

**WORKFORCE
DEVELOPMENT
BOARD of
SOUTH CENTRAL
WISCONSIN, INC.**

Serving the Counties of

Columbia, Dane, Dodge, Jefferson, Marquette and Sauk

BYLAWS

Revised Effective September 21, 2022

Amended & Reviewed Effective June 1, 2022

Approved Effective September 21, 2022

Workforce Development Board of South Central Wisconsin, Inc.
Revised March 10, 2005
Reviewed March 28, 2016 / Approved May 24, 2016
Reviewed May 17, 2018 / Approved September 27, 2018
Reviewed June 1, 2022 / Approved September 21, 2022

Bylaws of the Workforce Development Board of South Central Wisconsin, Inc.

ARTICLE I: PURPOSE

The purpose of the Workforce Development Board of South Central Wisconsin, Inc. (WDBSCW) shall be to contribute to the development of an integrated, customer-focused workforce development system through planning and providing services, administering programs, and working in close partnership with employers, agencies, units of government, and other workforce development partners. The Workforce Development Board of South Central Wisconsin shall be responsible for executing duties and responsibilities designated through the Workforce Innovation and Opportunity Act (WIOA), and as solicited or assigned through other funding sources in keeping with its purpose.

ARTICLE II: AUTHORITY

Section 1: Establishment

The Workforce Development Board of South Central Wisconsin shall be established in accordance with Public Law 113-128 of the Workforce Innovation and Opportunity Act, and in accordance with future amendments or successor legislation, at such times as they may occur. Hereafter the Workforce Development Board of South Central Wisconsin, Inc. shall be referred as the "Board".

Section 2: Authority

Authority is provided for the Board to perform all functions and do all acts, which the corporation might do or perform under Public Law 113-128, and as solicited or assigned through other funding sources, including but not limited to, contracting for services and awarding grants and contracts. Its decisions shall be final in matters determined "reasonable and proper". The Board has the power to convene or poll itself by majority vote of private sector and public representatives. The Board may enter into contracts or agreements to provide other services that are in keeping with its purpose.

Sections 3: Legislative or Political Activities

The Board shall comply with the Hatch Act (and any amendments thereto) and not have a substantial part of its activities of the corporation carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 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 by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954, or by any future corresponding provision of United States Internal Revenue Code of 1954, or by any future corresponding provision of any United States Internal Revenue law.

Section 5: Dissolution Clause

Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner as allowed by applicable law and in keeping with the purpose of the Board as established in these Bylaws.

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ARTICLES III: BOARD OF DIRECTORS

Section 1: Duties

The management and affairs of this corporation shall be vested in a Board of Directors. All members of the Board shall serve as directors of the corporation. The Board's role shall be to 1) make policy, 2) make funding decisions, 3) direct the chief executive officer to implement policy, 4) monitor implementation and outcome of policy, and 5) actively participate in convening system stakeholders, brokering relationships with employers, and leveraging support for workforce development activities.

ARTICLE IV: MEMBERS

Section 1: General Information

The members of this corporation shall be appointed by the Chief Elected Officials (CEO) pursuant to the provisions of the Chief Elected Official's Charter Agreement, the Workforce Development Board/Chief Elected Officials (WDB/CEO) agreement, and the Workforce Innovation and Opportunity Act and any amendments or successor legislation at such time as they may occur. All members shall serve as directors of the corporation.

Section 2: Number

The number of members shall be as established by the Chief Elected Officials within the CEO Charter Agreement.

Section 3: Vacancies

All vacancies shall be filled by appointment of the Chief Elected Officials as designated in the CEO Charter Agreement and WDB/CEO Agreement.

Section 4: Term

All members shall be appointed for a term of three (3) years. Initial members shall be appointed for one (1), two (2), or three (3) years to establish staggered terms.

