

# HUMAN SERVICES, INCORPORATED

## BY-LAWS

### **ARTICLE I: Identification**

#### 1.1 Name

The name of the Corporation shall be Human Services, Incorporated, and hereinafter shall be referred to as the Corporation.

#### 1.2 Location

The principal office of the Corporation shall be located in either, Bartholomew, Decatur, Jackson, Johnson or Shelby Counties in the State of Indiana. However, if it is in the best interest of the Corporation, the principal office may be relocated as directed by the Corporation's Board of Directors, and hereinafter shall be referred to as the Board.

#### 1.3 Type of Organization

Human Services, Inc., as a not-for-profit organization, shall have all the powers and authority of a corporation, existing under and pursuant to the provisions of the Indiana Not-For-Profit Corporation Act. The Board shall have the power to adopt and alter the seal of the Corporation.

#### 1.4 Fiscal Year

The fiscal year of the Corporation shall commence at the beginning of the first day of January and shall end at the close of the day on December 31. The Corporation Board of Directors shall have the power to change and adopt the Corporation fiscal year pursuant with Internal Revenue Service regulations and restrictions.

#### 1.5 Corporate Records

The records and books of the Corporation shall be kept in the principal office unless otherwise ordered by the Board of Directors in accordance with Indiana and/or federal laws.

### **ARTICLE II: Purposes**

2.1 The purpose of the Corporation as provided in the Articles of Incorporation are as follows:

A. To develop, mobilize, and utilize to the maximum extent possible all available human and material resources on the local, state, and national level for the purpose of eliminating the causes of poverty and combating existing poverty in the primary service areas of Bartholomew, Brown, Decatur, Jackson, Johnson, and Shelby, as well as additional counties located in the South Central, Indiana region.

B. To provide directly and to stimulate and encourage other groups and organizations to

provide services, assistance, and other activities intended to make progress toward the elimination of poverty or a cause or causes of poverty by developing employment and other economic opportunities, improving human performance, motivation and productivity and conditions under which people live, learn, and work.

C. To plan and develop programs which are designed to enable low-income families and individuals to become more self-sufficient, including assistance finding employment, job training, and counseling, employee assistance programs, day care and special remedial and other non-curricular educational assistance.

D. To coordinate the efforts of groups and organizations directed toward combating poverty within the geographical county areas of Bartholomew, Brown, Decatur, Jackson, Johnson, and Shelby, as well as additional counties located in the South Central, Indiana region and cooperate with community action groups in other nearby areas to solve mutual problems relating to the matters set forth in various paragraphs in Article II.

E. To solicit, receive, and utilize donations and grants of money, property or services from any individual, group, or corporation, whether public or private, for the purposes set forth herein.

### **ARTICLE III: Membership of the Corporation**

3.1 The Corporation's Directors shall be its members.

3.2 The membership of the Corporation shall be open to all adult residents of the primary service area and counties receiving services.

3.3 Potential members of the Corporation shall complete a "Form of Interest" which exhibits an interest to serve on the Corporation Board of Directors.

3.4 Members of the Board of Directors shall be sworn in at the annual meeting.

### **ARTICLE IV: Board of Directors**

#### **4.1 Board Membership Composition**

The Human Services, Inc. Board shall have fifteen (15) members. A Head Start representative may be appointed to the Board by the Head Start Policy Council President to serve as a non-voting member. The appointment will be presented in writing to the Corporation Board President. Human Services, Inc. shall maintain a distribution of membership so as to assure that:

##### **A. Public Representatives**

One-third ( 1/3) of the members of the Board Five (5) total must be elected public officials (Mayor or County Commissioners) of each county of the Corporation primary service area and who are currently holding office or are appointed representatives of

the public officials. These shall hereafter, be referred to as Public Representatives that represent general government or poverty-related issues to the Board.

1. Each of the Primary Corporation counties will have public representation.
2. Each Public Representative shall have a letter of representation on file if they are appointed to serve on the board by an elected official.
3. Each Public Representative appointed to represent a designated geographical area shall reside within the area.
4. Upon completion of a term, a Public Representative may be reappointed. The Executive Director shall notify the Public office of the appointment of the Public Representative prior to general elections.
5. If the Mayor/Commissioners fail to make an appointment in writing within thirty (30) days of receipt of request, the Board will declare the position vacant. The position will be filled by the County Council. If the County Council fails to make an appointment within thirty (30) days of receipt of request, the Board shall fill the vacancy themselves. Human Services, Inc. reserves the right to conduct a simultaneous search.

