



BYLAWS OF THE WEST CENTRAL WISCONSIN DEVELOPMENT BOARD, INC.

Approved 10/21/2016

Amended 10/13/2016

Accepted 10/21/2016

ARTICLE 1 - NAME & PUPOSE OF ORGANIZATION

Section 1.1 **Name:** This organization shall be known as the West Central Wisconsin Workforce Development Board, Inc.

Section 1.2 **Principle Office:** The location of the principle office of the organization shall be: 401 Technology Drive East, Suite 400, Menomonie, WI 54751.

Section 1.3 **Purpose:** The purposes for which this organization is formed are:

(A) The corporation is organized exclusively for charitable, educational, scientific, or religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Primarily, this corporation will provide workforce development planning, policy guidance, and oversight of workforce development programs in the West Central Wisconsin Workforce Development Area including Barron, Chippewa, Clark, Dunn, Eau Claire, Pepin, Pierce, Polk, and St. Croix counties of Wisconsin, and will coordinate activities of the public and private sectors so as to use constructively the resources of each in developing and implementing employment and training activities. A further goal is to assist in increasing private sector employment opportunities for the economically disadvantaged.

(B) The activities of the organization shall be further limited to comply with the law and regulations of any and all funding sources.

ARTICLE 2 - REGISTERED AGENT

The corporation's registered agent may be changed from time to time by or under the authority of the Board of Directors. The address of the corporation's registered office may be changed from time to time by or under the authority of the Board of Directors, or by the registered agent. The business office of the corporation's registered agent shall be identical to the registered office. The corporation's registered office may be, but need not be, identical with the corporation's principal office in the state of Wisconsin.

ARTICLE 3 – POWERS

The organization shall have all powers permitted by law, to the extent that said powers do not conflict with either funding source regulations and/or regulations as imposed by Section 501(c)(3) of the United States Internal Revenue Code Of 1954, as it may be amended from time to time.

ARTICLE 4 - BOARD OF DIRECTORS

Section 4.1 **Number:** The Board of Directors shall consist of a minimum of three directors and other such members as required by the federal Workforce Investment Act, its regulations, and shall be maintained in accordance with an agreement between the organization and appropriate units of local governments represented by the Counties Board's Consortium.



Section 4.2 Composition, Qualifications, Nominations and Appointment:

(A) A majority of directors shall be owners of business concerns, chief executives or chief operating officers of non-governmental employers, or other private sector executives who have substantial management or policy responsibility. The remaining directors shall be representatives from organizations as specified by the Public Law 113-128, the Workforce Innovation and Opportunity Act (WIOA) enacted July 22, 2014. Other organizations may be represented as agreed to by the WDB Board and County Board's Consortium or as required by law or regulation. All directors shall work within the West Central Wisconsin Service Delivery Area.

(B) Directors to replace those whose terms have expired shall be appointed by the Local Elected Officials of each of the counties working as a unit consistent with the Workforce Innovation and Opportunity Act (WIOA) enacted July 22, 2014 and regulations.

(C) Vacancies shall be filled for the unexpired term in the same manner that the original appointments were made.

Section 4.3 Term: The terms of the initial Board of Directors shall be for fixed and staggered terms not to exceed three (3) years. Thereafter, terms shall be for three (3) years. Members in good standing may be re-appointed at the option of the County Board's Consortium.

Section 4.4 Compensation: No compensation shall be paid Board members for services rendered to the organization.

Section 4.5 Resignation: A member of the Board of Directors may resign at any time by filing his/her resignation with the Chair of the Board of Directors and the designated Chief Elected Official of the Service Delivery Area thirty (30) days prior to any meeting of the organization.

Section 4.6 Removal: A member of the Board of Directors may be removed for cause at any meeting of the Board by the affirmative vote of two-thirds of the directors.

Section 4.7 Vacancies: When a vacancy occurs on the Board, the vacancy shall be filled to carry out the balance of the term in accordance with the procedures in Article IV, Section 4.2 of these Bylaws.

ARTICLE 5 – FUNCTIONS

The Board of Directors, in accordance with agreements with the Counties Board of Commissioners, shall:

(A) Develop the Workforce Development Comprehensive Plan for the region, establish workforce development policy guidance for the region, provide oversight of the "One-Stop"/Job Center service system, and perform such other functions as required by the federal Public Law 113-128, the Workforce Innovation and Opportunity Act (WIOA) enacted July 22, 2014, its regulations, or agreements with the West Central Wisconsin County Board's Consortium.

(B) Establish the organization's overall goals, priorities, projects, and programs.

(C) Allocate available funds on the basis of the priorities established in the Comprehensive Plan.