Section 5: Meeting Attendance of Directors

A recommendation to the Chief Elected Officials to remove a member may occur if the Board member is absent from three (3) meetings in any Program Year period (July 1 through June 30). Technology (example: phone and/or video conferencing) may be used to support Board member attendance and participation. Accordingly, Board member alternates, designees and proxy votes will not be used.

Section 6: Removal

The Chief Elected Officials in accordance with the CEO Charter Agreement and WDB/CEO Agreement may remove any member at any time.

Section 7: Code of Ethics/Conflict of Interest

Members of the Board shall be subject to all Board policies related to ethics and conflict of interest as specified in the WDB/CEO Agreement or as stated in the Workforce Innovation and Opportunity Act, and as solicited or assigned through other funding sources. All members shall complete a "Disclosure Statement" annually.

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Section 8: Committee Membership

All members of the Board shall be a member of at least one standing committee of the Board.

ARTICLE V: MEETINGS

Section 1: Regular Scheduled Meetings

The full Board shall meet quarterly (spring, summer, fall and winter) in accordance with the wishes of the majority of the Board. Committees will hold meetings as necessary, and shall report proceedings to the full Board. The Chairperson may call a general Board meeting, upon proper notice, as deemed necessary to conduct official business. Special meetings of the Board of Directors may be held at the call of the Chairperson or any nine (9) Directors.

Section 2: Quorum

A quorum necessary to transact business at any regular or special meeting shall consist of at least a majority of the current membership of the Board at the time of the meeting.

Section 3: Notice of Meeting

Regular meetings: An agenda shall be delivered to all members of the Board at least five (5) days prior to each regular meeting. Each agenda will set forth the items of business to be considered in sufficient detail to reasonably apprise the members of the nature of those items or will be accompanied by other written materials to accomplish that purpose. Nothing contained herein will preclude other allowable business from being placed on agendas by appropriate motions. All meetings will be noticed and held in compliance with Wisconsin’s open meeting laws. All meetings of the Board shall be held in accessible locations as defined by the American’s With Disabilities Act.

Section 4: Board Meeting Minutes

The Board shall keep written minutes of all meetings. Minutes will 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.

ARTICLE VI: OFFICERS

Section 1: Officers

The officers of the Board shall consist of the Chairperson, Chairperson-Elect, Past Chairperson, Secretary, and Treasurer. The Chairperson and Chairperson-Elect of the Board shall be selected from among the private sector members of the Board in compliance with the Workforce Innovation and Opportunity Act

[“The Local Board must elect a Chairperson from among the business representatives on the board”].
The Board will attempt to maintain geographic equity in selecting officers.

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Section 2: Nominations

The Executive Committee shall be responsible for developing a slate of officers or designating a nominating committee to develop a slate of officers for presentation to the Fall Board meeting. Notification of the slate of Officers shall be presented to the Board members at least ten (10) days prior to the fall meeting at which the election will occur. After the slate has been presented to the Board, additional nominations may be made from the floor.

Section 3: Election of Officers

The officers shall be nominated and elected at the fall meeting of the full Board. Terms shall be for two years. Terms shall commence on January 1, following the election. The office of Chairperson and Chairperson Elect shall be filled in compliance with the Workforce Innovation and Opportunity Act [The Local Board must elect a Chairperson from among the business representatives on the board"]. All officers will be elected by a majority vote of those present. Vote may be by secret ballot. The election of officers will consist of electing a Chairperson-Elect, Secretary and Treasurer. The office of Chairperson- Elect will automatically ascend to the position of Chairperson at the beginning of the new bi-annual election cycle on January 1.

Section 4: Vacancies

The Chairperson Elect shall fill a vacancy in the office of Chairperson for the remainder of the term. Other officer vacancies shall be filled by appointment by the Chairperson and confirmed by vote of the Board.

Section 5: Duties of Each Office

The Board shall use the following chain of command where necessary. The chain of command shall be Chairperson, Chairperson Elect, Past Chairperson, Treasurer, and Secretary. This chain of command will apply to any situation where one or more of the officers are either absent from meetings, vacate their office, or cannot be located in times of Board needs. The chain of command must comply with the Workforce Innovation and Opportunity Act, i.e. "business sector" representative.