#### B. Client Population Representatives

At least one-third ( 1/3) of the members of the Board five (5) total must be persons representing the economically disadvantaged population. All Client Representatives, except the representative of the Head Start Policy Council, shall be chosen by democratic selection process. Notice to the Public must be given for any such election. Client Representatives need not be economically disadvantaged themselves, and shall reside in the designated geographic area. Democratic election procedures for the Client Representative is as follows:

1. The Executive Director shall publicize the request for Board nominees for candidacy through news media and public bulletin in areas congregated by low-income individuals at least three (3) weeks prior to election.
2. Potential nominees shall be asked to submit their name for the ballot to the County Human Services, Inc. office in their geographical area along with a brief resume, before the close of business day on the Friday prior to the election.
3. Write-in votes will not be allowed.
4. A press release shall be prepared by the Corporation Administrative office one (1) week prior to election stating the date, time, and place for the county elections.
5. Printed ballots and sealed ballot boxes will be prepared by the Corporation administrative office.

6. Votes shall be tabulated by a Board member or designated person as appointed by the Board President. The results of the election will be called to the Corporate office no later than noon of the first working day following the election. In case of a tie or lack of a nominee, the Membership Committee shall make the final decision of the Client Representative nominee to the Board of Directors.

7. Unofficial results shall be announced following tabulations of votes. Official results shall be announced after Board ratification of the elected nominee.

8. Eligible voters are those who are at least eighteen (18) years of age, a resident of the county in which they represent, never convicted of a felony, shall not be an employee, immediate family member of an employee, sub-contractor, or consultants for the Corporation. Immediate family members include: father, mother, child, wife, husband, brother, sister, grandparent, grandchild, mother-in-law, father-in-law, son-in-law, daughter-in-law, adopted child, foster child, or step children.

9. Voters must produce proof of residence in the county in which he/she is voting. Indiana Code 12-14-23-6(e).

#### C. Private Representatives

One third ( 1/3) of the members five (5) total shall be reserved for representatives from each county of the primary geographic service area of the Corporation. Private representatives shall be selected from business, industry, labor, religious, social service agencies, private educational institutions, or community groups to be appointed by the Board of Directors.

#### D. Petition for Adequate Representation on the Board

In the event a community organization or representative group of the low- income, including but not limited to the minority low-income, the elderly low-income or the rural low income, feel themselves inadequately represented on the Board, they may petition for adequate representation on the Board by following the procedure hereinafter set out.

A low-income individual, community organization, or religious organization, or representative of low-income individuals that considers its organization, or low-income individuals, to be inadequately represented on the Board may submit a petition for representation to the President who shall present the petition to the Directors at the next Board meeting. In the case of unincorporated organizations or interest, the petition must be signed by at least 25 individuals, unless the President determines that it is appropriate to waive this requirement in a case. The petitioning individual or organization shall be given an opportunity to be heard at a meeting of the Board, upon such reasonable terms as the Directors shall determine. A written statement of the Board's action on the petition shall be provided to the petitioning individual or group and a copy of the statement shall be sent to the appropriate government funding sources as required by law or procedure in effect from time to time. Should it decide to provide representation to the petitioning

organization or interest, the Board shall take any actions necessary to provide that representation while ensuring that the Board's composition meets the requirements of the federal Community Services Block Grant Act and any other applicable laws or regulations.

4.2 In accordance with the Head Start Act, the Board of Directors shall be composed as follows:

- A. Not less than one (1) member shall have a background and expertise in fiscal management or accounting.
- B. Not less than one (1) member shall have a background and expertise in early childhood education and development.
- C. Not less than one (1) member shall be a licensed attorney familiar with issues that come before the Board of Directors.
- D. Additional members shall reflect the community to be served and include parents of children who are currently, or were formerly enrolled in Head Start programs; and are selected for their expertise in education, business administration, or community affairs.
- E. If a person described above is not available to serve as a member of the Board of Directors, the Board shall use a consultant, or another individual with relevant expertise, with the qualifications described in that clause, who shall work directly with the Board of Directors.