(D) Manage the affairs of the organization and assure the organization operates in accordance within the legislative, regulatory, and contractual requirements which govern the organization.

(E) Designate a fiscal agent and assure that proper fiscal and monetary controls and accounting procedures are established and maintained by that agent.

(F) Appoint the necessary standing committees to effectively carry out the purposes of the organization.

(G) Secure the management and administrative resources necessary to carry out required business in an effective and fiscally prudent manner.

(H) Provide for the orientation of directors to their duties and responsibilities.

ARTICLE 6 – OFFICERS

Section 6.1 Number: The Board shall elect from its private sector representatives a chairperson and vice-chairperson. The secretary/treasurer shall be elected from the total membership of the Board of Directors.

Section 6.2 Election and Term: The principle officers shall be elected by the Board at a meeting to be held annually. Terms shall be for one year's duration, but officers shall serve until such time as new elections are held, which at no time shall be later than December 31. A nominating committee appointed by the chair shall identify candidates for chair, vice-chair, and secretary/treasurer each year.

Section 6.3 Removal: Any officer may be removed for cause at any time by a two-thirds majority vote of the directors.

Section 6.4 Vacancies: If any office of the Board becomes vacant, the Board shall elect a successor at the next regular meeting or a special meeting to fulfill the remainder of the term.

Section 6.5 DUTIES AND QUALIFICATIONS OF OFFICERS:

(A) Chairperson - Shall be from among the directors who are representatives of the private sector; shall preside over all meetings of the Board of Directors and the organization; shall be an ex-officio member of all committees of the organization; shall make all appointments to committees and task forces, and shall have the general powers and duties usually associated with the office of Chair, including, but not limited to, powers allowed by law to sign certificates, contracts, and other instruments of the organization which are authorized by the Board.

(B) Vice-Chairperson - Shall be from among the directors who are representatives of the private sector and serve in the chairperson's stead if the chairperson is unable to carry out his or her duties. At such times, the vice-chairperson shall have all the power of the chairperson. The vice-chairperson shall serve as a member of the Executive Committee and shall perform other duties as the chairperson and Board of Directors may direct.

(C) Secretary/Treasurer - Shall oversee the following: the taking, maintaining, preserving, and distributing of minutes and other required records, and the financial affairs and records of the organization.



ARTICLE 7- MEETINGS

Section 7.1 Annual Meeting: An annual meeting of the organization shall be held to present information on financial and programmatic performance of the organization to the full Board of Directors and the general public. Such meetings shall be held at a time and place determined by the Board following the close of the fiscal year but no later than the end of each calendar year, and will comply with Wisconsin Open Meetings Law.

Section 7.2 Regular Meetings: The Board of Directors of the organization shall meet at least quarterly at times and places convenient to the membership and accessible to the general public.

Section 7.3 Special Meetings: Special meetings of the organization may be called at the request of the chairperson or a director of the Board by petition signed by at least one-third of the organization directors and properly filed with the secretary.

Section 7.4 Notices: Notice of each regular and annual meeting shall be provided to members in writing, delivered through the mail, or by electronic means acceptable to the Board member no less than one week prior to the meeting; such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon pre-paid or upon posting through verifiable electronic means. Notice of special meetings shall be given not less than 72 hours prior to the meeting. All meetings shall comply with the requirements of the Wisconsin Open Meeting Law.

Section 7.5 Quorum: A quorum shall be attained with the presence of a simple majority of the business representatives currently seated on the Workforce Development Board being present. Members may participate electronically/telephonically and be considered present for purposes of determining quorum, provided such participation allows for two-way audio communication.

Section 7.6 Voting: At all corporate meetings, each director shall have one vote. No proxy votes shall be permitted. Participation and voting by electronic means shall be allowed, provided such participation allows for two-way audio communication. A simple majority vote of director's present and voting shall prevail in all matters except those matters in Wisconsin Statutes, Chapter 181, and these Bylaws which require other than a majority vote.

Section 7.7 Minutes: The Board shall keep a correct and complete record of all organization proceedings which shall be maintained in accordance with the Wisconsin Open Records Law. The Executive Director, or his designee, shall be the custodian of records.

Section 7.8 Procedure: All meetings of the organization shall be governed by the Bylaws, or standing rules of the organization, or Robert's Rules of Order in all matters not covered therein.

Section 7.7 Local Elected Officials: Local Elected Officials of the West Central Wisconsin County Board's Consortium shall be regarded as non-voting members of the organization and shall be granted speaking privilege at Board meetings at which they are present, but their attendance shall not be counted for purposes of determining a quorum.