Chairperson: The Chairperson shall be the chief officer of the Board. The Chairperson shall (a) preside at all meetings of the full Board; (b) appoint individual Committee and Standing Committee Chairs (Committee and Standing Committee Chairs must be members of the Board) and committees membership to accomplish tasks which are the responsibility of the Board; (c) sign legal documents on behalf of the Board; (d) prepare meeting agendas in counsel with the chief executive officer; (e) serve as the Chairperson of the Executive Committee; and (f) perform other duties as prescribed by the Board. The Chairperson's power shall include the authority to:

- A. Carry out his/her duties as delegated in this Article, and those policies duly adopted by the corporation, and the Executive Committee;
- B. Appoint special committees to perform tasks deemed necessary during his/her term of office in accordance with these Bylaws;
- C. Authorize reasonable and proper expenses for the purpose of specific corporation duties;
- D. Call any committee into session at any time;
- E. Engage legal counsel in accordance with these Bylaws; and
- F. Require regular or special reports from any committee or the Chief Executive Officer.

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Chairperson-Elect: In the temporary absence of the Chairperson person, the Chairperson Elect shall have all the powers of and be subject to all the restrictions upon the Chairperson and shall perform other duties as assigned by the Chairperson of the Board.

Past Chairperson: The Past Chairperson will provide advice and counsel to the officers on the Executive Committee.

Treasurer: The Treasurer shall be responsible for monitoring and oversight of the Board’s fiscal responsibilities. The Treasurer shall perform other duties as assigned by the Chairperson. If determined by the Board as necessary, 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 corporate funds.

Secretary: The Secretary shall be responsible for the minutes of meetings of the Board and Executive Committee and shall sign meeting minutes upon approval by the Board or Executive Committee. The Secretary shall perform other duties as assigned by the Chairperson or by the Board.

Section 6: Terms of Office

Terms of office shall be for two years.

Section 7: Multiple Offices

Board members may not hold multiple offices, except that the Board Chairperson is also the Chairperson of the Executive Committee.

ARTICLE VII: COMMITTEES

Section 1: Committees

A. Executive Committee

The Executive Committee shall be comprised of the Board Officers and Chairpersons of the Committees and Standing Committees. A majority of the membership of the Executive Committee shall be from among the private sector. The Board will attempt to maintain geographic equity in designating the Executive Committee membership.

The Executive Committee shall 1.) coordinate and oversee the work of the Board and its committees to ensure the Board is effective in developing and attaining broad strategic objectives, 2.) develop and coordinate Board development activities 3.) monitor the activities of the Board including attendance and participation, 4.) conduct business between full Board meetings provided the business is time sensitive and the nature and dollar value of the business complies with Board policies, 5.) establish and conduct or coordinate processes related to selecting and hiring the chief executive officer of the corporation, 6.) review and evaluate the performance of the chief executive officer and set the compensation or any adjustment(s) to the compensation. The review of the chief executive officer’s performance and any adjustment(s) to compensation shall be completed no later than June 30 of each year, 7.) oversee the financial management system of the corporation including review of financial reports; review and recommend annual budgets to the full Board; adopt and oversee all administrative systems of the Board including those related to organizational structure, audits, personnel

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policies, administrative systems, and other internal operations of the Board.

Business conducted by the Executive Committee as adheres to these Bylaws and Board policies shall be binding on the Board. All other actions of this committee shall be subject to affirmation or rejection by the full Board at their next meeting.

B. Audit Committee

Audit Committee members shall be appointed by the Chairperson of the Board. The Board Chairperson shall appoint the Chairperson of the Audit Committee. There shall be a minimum of three members and they shall meet a minimum of two times each fiscal year.

