



BOARD OF DIRECTORS

Bylaws

LAST REVIEWED AND AMENDED MAY 22, 2018

REVISIONS:

Added Table of Contents

Article III, Section B – Board Composition: Item 4
Delete ‘Service Area county Representation’

Article III, Section E – Representatives of the Constituency
Add new paragraph: *‘Representatives of the Constituency may petition or compete for adequate representation’*

Article III, Section H:
Automatic Removal - Item 2B: Add language: *‘(3) consecutive unexcused absences’*

Board Vacancies – Item 4: Add language: *‘90 days’*

Article IV, Section B – Board Responsibilities
Item 1: Add language *‘evaluate President annually’*
Item 9: Add language *‘receive’*

Article V
Section A: Regular Meetings: Add language *‘A quorum constitutes a regular meeting to include proxy votes’*
Section D: Add language *‘A quorum constitutes a regular meeting to include proxy votes’*
Section G: Proxy Votes – *A board member may designate his/her proxy vote for any meeting he/she may not be in attendance to the chair of the board for that meeting.*

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**ARTICLE I.
LEGAL NAME AND IDENTIFICATION**

Section A. Name. This organization shall be known as Community Action of Greater Indianapolis, Inc. in accordance with its Articles of Incorporation, as amended from time to time, and herein shall be referred to as CAGI.

Section B. Corporate Seal. The corporate seal for CAGI shall be in a form as may be designated and changed from time to time by the Board of Directors.

Section C. Registered Office. The registered office of CAGI shall be 3266 North Meridian Street, Indianapolis, Indiana or any other place so designated by the Board of Directors.

Section D. Legal Status. CAGI was created by Indiana Code 12-14-2, *et.seq.* CAGI shall be a public benefit, non-profit corporation. CAGI is not organized for pecuniary profit and shall not issue stock.

**ARTICLE II.
MISSION**

CAGI's mission is to empower those we serve to become self-reliant and self sufficient..

GOALS AND OBJECTIVES

The Board of Directors shall regularly state explicit goals for CAGI as embodied in its Strategic Plan, which is to be adopted and amended from time to time by the Board of Directors.

**ARTICLE III.
BOARD MEMBERSHIP AND COMPOSITION**

Section A. Representative Body. The representative body of CAGI shall be the Board of Directors (hereinafter referred to as the "Board", as constituted in accordance with CAGI 's Articles of Incorporation and these Bylaws).

Section B. Board Composition. Subject to the provisions of Section F of this Article, the Board shall be comprised of fifteen (15) Directors, five (5) of whom shall be Public Sector Directors, five (5) of whom shall be Private Sector Directors, and five (5) of whom shall be Community Sector Directors, all as more specifically defined in this Article, except as where noted below.

Item 1. Public Sector Directors. Candidates for Public Sector Directors shall be solicited by the Board for appointment by elected officials to act on behalf of said public official, in accordance with I.C. 12-14-23 *et. seq.* If after request for an

appointment, an elected official from any county fails to make an appointment, the Board may fill the vacancy with either a Public Sector Director, who may be an elected official, a Private Sector Director, or a Community Sector Director on an interim basis and for no longer than the term for any Director set forth herein or until such position is filled by the elected official. The Board shall request that elected officials nominate qualified candidates to serve as Public Sector Directors. Such nominees, if selected to become Public Sector Directors of CAGI's Board, shall act on behalf of the elected official who nominated him or her, in accordance with I.C. 12-14-23 *et. seq.* If such elected officials do not suggest nominees after the Board has made such a request, the Board may fill the vacancy with either a Public Sector Director, a Private Sector Director, or a Community Sector Director on an interim basis and for no longer than the term for any Director set forth herein (or until such position is filled by the elected official.)

Item 2. Private Sector Directors. Private Sector Directors shall be private citizens who are concerned about and desire to help people who have no, or very low, income.

Item 3. Community Sector Directors. Community Sector Directors shall represent and advocate the interests of people in need in the community, in accord with Indiana Code 12-14-23 *et. seq.* Community Sector Directors must: (1) meet an eligibility standard consisting of a household income no more than 150% of the Average Median Income (AMI) of their immediate geographic area and (2) be selected for the Board in a democratic process.

