

**WORKFORCE DEVELOPMENT BOARD
OF WESTERN MISSOURI, INC.**

West Central Region

By-Laws

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ARTICLE I Board Name

1.1 The Board shall be known as the Workforce Development Board of Western Missouri, Inc., incorporated under the general not-for-profit laws of the State of Missouri. The Workforce Development Board of Western Missouri, Inc., is exempted from taxation under the Section 501 (c) (3) Internal Revenue Code.

ARTICLE II Board Designation and Function

2.1 The Board is designated by the Chief Elected Officials to serve as the Grant Recipient and Fiscal Agent to develop, establish, and maintain a streamlined local employment and training One-Stop delivery system in the area that comprises the West Central Region, Workforce Investment Area 4.

2.2 General Duties of the Board:

1. Develop the local workforce investment plan; and conduct oversight of the One-Stop system, youth activities, and employment and training activities under Title I of the Workforce Innovation and Opportunity Act, in partnership with the Chief Elected Official;
2. Using a competitive procurement process, select the One-Stop operator(s) with the agreement of the Chief Elected Official, in accordance with WIOA section 121(d)(2)(A). The board may terminate the eligibility of the One-Stop operator;
3. Identify eligible providers of youth workforce investment activities by awarding grants or contracts on a competitive basis (except as provided in WIOA Section 123 (b)); and may terminate for cause the eligibility of such providers.
4. Consistent with WIOA Section 122, the board shall identify eligible providers of training services in the local area. If the One-Stop Operator does not provide career services described in WIOA Section 134(c)(2) the board shall identify eligible providers of those career services in the local area by awarding contracts.
5. With agreement of the Chief Elected Official and the Governor, the board may act as a provider of career services, in accordance with WIOA sections 107(g)(2) and 134(c)(2);
6. Review and approve training providers to be listed on the Eligible Training Providers List;

7. Develop a budget for the purpose of carrying out the duties of the Workforce Development Board, which is consistent with the local plan and duties as stated in WIOA Section 107 and with approval of the Chief Elected Official;
8. Conduct oversight, in partnership with the Chief Elected Official, of the use and management of funds, including ensuring the appropriate investment of funds to maximize performance outcomes under WIOA Section 116;
9. Negotiate with required partners on the methods for funding the infrastructure costs of One-Stop Career Center(s) in the West Central Region in accordance with Title 20 of the Code of Federal Regulations, section 679.370(k);
9. Negotiate on local performance measures with the Chief Elected Official and the Governor;
10. Coordinate workforce investment activities with economic development strategies and develop employer linkages;
11. Promote private sector involvement in the statewide workforce investment system through effective networking, brokering, and coaching activities through intermediaries to assist employers in meeting hiring needs;
12. Conduct regional planning activities as appropriate; which will include regional labor market analysis;
13. Conduct other duties and obligations as may be required by the State of Missouri, the U.S, Department of Labor, and the Workforce Innovation Opportunity Act associated rules and regulations;
14. Conduct business in an open manner as required by Sunshine provisions.

ARTICLE III Board Authority

3.1 Establishment

The Board is established in accordance with the Workforce Innovation and Opportunity Act and its rules and regulations and any amendments thereto. Hereafter the Workforce Development Board of Western Missouri, Inc., shall be referred to as "Board," and the Workforce Innovation and Opportunity Act as "WIOA."

3.2 *Inurement of Income*

The Board shall not inure to the benefits of, or be distributable to, its members, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered for any part of net earnings of the corporation.

3.3 Legislative or Political Activities

The Workforce Development Board shall not attempt to influence legislation. The Board shall not participate in or intervene in (including the publishing or distribution of statements) for any political campaign or on behalf of any candidate for public office.