The audit committee shall 1.) be responsible for procuring the annual agency-wide audit as required by funding sources. 2.) be represented at the initial or entrance meeting with the selected audit firm at the commencement of the agency-wide audit. 3.) be informed if any material problems are discovered during the audit. 4.) be presented with the draft audit report for review and comment. 5.) be represented at the audit exit conference. 6.) be responsible for providing the Executive Committee and full Board a summary of the annual audit report. 7.) be responsible to ensure that any required follow-up to the audit report is completed. 8.) assist Board staff with continuous improvement of the audit process.

Section 2: Standing Committees

A. Planning and Development Committee

Planning and Development Committee members shall be appointed by the Chairperson of the Board. Planning and Development Committee members shall include members of the Workforce Development Board (WDB) but may also include non- Board members in accordance with the Workforce Innovation and Opportunity Act. The Board Chairperson shall appoint the Chairperson of the Planning and Development Committee from the membership of the Workforce Development Board.

The Planning and Development Committee shall 1.) plan, develop, and oversee all program service related activities including those related to program design, program objectives, performance and monitoring, program policies, quality and efficiency, customer satisfaction, and procurement of services including allocation. The Committee is responsible for development of framework designs for the workforce system. This includes development, modification and oversight of One-Stop Operator Agreements, Contracts for One Stop Delivery services and training and Memorandums of Understanding; 2.) review the activities of other workforce-related partners, programs and initiatives including the role of One-Stop Operators; and 3.) plan, develop, and oversee strategies to support an integrated, customer- focused workforce development system, and be responsible for Board performance standards and continuous improvement practices for the workforce system; 4.) Review the effectiveness and viability of the WDB's regional Job Center/One-Stop system.

Procurement of adult and dislocated worker services, including allocation of funding resources, shall be the responsibility of the Workforce Development Board.

B. Youth Committee

Youth Committee members shall be appointed by the Chairperson of the Board. Members of the Youth Committee shall include members of the Workforce Development Board (WDB) but may also include non-

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WDB members in accordance with the Workforce Innovation and Opportunity Act. The Board Chairperson shall appoint the Chairperson of the Youth Committee from the membership of the Workforce Development Board.

The Youth Committee shall comply with the Workforce Innovation and Opportunity Act. The Youth Committee shall a.) Coordinate youth activities in the local area; b.) develop portions of the local plan related to eligible youth; c.) recommend eligible youth service providers in accordance with the Workforce Innovation and Opportunity Act, subject to the approval of the WDB; d.) conduct oversight with respect to eligible local providers of youth services; e.) carry out other duties as authorized by the WDB.

Procurement of youth services, including allocation of funding resources, shall be the responsibility of the Workforce Development Board.

Section 3: Ad Hoc Committees

The Chairperson will create and appoint members to Ad Hoc Committees as necessary to accomplish specific purposes. The Chairperson of the Board will appoint Chairpersons of Ad Hoc Committees from the Workforce Development Board membership. Ad Hoc Committees will be appointed on a temporary, time-limited basis. Upon completion of assigned tasks, Ad Hoc committees shall dissolve.

ARTICLE VIII: CHIEF EXECUTIVE OFFICER

Section 1: Selection and Removal

The chief executive officer of the corporation will be selected by the Executive Committee through pre-established selection processes as agreed upon by the committee. Selection shall be subject to approval of the full Board. The Board shall employ the chief executive officer. The chief executive officer may be removed from his or her position by a two-thirds majority of the Board. The Executive Committee shall be responsible for, at a minimum, an annual performance evaluation of the chief executive officer. The Executive Committee shall complete the review of the chief executive officer's performance and set any compensation changes no later than June 30 of each year.

Section 2: Duties and Responsibilities and Authority

The chief executive officer shall be responsible for all operations of the corporation subject to approved policies, these Bylaws, and applicable laws and regulations. The chief executive officer shall be responsible for the overall performance of the corporation including attainment of federal and state mandated outcomes,

Board developed goals, and expectations specified in the related job description.