Section C. Residence Requirement. Each Director must be a resident of one of CAGI's service area Counties. If after request for an appointment, an elected official fails to make an appointment, the Board may fill the vacancy with either a Public Sector Director, a Private Sector Director, or a Community Sector Director, without regard to county affiliation, to serve under the same terms as any such Director set forth herein. At each vacancy, the Board shall make another request for an appointment from an elected official who does not have a current member of the Board serving pursuant to that elected official's appointment.

Section D. Increase in Board Size. The Board may increase its membership only in accordance with governing statutory law and only if such increase is approved by three fourths (3/4) of the then current members of the Board.

Section E. Representatives of the Constituency.

Representatives of the Constituency shall be considered for Board membership in accordance with democratic selection procedures that are adequate to ensure that they represent the target audiences in the area(s) served by CAGI.

Representatives of the Constituency may petition or compete for adequate representation.

For purposes of these by-laws, the terms "Constituency" and "low-income person" shall have the same meaning and shall be defined as those persons whose income is no more than 150% of the AMI of their immediate geographic area.

Item 1. To assist the Board in choosing Directors who represent the Constituency in the area served by CAGI, neighborhood or community organizations in CAGI's service area will be encouraged to hold a meeting of low-income persons. CAGI shall publicly announce the date, time, and place at least two weeks prior to the meeting. At this meeting, the Board may accept nominees for any open or vacant Director's seat(s) from among the county's low income persons. Any vacancies may be filled in the following manner:

- a. Following nominations, each Constituent at the meeting may register and receive a paper ballot upon which he/she can cast a vote(s) for only the nominated candidates.
- b. Winning candidates will be determined by majority vote. Counting of the ballots will be done at the meeting in open sight. Appropriate minutes of this meeting's results shall be kept and entered into CAGI's record.
- c. The nominees will be submitted to the CAGI Board for their subsequent approval.
- d. Nominees provided via the process described above also must meet the qualifications set forth in Section F below.

Section F. Qualifications for Board Members.

Under I.C. 23-17-7.3, the Indiana Not-for-Profit Act of 1991, there are no members of this organization other than as designated in I.C. 12-14-23-6.

Item 1. Minimum Criteria. Each candidate for Board membership must have familiarity with the concerns of people in need in the geographic area which the candidate would represent. In no instance shall a candidate for Board membership be an employee of CAGI.

Item 2. Statement of Commitment. Each Director shall express in writing a commitment to serve in the best interest of CAGI in accordance with its mission and bylaws.

Item 3. Statement of Disclosure. Each Director shall complete and sign a Statement of Disclosure on a yearly basis, in each February of their term, in which the Director shall disclose all current or potential conflicts of interest. The Statement of Disclosure shall be kept on file and updated every two years in accordance with Organizational Standard 5.6.

Section G. Terms.

Item 1. Seating of Director. Any duly elected nominee shall officially become a member of the Board as of the first regular meeting of the Board at which he or she is present, so long as said meeting occurs after the Chair receives notice of the nominee's appointment. In all instances the Board must have approved the nominee's appointment by a majority vote prior to said nominee becoming a Director.

Item 2. Terms for Successor Directors. The term of each Director elected or appointed shall be three years.

Section H. Resignation and Removal.

Item 1. Resignation. Any Director may resign at any time by giving written notice to the Chair or Secretary of the Board. The resignation is effective on the date specified in the notice, or if no date is specified, on the date that such notice is received by the Chair or Secretary of the Board.

- a. In addition to providing Notice as required above, any Public Sector Director who was nominated by an elected official shall notify said public official of his/her resignation.

Item 2. Automatic Removal. A Director shall be removed from the Board, without any vote, in the following situations:

- a. A Director ceases to reside in the county or geographic area in which the Director is required by these Bylaws to reside. Any such Director shall provide notice to the Board Chair of the change in residence as soon as practicable, and in any event, no later than the date of the next regular Board meeting.
- b. A Director is absent without good cause from three (3) consecutive unexcused absences. The Chair shall have discretion on what is good cause.

