - Meetings must be open to allow the public to observe and record.

Section 3 - Meetings must be accessible to individuals with disabilities.

Section 4 - The public does not have the right to speak unless the Board or the Committee allows time for public comment.

Section 5 - Signed meeting minutes will be kept of all Board and Committee meetings. Meeting minutes will include the date, time, and place of meeting, members present or absent, general substance of all matters proposed, discussed, or decided, and record of all votes taken. Meeting minutes will be made public within a reasonable timeframe following the meeting and the meeting minutes must be available for public inspection by posting them on line and copying. The cost of copying will not exceed \$1.00/page.

Section 6 - Email or other electronic media may be used for conducting business between scheduled meetings. Discussion of business via email or other electronic medium does not constitute official business. However, all votes or the discussion of votes can only be conducted during an open meeting.

ARTICLE XI - AMENDMENTS TO THE BY-LAWS

Section 1 - These By-laws may be approved, amended, or repealed through adoption of Board action by a 2/3 vote of the Members and 2/3 vote of the Directors providing the proposed changes do not conflict with existing federal or state laws, regulations or guidelines or Local Agreements.

Section 2 - Amendments to the By-Laws may be proposed in writing by any Director of the Board. Notice of Intent to amend a given By-Law shall be distributed to all Members and Directors at least fifteen (15) days prior to the consideration of the amendment.

ARTICLE XII - PARLIAMENTARY PROCEDURE

Only parliamentary procedures as laid out in Roberts Rules of Order, Newly Revised, shall prevail in all regularly scheduled and special meetings of the Board and any standing or ad hoc committees thereof.

ARTICLE XIII - INDEMNIFICATION OF MEMBERS, DIRECTORS AND OFFICERS

Section 1 - Actions of Third Parties: The Corporation shall indemnify any person who was or is a party or is threatened with, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than by action by or in the right of the Corporation) by reason of the fact that he/she is or was a director or officer of the Corporation or 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, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, except that no indemnification shall be made in relation to matters as to which he/she shall be 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 judgment, order, settlement, conviction, or upon a plea of nolo contendere or its' equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2 - Actions By Or In The Right Of The Corporation: The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was an officer or director of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claims, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation.

Section 3 - Indemnification as a Matter of Right: Any such member, officer or director who has been 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. Except as provided in the preceding sentence, eligibility for indemnification hereunder may be determined, but need not be, by the Board (or a committee thereof). Such a resolution shall be valid in the case of a director(s) or officer(s) notwithstanding the presence of such director(s) or officer(s) at the meeting of the Corporation (or committee thereof) which acts upon or in reference to such indemnification and notwithstanding his/her/their participation in such action, if the fact of such interest shall be fully disclosed or known and the Board (or committee thereof) shall nevertheless authorize, approve or ratify such indemnification. The director(s) may request independent legal counsel (who may be regular counsel of the Corporation) to deliver to it their written opinion as to whether such director or officers has met such standards.

Section 4 - Advancement of Expenses: The Corporation may advance expenses incurred in defending a civil or criminal action to, 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 person to repay such expenses if it should ultimately be determined that he/she is not entitled to indemnification under this Article.

Section 5 - Claims to Which This Article Applies: The provision of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced before or after the adoption hereof and whether arising from acts of omission occurring before or after the adoption hereof.

Section 6 - Indemnification By This Article Not Exclusive: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or any agreement, vote of members, as a matter of law, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member, director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7 - Insurance: The Corporation shall have power to purchase and maintain 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 against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provision of this Article.

ARTICLE XIV - CONFLICT OF INTEREST

Section 1 – Board Members and Directors shall disclose any potential or real conflict at the earliest possible time and remove themselves from any key decisions or debates where the outcome may or will have an impact on related activities. Board Members and Directors shall scrupulously avoid undisclosed conflicts of interest between the interests of the State of Indiana and the Board, and personal, professional, and business interests. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest. Upon or before appointment, each Board Member and Director will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and updated as appropriate.

Section 2 - In the course of meetings or activities, a Board Member or Director shall disclose any interests in a transaction or decision where he/she or his/her family and/or significant other, employer, close associates, including business or other nonprofit affiliations, will receive a benefit or gain. After disclosure, he/she may be asked to leave the room for the discussion and will not be permitted to represent the Board to external agencies on this issue or vote on the question.

Section 3 - Each Board Member and Director will be required to sign a conflict of interest policy document stating his/her understanding that this policy is meant to supplement good judgment, and he/she will respect its spirit as well as its wording.

Section 4 - Upon becoming a Member or Director and thereafter at the beginning of a new term, each Member or Director shall file with the Secretary of the Board a written statement of disclosure of economic interests of the Member/Director.

Section 5 –Members/Directors who fail to comply with the disclosure requirements of this Article will not be considered as Members/Directors in good standing for voting purposes as described in Article VII.

ARTICLE XV - PRESUMPTION OF CHARITABLE INTENT

Section 1 - No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XVI – DISSOLUTION OF CORPORATION

Section 1 - Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

ARTICLE XVII - RATIFICATION

Section 1 - These By-Laws shall become effective immediately upon concurrence by two-thirds of Directors of the Corporation at a duly called meeting.

I hereby verify, subject to penalties and perjury, that the facts contained herein are true.

Signature of Secretary Date

Print Name

Amended: 12/12/2005

Amended: 09/11/2009

Amended: 06/03/2011