3.4 Operational Limitations

Notwithstanding any other provisions of these articles, the Board shall not carry on any other activities not permitted to be carried on [a] by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or [b] by a corporation, contributions, to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

3.5 Dissolution Clause

Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization that shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

ARTICLE IV Board Structure

4.1 Board Composition

1. The Board shall be comprised of at least the minimum number of federally mandated agency partners, as well as the required number of private sector business partners (51%) to maintain a quorum. All private sector members shall be;

- nominated by local business organizations and trade associations
- recommended by their County Chief Elected Official
- appointed by the Chair of the Chief Elected Officials, and
- certified by the Governor of Missouri.

2. An individual may serve as a representative of more than one membership category as long as he/she meets all the criteria for representation in accordance with the Workforce Innovation and Opportunity Act. No matter how many membership categories an individual represents, he/she is only entitled to one vote and may only be counted as a single member of the Workforce Development Board.

3. All shall be selected/nominated and appointed in accordance with governing federal and state laws and related regulations.

4.2 Term of Office

Each Board member's term shall be for two years.

4.3 Reappointment and Vacancies

1. Board members are eligible to be reappointed, but reappointment must be in accordance with WIOA regulations. In the event a vacancy occurs during the term of a board member appointment, officer vacancies shall be filled by appointment by the Chairperson and confirmed by vote of the board.
2. Members who are no longer actively involved in the work of his/her membership category within the West Central Region shall be required to resign from his/her board seat.
3. Officer vacancies shall be filled by appointment by the Chair and confirmed by a vote of the Board.
4. Vacating members may participate in an advisory capacity to provide knowledge and experience to the Workforce Development Board regarding area workforce issues. Members participating as an Advisory member will not be eligible to vote.

4.4 Meeting Attendance Requirements

Any private sector Board member absent from three (3) consecutive Full Board meetings will be terminated from the Board, provided that notice of tentative termination has been given prior to the third meeting. (Terminated board members may be reappointed to the board by the CEO).

ARTICLE V. Board Meetings

5.1 Regular Scheduled Meetings

The Full Board shall meet on a bi-monthly (every other month) basis and on the fourth Wednesday of that month. The months of September, November, January, March, May, and July will be Full Board meeting months. The Executive Committee will hold meetings on the alternate months and report proceedings to the Full Board. Any Board member may attend the Executive Committee meetings. The Chair may call for a Full Board meeting on any alternate month as deemed necessary to conduct official business.

5.2 Special Meetings

Special meetings may be called at any time by the Chair or one-third of the total Board, excluding vacancies. The notice of such meetings shall be provided to each member and the public by the Chair. Depending on time requirements, this notice may be provided by mail or personal contact. Only the business referred to in the notice may be considered at special meetings.

5.3 Allowable Compensation

Board members, with the exception of One-Stop partners and Advisory Board members may be compensated for mileage and conference/training expenses while conducting business on behalf of the Workforce Development Board of Western Missouri, Inc. One-Stop partners will follow their normal channels of expense reimbursement for job-related duties within their funding system.

5.4 *Quorum*

Fifty-one percent (51%) of non-vacant seats on the Board must be present and fifty-one percent of the total membership present must be from private sector seats to constitute a quorum for a Full Board meeting.

5.5 *Voting*

Voting by proxy is not permitted at Full Board meetings or Executive Committee meetings.

Board members representing the One-Stop Operators and/or providers or contractors of career services and/or training services for the Workforce Development Board, and who, by virtue of either their direct employment or Board membership affiliations, are prohibited from any discussions or actions that may promote or discourage funding or non-funding or voting on any matter which would provide direct financial benefit to that member or his/her affiliated organization or that would otherwise affect the distribution of funds among the providers of workforce services. Abstentions shall be reflected in the minutes. If any other member is impacted by a decision in which he or she might receive direct financial benefit, that member is bound by the same conflict of interest provisions as heretofore described in accordance with 2 CFR 200.318. Abstentions shall be reflected in the minutes.

5.6 *Board Minutes*

The Board shall keep for each meeting, written minutes which include a record of votes on all motions. Minutes of the previous meeting shall be distributed to all members before the next meeting, and shall be made available to the public upon request.