The removal of any Director under the provisions of this item shall become effective at the date of the next regular Board meeting following the event triggering the removal. In the case of a Public Sector Director removed under provisions (a) or (b) of this Item, the Secretary of the Board shall, within thirty (30) days of the effective date of the removal, notify the Director's appointing authority of the removal and its basis.

Item 3. Removal For Cause. Any Director may be removed by the Board for cause.

- a. "Cause" for removal shall exist whenever the Board determines, in good faith, that a Director has acted, or is acting in a manner inconsistent with the best interest of CAGI. Such actions include, but are not limited to, conviction of a felony, conduct that may cause public loss of confidence in CAGI, receiving private benefit from CAGI, receiving an "Excess Benefit Transaction" as described in I.R.C. § 4958 from CAGI or any other action deemed "cause" by a two thirds (2/3) vote of the Board.
- b. The Board Chair may initiate proceedings to remove any Director for cause at any regular or special meeting of the Board. Any Director may initiate proceedings to remove another Director for cause at any meeting of the Board, provided that such initiating Director has provided written notice of the intent to seek removal to the Board Chair and to the Director whose removal is sought at least five (5) days prior to such meeting. Such notice shall recite in detail the reasons upon which the Director's removal is sought.

Item 4. Board Vacancies. Whenever any Director position becomes vacant, the Board shall take prompt action to fill the vacancy within 90 days. Any Director who is appointed to fill a vacancy may serve a full term, as set forth herein.

Section I. Public Sector Vacancy. In the event of any Public Sector Director vacancy, the Board, by its Chair, shall request in writing that an applicable authority appoint a replacement as soon as possible.

Item 1. Private Sector and Community Sector Vacancies. In the event of any Private Sector Director or Community Sector Director vacancy, the Board shall solicit and interview candidates for filling the vacancy according to the criteria set forth in these Bylaws, and shall recommend a candidate to the Board, which then shall vote to accept or reject the candidate. Community Sector vacancies shall be filled in accordance with the procedures outlined in Article IV, Section B.

Section J. Conflict of Interest. No Director shall have any relationship, bias, or other interest in CAGI or its business that might hinder that Director's ability to serve in the best interests of CAGI.

Item 1. A Director shall have no personal or professional financial interest, direct or indirect, in any contract made by or with CAGI, unless such interest has been fully disclosed to the Board, and the Board determines that the contract is in the best interests of CAGI.

Item 2. If it becomes known that a Director has any financial interest in a potential or existing contract or business relationship of CAGI, such interest shall be disclosed to the Board at the first available opportunity. If after full discussion the Board determines that the Director's interest is inconsistent with continued service on the Board, the Director

shall be asked to resign. If the Director does not resign, the Director's conflict of interest shall constitute cause for the Director's removal.

Item 3. A Director shall be disqualified from voting on, or participating in any discussion related to, any contract, business, or other matter in which the Director has a financial interest.

Item 4. A Director shall have no personal or professional relationship with any employee of CAGI unless that relationship is fully disclosed to the Board and approved by the Executive Committee, or the Board at large. A professional relationship is one in which there is an exchange of money or other consideration for a service or product.

Item 5. All Directors shall have equal rights, privileges, and obligations in their capacities as Directors.

Section K. Reimbursements. Reimbursements will be paid to Directors only under the following conditions:

Item 1. Meeting Reimbursements. Any Director whose household income falls at or below 150% of poverty may request and receive a mileage reimbursement for the purpose of attending up to two (2) Board meetings per month. A reimbursement may be paid if a meeting is called, but the Board fails to conduct business due to the lack of a quorum. The amount of the reimbursement shall be determined on the basis of federal travel rules and regulations.

Item 2. Reimbursement for Other Reasons. If a Director travels on behalf of CAGI for any reason other than a Board meeting, the Director may request and receive a travel allowance or reimbursement for the purpose of representing CAGI. The amount of the allowance or reimbursement shall be determined on the basis of federal travel rules and regulations.

Item 3. Reimbursement Process. Upon receipt of valid and appropriate documentation of Board-related expenses, CAGI shall reimburse any Director for valid expenses.