Section 7.8

ARTICLE 8 - CONFLICT OF INTEREST

No director, officer, or employee of the organization shall have or acquire any interest, direct or indirect, in any project which the organization is operating or promoting, or in any contract relating to any such project of the organization without making written disclosure to the



organization of the nature and extent of his/her interest. No director who has had such interest shall vote on any matter relating to it. Further, no director, officer, or employee of the organization shall violate the conflict of interest regulations as established by funding sources or as established by or contrary to Wisconsin Statutes Chapter 181 or its successors thereto.

ARTICLE 9 - DEPOSITS, PROPERTY DISSOLUTION

Section 9.1 Loans: No indebtedness for borrowed money shall be contracted on behalf of the organization, and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors of the organization. Such authorization may be general or confined to specific instances. Unless otherwise stated in such authorization, all loans shall be signed by the chairperson (or vice chairperson in the chairperson's absence) and the secretary/treasurer. Furthermore, the County Consortium reserves the right to retain oversight over said loans and/or other debts in order to avoid losses.

Section 9.2 Drafts, etc.: All checks, drafts, or other orders of payment of money, notes, or other evidences of indebtedness issued in the name of the organization, shall be signed by such officer, or officers, or approved staff member or designated agent of the organization in such manner as shall from time to time be determined by or under authority of a resolution of the members of the organization. Bonding or insurance protection shall be provided to those eligible to disburse funds.

Section 9.3 Dissolution: Upon dissolution of the organization for any cause, the properties then in possession of the organization shall be turned over to any such successor organization as the Board shall determine. In no event shall any property of the organization inure to the benefit of any individual member or the benefit of any organization which does not qualify' as a tax-exempt or governmental organization under the pertinent provisions of the Internal Revenue Code. The County Consortium retains the right upon dissolution to revert funds to their respective counties.

ARTICLE 10 – AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors in office at a duly-called meeting, provided the proposed amendment shall have been submitted in writing to all directors at least seven (7) days in advance of such meeting. Additionally, the County Consortium requires dual authority to approve said amendments.

ARTICLE 11 - COMMITTEES

The Board shall establish such standing committees and other committees as it chooses from time to time. Except as herein provided for the Executive Committee, the Board shall set the number of directors to sit on said committees. Reasonable effort shall be made to notify committee members of the time and place of such meetings. Meetings of all committees or subunits of the Board shall comply with Wisconsin Open Meeting Statutes.

ARTICLE 12 - EXECUTIVE COMMITTEE

Section 13.1 Duties and Powers: The Executive Committee shall function for the Board between meetings of the Board. The Executive Committee shall have full authority to act on behalf of the Board and the organization between meetings of the Board.



Section 13.2 Composition: The Executive Committee shall consist of the chairperson, vice-chairperson, secretary/treasurer, and the chairs of each of the standing committees.

Section 13.3 Term: The term of the Executive Committee members shall be for one year. Said term shall commence upon the election of the annual meeting and continue until their successors are elected at the subsequent annual meeting.

Section 13.4 Vacancies: If an Executive Committee position becomes vacant during said term, the Board shall elect a successor at the next regular meeting to fill the position for the remainder of the term.

Section 13.5 Meetings: Meetings of the Executive Committee shall be held at a time, place, and date selected by the members. Special meetings of the Executive Committee shall be called by the Chair as needed. All meetings shall comply with the requirements of the Wisconsin Open Meeting Law.

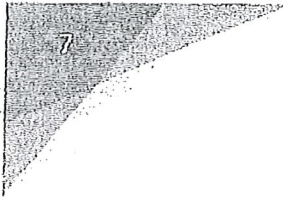
Notice of any special Executive Committee meetings shall be given at least 48 hours prior to said meeting by written notice, delivered through the mail or by electronic means acceptable to the Committee member. Said notice may be waived with the consent of all Executive Committee members.

Written notice of all regular Executive Committee meetings shall be given five (5) days in advance indicating time, place, and agenda, delivered through the mail or by electronic means acceptable to the Board member. Written notice of regular meetings may be waived by written consent of all Executive Committee members.

A simple majority of the filled seats of the Executive Committee shall constitute a quorum at any regular or special meeting of the Executive Committee.

ARTICLE 13. SEAL

The corporation shall not have a corporate seal.



These Bylaws were adopted by the West Central Wisconsin Workforce Development Board, Inc. at a legal meeting held on the 20th of October, 2016.

Alison Page
Chair

ATTEST: I hereby certify that the foregoing amended Bylaws were adopted at a legal meeting of the West Central Wisconsin Workforce Development Board held on the 20th of October, 2016.

Betty Laskowski
Secretary/Treasurer