4.3 Terms of Office

- A. The term of a Director to the Board will be four (4) years in length beginning on April 1 and ending on March 31. Years of service shall be applicable to all federal and state regulations. Board members in good standing may serve consecutive terms.
- B. Eight (8) members shall be either elected or appointed on the even numbered years, and seven (7) on the odd number years.
- C. The Head Start Representative appointed to the Board of Directors will serve one (1) year and may be recommended by the Policy Council President to serve one (1) consecutive year.
- D. Those appointed to serve the remainder of another member's term shall take office as soon as the Board acts upon the nomination or appointment.
- E. If a person so elected or appointed fails to assume his or her office, the board may declare the position vacant and fill the vacancy for the representative group.

## **ARTICLE V: General Board Membership Requirements**

5.1 A Board of Director who fails to attend three (3) consecutive meetings in a year (based on dates of the members term) shall be notified by the Board Membership Committee and/or President, by an appropriate common form of communication such as email, phone, or designated representative, that his/her failure to attend a fourth meeting in the same year shall be construed to mean the members resignation has been tendered. A copy of such notification shall be sent via common forms of communication to the individual or group that the member represents. A member may request an appeal, based on legitimate causes for absence, through the membership committee, which will then make a recommendation to the full Board. Appeal must be made within thirty (30) days.

5.2 A Board of Director, who fails to attend fifty percent (50%) of their assigned committee meetings within a calendar year without an excused absence, will be determined to be inactive. The Board may take action to either remove or retain all inactive Board members at each of its Board of Directors meetings.

5.3 Absences may be excused by the Board of Directors for the following:

- Work related requirements
- Family matter or emergency
- Traveling out of state
- Medical necessity
- For any other reason approved by the Board

5.4 A Board of Director may be removed for cause by a two-thirds (2/3) vote of the Board provided that such action was proposed and discussed at the previous meeting. The Director must be notified in writing, by either personal delivery, registered, or certified mail, of the action.

5.5 The Board shall fill all vacancies occurring because of resignation or death within three (3) months.

5.6 A quorum for the transaction of business by the Board of Directors shall consist of not less than fifty percent (50%) of the actual filled positions of the Board of Directors. The act of the majority of the members present and constituting a quorum shall be an act of the Board. For committees, a quorum shall consist of fifty percent (50%) of the membership with the Committee Chair present.

5.7 Regular compensation to all Board members for their services shall not be permitted. However, allowances for travel, meals, and other incidental expenses as approved by the Board and reimbursements to all members of the Board for actual expenses as approved by the Board shall be permitted when they directly affect attendance and participation in Board related matters. Claims shall be presented to the Executive Director for payment.

5.8 Use of agency property, buildings, and equipment, must be approved by the Executive Director.

5.9 No Board member shall engage in any public actions that damage the image or standing of Human Services, Incorporated in the community. All Board members shall sign the Corporation Code of Conduct.

5.10 It is the responsibility of all Board members and candidates for Board positions to avoid conflicts of interest and to make known any situations which may rise to the appearance of a conflict of interest. All Corporation Board members shall sign a Conflict of Interest Policy.

5.11 A Board of Director must be physically present for regularly scheduled board meetings every three (3) months unless there is an approved absence as identified in 5.3.

5.12 Quorum for Board and committees can be achieved through teleconferencing abilities.

#### **ARTICLE VI: Powers of the Board**

6.1 The corporate powers, property, and affairs of the Corporation except as otherwise provided by law or these By-Laws, shall be vested in, exercised, conducted and controlled by the Board of Directors.

6.2 The Corporation's Board of Directors shall have the specific powers to:

A. Faithful performance of their duties in such sum and with such survey as shall be satisfactory to the Board.

6.3 The Board President, or his/her designee(s) has the authority to discuss Board business with the Corporation attorney. In case of extenuating circumstances, members of the Executive Committee have the authority to discuss Board business with the attorney.

6.4 The Corporation's Board of Directors shall have the specific powers to:

A. Appoint, review, and dismiss the Executive Director of the Corporation who shall be the Chief Administrative Official.

B. Review and approve personnel policies and procedures regarding the hiring, evaluation, compensation, and termination of the Head Start Director, Director of Human Resources, Chief Fiscal Officer, and any other person in an equivalent position with the agency.

C. Establish, adopt, and periodically update written standards of conduct that establish standards and formal procedures for disclosing, addressing, and resolving any conflict of interest, and any appearance of a conflict of interest, by members and employees of the Corporation, and consultants, and agents who provide services or furnish goods to the Corporation

D. Establish, adopt, and periodically update written policies to address complaints, including investigations, when appropriate.