ARTICLE IV. BOARD POWERS AND RESPONSIBILITIES

Section A. Board Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of CAGI managed, by the Board. The Board shall have all general powers permitted by governing law, and shall exercise such power as necessary to carry out the lawful purposes of CAGI. The Board shall adhere to the schedule set forth in Exhibit A to address certain powers and responsibilities of the Board as more particularly described herein, or shall address said matters as soon thereafter as official action by the Board may be taken.

Section B. Board Responsibilities. In addition to the above general corporate powers, the Board shall have the responsibilities outlined in Indiana Code 12-14-23 *et. seq.*, and the following responsibilities:

- Item 1. To hire the President, review and approve his/her compensation and evaluate annually.
- Item 2. To establish major personnel, organization, fiscal, and program policies.
- Item 3. To establish overall program policies and priorities for CAGI.
- Item 4. To have final approval of the agency-wide budget.
- Item 5. To oversee compliance with all conditions of Federal/State/local regulations.
- Item 6. To oversee and assure the participation of Constituents in the programs and in CAGI.
- Item 7. To establish the rules and procedures for the Board, subject to Federal/State regulations, rules, and laws.
- Item 8. To elect the Officers of the Board, such Officers defined in Article VII of these Bylaws.
- Item 9. To receive and review and/or amend these Bylaws every 2 years in accordance with Organizational Standard 5.4 upon the vote of two-thirds (2/3) of the Board.
- Item 10. To receive and review all annual Financial Audits or summaries thereof, as well as all program monitoring.

Section C. Discharge of Duties. A Director shall, based on facts then known to the Director, discharge duties in good faith; with the care that an ordinarily prudent person in a like position would exercise under similar circumstances; and in the manner the Director reasonably believes to be in the best interest of CAGI. However, nothing in this Section or these Bylaws shall or is intended to reduce any protections or immunities given to directors, or to establish any standards of conduct higher than those set forth in the Indiana Nonprofit Corporation Act of 1991 (or any successor thereto), or any other applicable federal or state law.

Section D. Indemnification. Directors who discharge their duties as described above shall be indemnified by CAGI, in accordance with I.C. 23-17-16 *et seq.*

Section E. Definition of Emergency. For purposes of this Section, an "emergency" exists whenever, in the judgment of the Executive Committee, an extraordinary or catastrophic event prevents the quorum required for meetings, as set forth in Article VI, from assembling for any regular or special meeting.

Item 1. Emergency Quorum. Once an emergency has been determined, one-third of the total number of Directors in office shall constitute a quorum for the conducting of CAGI business.

Item 2. Emergency Notice. In an emergency, members of the Executive Committee and/or CAGI's President shall attempt to notify all Directors of any meeting that is to

take place. Such notice may be given in any manner that, in the judgment of the Executive Committee, is practicable or sufficient under the emergency circumstances.

Item 3. Emergency Powers. In an emergency, the Board shall have, in addition to the powers enumerated elsewhere in these Bylaws, the power to suspend ordinary procedures to accommodate the incapacity of any Director, Officer or employee, and, as may be necessary, to relocate temporarily CAGI's principal office.

Item 4. Overriding Emergency Declaration And Action. A two-thirds majority of Directors at any meeting properly conducted during an emergency may override the Executive Committee's determination that an emergency exists. In addition, any Board action taken during an emergency that is challenged by at least three (3) Directors at the next regular Board meeting, or at a special meeting called for such purpose, must be ratified by a majority of the Directors present at such meeting to remain effective.

ARTICLE V. BOARD MEETINGS, VOTING, AND QUORUM

Section A. Regular Meetings. The Board shall meet at least once every ten weeks during each calendar year. A quorum constitutes a regular meeting to include proxy votes.

Item 1. The Board shall not meet in December. Regular meetings shall be held the fourth Tuesday every other month except for November's meeting which shall be held the third Tuesday.

Item 2. A notice which states the time, place, hour and purpose of each meeting shall be emailed or mailed to each Director at least five (5) days in advance of the meeting.

Section B. Special Meetings. A special meeting may be called for the prompt transmittal of urgent business upon the occurrence of the following:

Item 1. The call of the Chair.