5.7 *Annual Meeting*

The July meeting shall be designated as the Annual Board meeting.

ARTICLE VI. Board Officers

The officers of the Board shall consist of a Chair, Vice Chair, Second Vice Chair, Secretary, and Treasurer.

6.1 *Nomination of Officers*

The Board Chair shall be charged with appointing an ad-hoc committee to nominate a slate of officers from the Board membership as necessary. Notification of the slate shall be mailed to the Board at least ten days prior to meeting where an election will be held (i.e. May or to re-fill vacancies). The Board Chair shall present the recommended slate at the general session of the Full Board. After the slate has been presented to the Full Board, additional nominations can be made from the floor.

6.2 Election of Officers

All officers will be elected by a simple majority of those present. Vote will be by ballot and signed by the individual casting the vote.

6.3 Duties of Each Office

The Board shall use the following chain of command in all cases where necessary. The chain of command shall be Chair, Vice Chair, Second Vice Chair, Treasurer, and Secretary. This chain of command will apply to any situation where one or more of the officers are either absent from meetings, vacated their office, or cannot be located when needed.

Chair: The Chair shall preside at all meetings of the members of the Full Board, shall appoint committees to accomplish tasks which are the responsibility of the Board, shall sign legal documents on behalf of the Board, shall prepare the Board meeting agenda in counsel with the Executive Director and shall perform such other duties as may be prescribed by the Board. The Chair shall be selected from among the private sector members of the Board. The Chair shall be bonded for faithful discharge of his/her duties, the sum and surety of which the Board shall determine. The cost of any such bond shall be paid from WIOA funds.

Vice Chair: In the temporary absence of the Chair, the Vice Chair shall have all the powers of and be subject to all restrictions upon the Chair, and shall perform such other duties as may be assigned to him/her by the Chair or by the Board. The Vice Chair will serve as the Chair of the Executive Committee. The Vice Chair shall be selected from among the private sector members of the Board.

Second Vice Chair: In the temporary absence of the Vice Chair, the Second Vice Chair shall have all the powers of and be subject to all restrictions upon the Vice Chair, and shall perform such other duties as may be assigned to him/her by the Chair or by the Board. The Second Vice Chair shall be selected from among the private sector members of the Board.

Treasurer: The Treasurer shall be the person responsible for monitoring and oversight of the fiscal responsibilities of the Workforce Development Board and for assuring that monies are deposited in depositories selected by the Board. The Treasurer shall be an ex-officio member of the Finance/Audit Committee. He/she shall perform such other duties as may be assigned to him/her by the Chair of the Board. The Treasurer shall be bonded for faithful discharge of his/her duties, the sum and surety of which the Board shall determine. The cost of any such bond shall be paid from WIOA funds.

Secretary: The Secretary shall be responsible for the minutes of the meetings of the Board, shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, shall sign such instruments with the Chair or other officers as may be required and shall perform such other duties as may be assigned by the Chairperson of the Board. The Secretary shall also serve as the Parliamentarian.

6.4 Term of Officers

Officers will be elected biennially, and the term of office will be two years. Board members have a limit of one term for any one office. Members may not serve consecutive terms for the same position. An officer's official term will begin the first day of July.

6.5 Removal from Office

Any officer may be removed from office by a two-thirds vote of the Board, excluding vacant seats, whenever in the Board's judgment the best interests of the Board will be served by such action. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

6.6 Officer Vacancies

A vacancy in the office of Chair shall be filled by the Vice Chair for the remainder of the term. Other officer vacancies shall be filled by appointment by the Chair and confirmed by a vote of the Board.

6.7 Multiple Office Holding

No Board member shall hold more than one office at any one time.

ARTICLE VII Executive Committee

7.1 Composition

The Executive Committee shall be composed of the five Board Officers and the Chair of the two other standing committees. The standing committees are Planning/Operations and Finance/Audit.