- E. Establish, adopt, and periodically update the Corporation personnel policies, fiscal policies, and organizational structure.
- F. Establish, adopt, and periodically update the Corporation strategic plans and priorities, including provisions for evaluating progress against performance.
- G. Determine funding sources and make final approval of all program proposals and budgets.
- H. Determine and select auditors.
- I. Determine and adopt employee benefit package and providers for health insurances.
- J. The Board shall approve the monthly and annual financial plans, including but not limited to, cash flow, balance sheet, revenue, and expenses.
- K. Enforce compliance of all conditions of Corporation funding sources, including Federal, State, and local regulations, rules, and procedures.
- L. The Board shall select legal counsel and will approve any use of legal counsel of significant substance not to include day-to-day activities.
- M. The Board shall determine rules and procedures for the Board.
- N. The Board shall select Officers and Executive Committee of the governing board.
- O. The Board shall have direct oversight as to the extent and the quality of the participation of the low-income participants in the programs of the Corporation.
- P. The Board shall establish, adopt, and update the policies for acquisition and disposition of Corporation property.
- Q. The Board shall determine procedures for how members of the Policy Council are selected consistent with Head Start Performance Standards and the Head Start Act.

## **ARTICLE VII: Officers**

7.1 Officers of the Corporation shall consist of a President, Vice-President, Secretary, and Treasurer. If it is required by the Board of Directors, all officers shall give the Corporation a bond for his/her faithful performance of their duties in such sum and with such survey as shall be satisfactory to the Board. The Corporation shall maintain insurance policies regarding Board of Directors, and dishonesty.

7.2 The Board of Directors shall elect the officers by a majority vote at the organizational Board



meeting subsequent to the annual meeting of the Corporation.

7.3 Each officer shall serve for two (2) years from the date of his/her election or until a successor is elected.

7.4 The President shall preside and have all the usual and customary powers and duties of the President of a Corporation, and in addition, such powers and duties as the Directors shall decide.

7.5 The President shall preside, set the agenda and appoint the committee members and sub-committee members.

7.6 Officers may be removed with cause by a two-thirds (2/3) majority vote of the actual filled positions of the Board of Directors. Notice of such proposed action must be given at the previous meeting of the Board.

7.7 The Board of Directors shall elect a replacement officer to fill a vacancy by a majority vote of the actual membership of the Board of Directors. Notice of such proposed action must be given at the previous meeting.

7.8 The Vice-President shall have all the usual and customary powers and duties of the Vice-President of a Corporation, and in addition, such powers and duties as the Directors shall decide.

7.9 The Secretary or designee shall record all proceedings of the annual, regular, and special meetings of the Board. All official records shall be kept and maintained in the principal office of the Corporation. The Secretary shall perform all usual and customary powers and duties of the Secretary of the Corporation. If the Secretary is absent from any meeting of the members of the Board of Directors, the presiding officer for that meeting shall appoint a temporary secretary.

7.10 The Treasurer or designee shall monitor, subject to the direction of the Board of Directors, the financial affairs of the Corporation and shall monitor full and accurate records thereof, which shall be open to inspection of the Directors. The Treasurer shall render to the Board of Directors at regular meetings thereof, or whenever they may reasonably require it, a statement of the accounts of his/her transactions as Treasurer and of the financial condition of the Corporation.

7.11 RESIGNATION: Any officer may at any time resign his/her office by a resignation in writing delivered to the Corporation at its principal office or to the President, or under exceptional circumstances, by means determined by the Board. A person may resign from office without resigning from the Board itself.

#### **ARTICLE VIII: COMMITTEES**

8.1 The Board will maintain the following standing committees: Executive, Membership, Policy Review and Head Start. The President as needed will appoint ad-hoc committees.

8.2 There shall be an Executive Committee consisting of Board officers and it shall have

authority to transact the Board business between meetings of the Full Board. All actions of the Executive Committee shall be subject to ratification by the Board of Directors.

8.3 The final action on all matters considered by committees shall be made by the Board of Directors. Said committees shall report periodically to the Board concerning their activities, conclusions, and recommendations.

8.4 The following provisions shall apply uniformly to all Board Committees:

A. Committee members shall be members of the Board.

B. Members shall be appointed by the President to a committee or subcommittee based on their interest and expertise, with all Board members serving on at least one (1) committee.