Item 2. The receipt by the Secretary of the Board of a petition, signed by no less than twenty percent (20%) of the Directors in office, requesting a special meeting.

Item 3. At least two (2) days' notice to each Director which states the time, place, date and purpose of the meeting.

Section C. Annual Meeting. The annual meeting of the Board shall be held on the fourth Tuesday in July of each year at such time as shall be specified in the notice of such meeting. Written notice which states the time, place, and date shall be provided at least fifteen (15) days prior to the annual meeting.

Section D. Quorum. A majority of the currently serving Directors shall constitute a quorum to include proxy votes for the transaction of any business. Except as otherwise provided in these Bylaws, the affirmative vote of a majority of the Directors present when the vote is taken shall constitute an act of the Board.

Section E. Action Without a Meeting. Action required to be taken at a meeting of the Board may be taken without a meeting if the action is taken by a majority of currently serving Directors.

Item 1. Any such action must be evidenced by electronic voting that (a) describes the action to be taken, (b) is signed by the majority of sitting Directors, and (c) is included in the minutes or filed with the corporate records reflecting the action taken. "Electronic voting" is defined as a response from an individual Director regarding an action item which is provided via email, providing either assent or dissent regarding the item requiring action.

Item 2. Such action taken without a meeting has effect the date of the electronic response vote which results in a majority either in assent or dissent and may be described as such in any document. Such votes must be recorded in the minutes of the subsequent regularly scheduled board meeting. Notice must also be provided electronically to all board members of the outcome of the electronic vote.

Section F. Voting. Except as otherwise provided in these Bylaws, each Director shall have the right to participate and to cast one vote on each matter which properly comes before the Board.

Section G. Proxy Votes. A board member may designate his/her proxy vote for any meeting he/she may not be in attendance to the chair of the board for that meeting.

ARTICLE VI. BOARD OFFICERS

Section A. Number, Qualifications and Term of Office. There shall be four (4) officers of the Board, consisting of a Chair, Vice-Chair, Secretary, and Treasurer.

Item 1. Each Board officer shall serve for a term of two (2) years running from annual meeting to annual meeting in even-numbered years.

Item 2. No person may hold more than one (1) Board office at the same time.

Item 3. No more than two (2) Board officers shall be from any one sector (public, private or community).

Item 4. A Board officer may hold a particular office for no more than two (2) consecutive two-year terms.

Section B. Election of Officers. Any Board member may nominate at least one person for each Board office, and shall present the nominations at least fifteen (15) days prior to the annual meeting.

Item 1. The nominee receiving a majority of the votes cast for a particular Board office shall be elected to that Office.

Item 2. Upon request by any Board member, elections of Board officers shall be by secret ballot.

Section C. Vacancies. Whenever any vacancy shall occur among the elected Board officers, such vacancy shall be filled within forty-five (45) days.

Section D. Contract Rights. The election or appointment of a Director to an office does not create any contract rights.

Section E. Chair. The Board Chair shall be the executive officer of the Board, and it shall be the main objective of the Chair to oversee the creation and enforcement of all corporate policy. In addition, the Chair:

Item 1. Shall preside at all meetings of the Board and the Executive Committee.

Item 2. May appoint the chairpersons of all committees, and shall be an ex-officio member of all committees.

Item 3. Shall perform other duties as are incident to this office or as may be prescribed by these Bylaws, or from time to time by the Board or the Executive Committee.

Section F. Vice-Chair. The Vice-Chair shall assist the Chair in the performance of the Chair's duties. In addition, the Vice-Chair shall:

Item 1. Perform such duties and assignments as may from time to time be delegated by the Chair or assigned by the Board or the Executive Committee.

Item 2. In the Chair's absence or incapacitation, temporarily perform all duties of the Chair as set forth in these Bylaws. If the Chair's absence or incapacitation is permanent, the Vice-Chair shall preside until an election is held in accordance with Sections B and C of this Article.

Section G. The Secretary. The Secretary shall attend all meetings of the Board and the Executive Committee, and shall be responsible for seeing that appropriate minutes of all such meetings are taken and kept. The Secretary or his/her designee also shall:

Item 1. Give all notices of meetings in accordance with these Bylaws.