Duties of the chief executive officer shall include but not be limited to the following:

- A. Receive all funds due the corporation and maintain bank accounts; Establish banking facilities; receive and disburse funds, and prepare and issue checks;
- B. Prepare annual budgets for the corporation for consideration by the Executive Committee;

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- C. Keep complete records of all moneys owed to the corporation and of expenditures incurred by the corporation and take all appropriate measures to assure the prompt collection of, payment of, and accounting for, corporation funds;
- D. Direct all operations of the corporation including those related to policy implementation, employment of staff and personnel management, fiscal operations, administrative systems; and incur expenses as the Board in its budget shall authorize;
- E. Enter into contracts and leases, apply for and receive outside funds;
- F. Assist the Board with Board related activities and carry out all Board directives;
- G. Maintain all records and files of the corporation and furnish financial and activity reports as directed;
- H. Establish, implement, and enforce policies and procedures relative to operations of the corporation;
- I. Ensure WDB Board Membership compliance. This includes: notifying the Executive Committee and CEOs of Board membership vacancies, facilitating the solicitation, recommendation, nomination, appointment, and orientation process for new members.
- J. Give bond in accordance with the WDB/CEO Agreement and keep in force all required insurance,
- K. Perform duties as delegated by the Chairperson and the Executive Committee in accordance with the intent of these Bylaws;
- L. Act as the corporation's complaint officer.

ARTICLE IX: PARLIAMENTARY PROCEDURES

The rules contained in the current edition of **Robert's Rules of Orders** shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any statutes or regulations applicable to this Board.

ARTICLE X: INDEMNIFICATION

The corporation shall purchase and maintain such liability, fidelity and bond insurance on behalf of the corporation's Officers, Directors, staff and Chief Elected Officials for all matters arising under the Workforce Innovation and Opportunity Act, and all other grants and funds obligated under the WDBSCW, as allowable costs. The Board may be provided such other or further indemnity as it deems appropriate.

ARTICLE XI: AMENDMENT OF BYLAWS

The Board bylaws may be amended and new bylaws adopted at any meeting of the Board. However, for subsequent bylaws, or amendments thereof, to be adopted, the following must occur prior to voting on adoption. Written notice of the proposed change must be sent to all Board members at least ten (10) days prior to the general Board meeting when the change will be discussed. The voting of changes will be taken at the next general meeting following the discussion meeting. A change of the bylaws requires a two-thirds (2/3) vote of the Board.

ARTICLE XII: SEAL

This corporation shall have no seal.

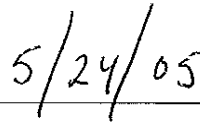
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End.

Signatures

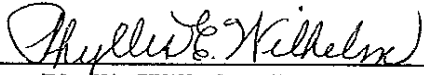
The foregoing bylaws were adopted by unanimous affirmative vote of 23 members of this corporation on this 10th day of March, 2005.



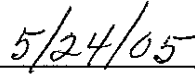
Steve Lewis, Chairperson



Date



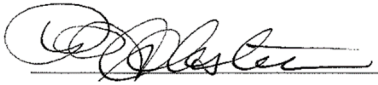
Phyllis Wilhelm, Secretary



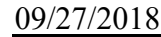
Date

Amendment Signatures

The above amended bylaws amendments adopted by unanimous vote of the 33 members on this corporation on this 27th day of September 2018.



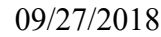
Pam Christenson Chairperson



Date



Laura Cataldo – Chairperson Elect



Date

Attachments: CEO Charter Agreement
WDB/CEO Agreement

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Amendment Signatures

The above amended bylaws amendments adopted by unanimous vote of the 29 members on this corporation on this 21st day of September 2022.

DocuSigned by:
Francis Langer
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Francis Langer, Chairperson

09/21/2022
Date

DocuSigned by:
Todd Kearney
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Todd Kearney – Chairperson Elect

09/21/2022
Date

Attachments: CEO Charter Agreement
WDB/CEO Agreement