C. Committees and committee membership shall be established as needed during any meeting of the Board. However, the Board President shall maintain committee membership as necessary between organizational meetings. All terms of committee membership shall be for two (2) years.

D. The final action on all matters considered by committees shall be by the Board of Directors. Said committees shall report periodically to the Board concerning their activities, conclusions, and recommendations.

E. Each committee may establish its own rules or procedures except for notice provisions, which shall conform to those of the Board of Directors. Said notice provisions, however, may be waived provided each member was notified and such is stated in the committee report, and a quorum was present for action.

#### **ARTICLE IX: Policy Advisory Committee**

9.1 The Board shall recognize and cooperate fully with those individual county participant groups that are, or may be formed as an adjunct to the operation of programs for which the Corporation is responsible.

9.2 Said groups shall have a membership of at least fifty percent (50%) low-income or representatives of low-income. Policy Advisory Committees shall be responsible to the Board.

9.3 The Head Start Policy Council shall elect a Client Population Representative to the Board in accordance with Head Start's rules and regulations.

9.4 Members of other advisory councils may not hold seats on the Corporation Board and they are strictly to be considered as advisory with no voting privileges.

## **ARTICLE X: Administration**

10.1 The Board shall employ an Executive Director who shall be Chief Administrative Official. Said Executive Director shall be selected on the basis of his or her professional qualifications and he or she shall serve at the pleasure of the Board.

10.2 The duties of the Executive Director shall include, but not limited to:

- A. Execution of all policies and programs established by the Board.
- B. Recruiting, directing, reviewing, and maintaining the administrative staff pursuant to the personnel policies established by the Board.
- C. Preparing the preliminary budget and other funding documents for Board consideration.
- D. Maintaining custody of all funds and property of Human Services, Inc.
- E. Maintaining financial and inventory records. He or she shall have accurate financial statements of income and expense, assets, and liabilities, in a form approved by the Board and present reports of his or her accounts at regular meetings of the Board.
- F. Assist the Board to assure that the financial records of the Corporation are audited by a certified public accountant designated and employed for such purpose by the Board.
- G. Serve as an agent to enter into Board approved contracts and execute and deliver contract services to eligible entities.
- H. He or she shall prepare an agenda in cooperation with the President and issue notices of all Board meetings. He or she shall furnish staff support to Board Committees and to the Policy Advisory Committees as directed by the Board.

10.3 Except for the purpose of inquiry, authorized by the Board, neither the Board nor the individual members thereof shall execute an order or instruction to a member of the administrative staff who is responsible to the Executive Director.

10.4 The Executive Director shall be removed only:

- A. Upon review and report by the Executive Committee to the Board.
- B. Upon majority vote of the Board.

10.5 It is the policy of Human Services, Inc. to comply with all appropriate state and federal requirements pertaining to non-discrimination on the basis of race, color, religion, sex, age, handicap, mental or physical disadvantage, national origin, ancestry, or any other artificial criterion. Human Services, Inc. encourages the full participation of all relevant minority and

cultural groups in its deliberations and in its policy making. The actions of Human Services, Inc. shall always reflect a sensitivity to the diverse groups within our pluralistic, democratic republic.

#### **ARTICLE XI: Distribution of Assets Upon Dissolution of Corporation**

In the event of the dissolution of Human Services, Inc., all of the assets and property of the Corporation over and above those needed to pay off any debts and liabilities of Human Services, Inc. shall revert to the appropriate and related government agencies. After the property has been disposed of in such a manner, Human Services, Inc. shall then take such legal steps as may be necessary to dissolve.

#### **ARTICLE XII: Amendments**

12.1 The articles of Incorporation and the By-Laws may be amended by two-thirds (2/3) vote of the actual membership of the Board, provided that any amendment must have been read and discussed at the previous regular meeting at which a vote is taken.

12.2 No amendment shall be made which shall materially alter the purposes of this Corporation as set forth in the Articles of Incorporation, so as to disqualify the Corporation from exemption under the Internal Revenue Laws of the United States and the State of Indiana as they are now or may be at any future time.

#### **ARTICLE XIII: Rules of Meetings**

All meetings of the membership of the Board or of the Executive Committee shall be in accordance with rules established by the Board of Directors.

Reviewed/Revised: July 2018  
Approved/Adopted: August 28, 2018