Item 2. Keep a listing of the names, addresses, and telephone numbers of the Directors, terms of the Directors, and the position each fills on the Board.

Item 3. Be the custodian of all books and records of CAGI, other than financial records.

Item 4. Authenticate the records of CAGI.

Item 5. Perform all duties incident to the office of Secretary and other duties as may be prescribed by these Bylaws, the Board, or the Executive Committee.

Item 6. Keep written minutes of all meetings, including a record of votes on all motions. Minutes of the previous meeting shall be distributed to all Directors before the next meeting, and may be made available to the public upon request.

Section H. The Treasurer. The Treasurer or his/her designee shall have charge and custody of all funds, deeds, titles of ownership and securities of CAGI and shall see that deposit of such funds in the name of CAGI is made in such banks or other depositories as shall be selected by the Board or the Executive Committee. In addition, the Treasurer or his/her designee shall:

Item 1. Keep or cause to be kept complete and correct records of account and exhibit such records at reasonable times and upon request of any officer, Director or authorized state or federal official.

Item 2. Cause to be prepared and then submit the following reports:

- a. A monthly statement of the financial condition of CAGI at each meeting of the Board.
- b. A full financial report of the operations of CAGI for the preceding fiscal year at each annual meeting of the Board.
- c. Any reports or returns required by the United States Internal Revenue Service or any other governmental authority.

Item 3. Perform all duties incident to the office of Treasurer and such other duties as may be prescribed by these Bylaws or assigned from time to time by the Board or Executive Committee.

Section I. Delegation of Authority. In the event of the temporary absence of any Board officer, the Board or Executive Committee may delegate powers or duties of such officer to any other officer or member of the Board for duration of the temporary period.

ARTICLE VII. EXECUTIVE COMMITTEE

Section A. Number, Term and Qualification. There shall be an Executive Committee consisting of the officers of the Board. The Executive Committee shall, to the extent possible, be constituted in proportion to the composition of the Board.

Section B. Powers and Duties. The Executive Committee shall have and exercise all of the authority of the Board in the management of the affairs of CAGI during the intervals between meetings of the Board, 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 or is inconsistent with specific policies, programs or resolutions adopted by the Board.

Item 1. The Executive Committee shall have such other duties as may be specified in these Bylaws or by resolution adopted by the Board.

Item 2. The Executive Committee shall have primary responsibility for administrative decisions which involve (1) matters of policy, (2) program initiatives, or (3) corporate priorities, provided that any such decision shall be subject to review by the Board.

Item 3. The Executive Committee shall have no authority to take any action concerning amendment of these Bylaws or to employ CAGI's President without properly documented prior approval of the Board.

Section C. Resignation and Removal. Resignations and removals of members of the Executive Committee shall be handled according to the procedures outlined in Article III, Section H.

Section D. Vacancies. Any vacancy occurring on the Executive Committee shall be filled by the Board at any regular meeting, or at any special meeting called for such purpose, until the next annual meeting at which members of the Executive Committee are to be elected.

Section E. Meetings. Meetings of the Executive Committee shall be held upon the call of the Chair or his/her designee or of any two members of that committee. The Chairperson shall provide in writing to all members of the Executive Committee notice of and the agenda for any meeting at least five (5) days in advance. Any Director who is not a member of the Executive Committee may attend any Executive Committee meeting, with the privilege of voice but without vote.

Section F. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of any business. The affirmative vote of a majority of members present when the vote is taken shall constitute an act of the Executive Committee.

ARTICLE VIII. COMMITTEES

Section A. Formation of Special Committees. From time to time, the Chair may appoint special committees with the approval of the Executive Committee or the Board for such special purposes and projects as may be necessary or appropriate to carry out the goals and objects of the CAGI. The composition of all special committees shall, to the extent practicable, fairly reflect the composition of the Board.