7.2 The Vice Chair shall serve as Chair of the Executive Committee. In the temporary absence of the Vice Chair the Second Vice Chair will serve as Chair of the Executive Committee meeting.

7.3 Functions and Powers

1. The Executive Committee shall have the authority to act on business for the Board, which must be completed prior to the next regular Board meeting.
2. The Executive Committee will act on personnel issues and will review staff positions and salary recommendations annually. They shall evaluate the administrative performance appraisal process and the interview selection process for professional level staff.
3. The Executive Committee will review attendance of board members and make recommendations for removal of a member as outlined in Article 4, Board Structure; Section 4.4. Meeting Attendance Requirements, of these bylaws.
4. Other business items may be assigned to this committee by the Chair or the Board for their review and recommendations. This committee will report to the Board denoting action taken or committee recommendations.
5. The Executive Committee Chair may cancel the regularly scheduled Executive Committee meeting if it is determined there is insufficient business to be conducted by the Executive Committee.

ARTICLE VIII Committees (Excluding Executive Committee)

Excluding the Executive Committee, there shall be two standing committees and as many Ad Hoc Committees as necessary to conduct the business of the Board. All committee members shall be appointed by the Chair annually and approved by the Board. The Finance and Audit Committee will meet at least quarterly, and all other committees will meet as needed.

All actions of the standing and appointed committees are advisory groups to the board and shall conform to the bylaws of the full board.

8.1 Planning/Operations Committee

1. The Planning/Operations Committee shall assist in designing the planning/oversight process, review and approve the monitoring system developed by the staff, make recommendations to the Board on monitoring criteria and performance measures, review reports on program performance, and review corrective action reports.
2. Review and recommend approval of local policies and procedures.
3. Review and recommend approval for contracts with eligible providers of career services.
4. Champion the Certified Work Ready Communities (CWRD) Initiative – WorkKeys; and Sector Strategies as outlined in the Workforce Innovation and Opportunity Act.
5. The Planning/ Operations Committee shall report meeting results to the Full Board and make appropriate recommendations, as applicable to conduct business.

8.2 Finance/Audit Committee

1. The Finance/Audit Committee shall review the Workforce Development Board's financial management system, budgets, program costs, and the Workforce Development Board's subcontracts to ensure that costs are necessary, reasonable, and within appropriate cost categories.
2. This committee shall review the state of Missouri generated fiscal monitoring and audit reports, and inform the Board of the fiscal or financial status and levels of compliance.
3. This committee shall also have the responsibility of overseeing that a Fiscal Operations Manual is prepared and followed. This manual shall include all financial operational procedures including the audit process.
4. The Finance/Audit Committee shall report meeting results to the Full Board and make appropriate recommendations, as applicable to conduct business.

8.3 Ad Hoc Committees

Committees appointed by the Chair for specific tasks shall be considered dismissed as soon as final action is taken by the Board. The Ad Hoc Committee shall report meeting results to the Full Board and make appropriate recommendations as applicable, to conduct business.

ARTICLE IX Executive Director

The Workforce Development Board of Western Missouri, Inc., shall hire an Executive Director who shall be responsible for the overall operation of Board activities. The Executive Director shall hire and release staff as necessary. The Board Chair and shall be notified prior to the release of staff. The Executive Director shall make a report to the Board and the Executive Committee monthly or as requested.

ARTICLE X Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any statutes applicable to this Board.

ARTICLE XI Amendment of By-Laws

1. The Board by-laws may be amended and new by-laws adopted at any meeting of the Full Board. However, for new by-laws to be adopted, the following must occur prior to voting on adoption:
2. Written notice of the proposed change must be sent to all Board members at least ten (10) days prior to the Full Board meeting when the change will be discussed.
3. The actual voting of the change(s) will occur at the next general meeting following the discussion meeting. A change in the by-laws requires a two-thirds vote of the Board excluding vacancies.