A majority of a Committee membership shall constitute a quorum for the transaction of any business. The affirmative vote of a majority of members present when the vote is taken shall constitute action by the Committee. If there exist more than two vacancies on the Board, the Chair of the Board may suspend the activities of any Committee, except the Executive Committee, and distribute to the Board at large the responsibilities formerly assigned to any Committee. If a Committee is formed, it shall have the duties and responsibilities set forth in

these Bylaws, as well as others as may be prescribed, from time to time, by the Board or Executive Committee.

Section B. Terms. Each member of a Committee shall serve for a term of one year, running from annual meeting to annual meeting.

Section C. Voting. A majority of the members of a Committee shall constitute a quorum for the transaction of any Committee business. The affirmative vote of a majority of members present when the vote is taken shall constitute an act of the Committee.

Section D. Nominating Committee. During or immediately following the annual meeting of the Board, the Chair may appoint a Nominating Committee consisting of at least three (3) members of the Board. The Nominating Committee shall assist the Board in the election of officers by preparing a slate of nominations for officers, which slate must be sent to all Directors at least fifteen (15) days prior to the annual meeting in January. The Committee shall also prepare ballots for the election. The Nominating Committee shall also assist the Board in the appointment and/or election of new Board members.

Section E. Personnel Committee. During or immediately after the annual meeting, the Board may elect at least five (5) Directors to the Personnel Committee.

Item 1. The Personnel Committee shall be responsible for the oversight of the agency's personnel policies and procedures.

Section F. Finance Committee. During or immediately after the annual meeting, the Chair may appoint a Finance Committee which shall be comprised of at least three (3) Directors. The Treasurer of the Board shall be the Chair of the Finance Committee.

Item 1. The Finance Committee shall oversee the fiscal operations of CAGI, including the Audit Report and any internal monitoring reviews.

Item 2. The Finance Committee shall also review the accounting practices and record keeping of the fiscal department and make recommendations to the Board with respect to the fiscal department when necessary to ensure that safe and acceptable practices and record keeping are employed at all times.

Item 3. The Finance Committee shall review the agency-wide budget and examine all expenditures in comparison with budget allocations.

Item 4. The Finance Committee shall immediately report any discrepancies in fiscal operations, reports, or other matters to the Chair.

Item 5. Item5. The Finance Committee shall oversee hiring of Auditors for A-133 Audits.

Section G. Strategic Planning and Development Committee. During or immediately after the annual meeting, the Chair may appoint at least three (3) Directors to the Strategic Planning and Development Committee. The Chair may consider non-board members to serve on committee.

Item 1. The Strategic Planning and Development Committee shall be responsible for development of CAGI's short and long range plans as they relate to the corporate goals and objectives and develop and direct the strategy for achievement of these goals and objectives.

Item 2. The Strategic Planning and Development Committee, as necessary, may also work with the CAGI Foundation to develop and implement strategies for cultivating private and public resources to encourage donations of money and other resources to CAGI or the Foundation. (Note: There is no need to list the various standing committees in the Bylaws. Whereas the number, type, and roles of committees frequently change, the Bylaws should be for those governance areas that rarely change.)

Section H. Advisory Boards. The Board may establish one Advisory Board in each of Boone, Hamilton, and Hendricks Counties. Advisory Boards shall have no governing authority.

Item 1. Each Advisory Board shall advise the Board on programmatic issues related to the Advisory Board's county. Each Advisory Board shall meet regularly, keep a record of all meetings, and provide such records to the Board upon request

Item 2. Board members from each of the respective counties and, as applicable, such Board members' appointing authorities, may recommend candidates for the Advisory Board for that county.

Item 3. Each Advisory Board member must be a resident of the county which the Advisory Board represents, and must have familiarity with and compassion for issues affecting low income individuals and families.

Item 4. The Board shall determine the final composition of each Advisory Board. Board members from Boone, Hamilton, and Hendricks Counties shall be members of the Advisory Boards for their respective counties.

ARTICLE IX. STAFF

Section A. President. The Board shall hire a President upon recommendation by the Executive Committee, and the President shall be the chief executive officer of CAGI. The President's salary and terms of employment shall be reviewed by the Board each September, or as soon thereafter as official action by the Board may be taken.

Item 1. The President shall be employed by the Board, and shall be responsible for and have charge of the administration of all the policies, programs, and activities of CAGI which have been approved and authorized by the Board or Executive Committee in accordance with these Bylaws.

Item 2. The President shall give a report of the activities of CAGI at each meeting of the Board and Executive Committee, and shall perform such other duties as the Board or Executive Committee may prescribe from time to time.

Item 3. In the event of the termination or resignation of the sitting President, the Board may elect to appoint an Interim President to serve as chief executive officer of CAGI on a temporary basis, until a permanent chief executive officer is selected. Such Interim President shall have all of the rights and responsibilities of the President unless otherwise limited or expanded by deliberate Board action.

Section B. Chief Fiscal Officer. The Agency shall employ a Chief Fiscal Officer, and such person shall act as chief financial officer for CAGI. The President alone shall have the power to terminate the employment of the Chief Fiscal Officer and has the express authority to supervise the Chief Fiscal Officer's duties and activities. The title of Chief Fiscal Officer may also be held by another member of the Executive Staff, other than the President.

ARTICLE X. LEGAL AND FINANCIAL MATTERS

Section A. Contracts. The President or his/her designee, may enter into any contract or execute and deliver any instrument in the name of and on behalf of CAGI, so long as it is in the best interest of CAGI and the financial obligation to CAGI does not exceed One Hundred Thousand Dollars (\$100,000.00). Contracts resulting in a financial obligation in excess of this amount require the signature of either the Board Chair or the Board Treasurer. Such contracts in excess of One Hundred Thousand Dollars (\$100,000) approved in the prescribed manner must be disclosed as a part of the written Treasurer's Report for the month in which the obligation is signed, and provided at the next meeting of the full Board of Directors. No contract requiring the expenditure of funds of CAGI or rendering the expenditure of funds of CAGI or rendering CAGI liable financially for any purpose shall be entered into by any other employee. Any such contract shall not be binding upon CAGI without the approval of the Board. CAGI may not enter into any contract or transaction with a Director or with any organization, association or corporation of which a Director is a member director, officer or employee unless the Board expressly determines that such contract is in the best interests of CAGI and entering into such contract would not interfere with the discharge of the Director's duties.

Section B. Checks, Drafts, and Other Evidence of Indebtedness. All disbursements of funds by CAGI shall be made by check, draft, other written evidence of indebtedness, or appropriately authorized electronic transaction. All such instruments shall be signed by the President and may be countersigned by the Treasurer, President, or designated Vice President signors, or in such other manner as may from time to time be determined by resolution of the Board.

Section C. Deposits. All funds received by CAGI shall be deposited to the credit of CAGI in such banks, trust companies or other depositories and under such conditions as the Board may designate from time to time; however, all such deposits shall be made in compliance with all Federal and State regulations and other governing law. For purposes of making any such deposits, any person or persons to whom such power is delegated by the Board may endorse, assign, and deliver checks, drafts or other orders for the payment of money which are made payable to CAGI.

Section D. Contributions. The Board or the Executive Committee may accept on behalf of CAGI any contribution, gift, bequest, or devise from any such person, firm or corporation for the general purpose of CAGI or for any special purpose consistent with the purposes and functions of CAGI. Any funds received for a special purpose may be placed in a special deposit or otherwise segregated on the books of CAGI, as determined by the Executive Committee.

Section E. Fiscal Year. The fiscal year of CAGI shall begin on the first day of January of each year, and shall end upon the last day of December of each year.

Section F. Audits. The financial records of CAGI may be audited as designated by the funding sources or upon request by the Board. Copies of each audit and management letter shall be made available to all Board members no later than the next meeting subsequent to the completion of the audit by the auditor. These audits shall also be available for inspection by the public.

Section G. Parliamentary Authority. Robert's Rules of Order, Revised, shall be used as the Parliamentary authority at all Board meetings.

Section H. Bond. Any Director, officer, employee, or agent of CAGI who is entrusted with the handling of CAGI's funds shall give bond in such sum and with such surety as the Executive Committee may require, conditioned upon the faithful performance of his/her duties in the handling of such funds, with the premium on any such bond to be paid by CAGI.

Board Chair

Secretary