

**BY-LAWS OF THE
NORTH CENTRAL WISCONSIN WORKFORCE DEVELOPMENT BOARD, INC.**

ARTICLE I: NAME AND PURPOSE OF CORPORATION

Section 1: Name

This corporation shall be known as NORTH CENTRAL WISCONSIN WORKFORCE DEVELOPMENT BOARD, INC.

Section 2: Principal Office

The location of the principal office of the corporation shall be 2801 Hoover Road, Unit 1A, Stevens Point, Wisconsin 54481.

Section 3: Purpose

The purposes for which this corporation is formed are:

- A. The corporation shall serve as the Workforce Development Board for the counties of Adams, Forest, Langlade, Lincoln, Marathon, Oneida, Portage, Vilas, and Wood.
- B. The corporation's mission is to lead, support, and sustain the development and retention of a skilled, competitive workforce which meets the changing needs of regional employers and promotes economic growth in a global economy. (note: strategic plan)
- C. The corporation is designed to provide strategic and operational oversight in collaboration with the required and additional partners and stakeholders to help develop a comprehensive and high-quality workforce development system in the region. (note: WIOA language)
- D. The corporation shall be organized under Chapter 181 of the Wisconsin Statutes as a non-stock, non-profit, non-member corporation.
- E. The activities of the corporation shall be limited as prescribed in Articles of Incorporation so as to qualify the corporation as exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as it may be amended from time to time, and so as to ensure the requirements thereof are satisfactory.
- F. The activities of the corporation shall be further limited to comply with the laws and regulations of any and all funding sources.

ARTICLE II: REGISTERED AGENT

The corporation shall have and continuously maintain in Wisconsin a registered agent as required by Statute. The registered agent shall be the Executive Director c/o North Central Wisconsin Workforce Development Board, 3118 Post Road, Suite A, Stevens Point, Wisconsin 54481.

ARTICLE III: POWERS

The corporation 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.

The corporate powers, property, funds and affairs of the corporation, except as may be otherwise provided by law, the Articles of Incorporation, or the By-Laws, shall be vested in, exercised and controlled by the Workforce Development Board.

ARTICLE IV: WORKFORCE DEVELOPMENT BOARD

Section 1: Number

The Workforce Development Board ("WDB") shall consist of 23 to 27, with a goal of 25 members, in accordance with an agreement between the corporation and the Chief Elected Officials (hereinafter referred to as the "CEOs"). Members will be chosen by majority vote of those Chief Elected Officials present from the Counties of Adams, Forest, Langlade, Lincoln, Marathon, Oneida, Portage, Vilas, and Wood.

Section 2: Composition, Qualifications, Nomination and Appointment

- A. A majority of Board members shall be business owners, chief executives or operating officers of businesses, or other executives with optimum policymaking or hiring authority.
- B. Business representatives must be nominated by local business organizations and business trade associations. Business representatives should represent businesses, including small businesses, which provide employment opportunities in demand industry sectors and occupations.
- C. Not less than 20 percent of the members shall be representatives of the workforce within the local area. Workforce representatives shall include labor organizations, apprenticeship programs, and community-based organizations with demonstrated experience and expertise in addressing employment needs. Labor representatives must be nominated by labor organizations or other representing organizations of employees.
- D. Education and training representatives must include a representative of WIOA Title II adult education and literacy and a representative of higher education institutions providing workforce investment activities.
- E. Government and economic development representatives must include a representative of economic and community development entities, a representative from the State employment

service under the Wagner-Peyser Act, a representative from the State's Division of Vocational Rehabilitation, and a representative from the State's Division of Unemployment Insurance.

- F. Other members may be selected by the CEOs to represent other community or regional interests.
- G. CEOs shall strive to attain a local board membership that reflects diversity in terms of gender, ethnicity, ability and disability, and geography with the WDA.
- H. All business members of the Board shall continue to reside or be employed in the Workforce Development Area from which appointed and continue to be employed in the capacity for which they were originally appointed during their term of office. The Chairperson or the Director of the corporation shall inform the Chairperson of the CEO Consortium of any change of residency or employment status of any member of the corporation which would affect the statutory composition of the membership.
- I. Vacancies must be filled in the same manner that the original appointments were made. Vacancies in the WDB will be timely reported to the CEOs which shall fill the vacancies in accordance with these Bylaws.

All vacancies which occur will be filled by majority vote of the CEOs present at the meeting when the filling of the position is considered. In the case of a member whose term has expired, this will take place at the annual meeting in June. In the case of a member who resigns during the year, the position will be refilled at the next regularly scheduled CEO meeting.

Section 3: Term

The terms of the initial Workforce Development Board shall be for fixed and staggered terms from one to three years and assigned at random among the initial appointees. Thereafter, terms of the Workforce Development Board shall be for three years. Members may be reappointed to succeed themselves for any number of three-year terms.

There shall be no limit on the number of terms, consecutive or otherwise, for board members appointed in accordance with WIOA Section 107. However, membership beyond two terms (six years) requires re-nomination and approval through the standard process.

Section 4: Compensation

The Board may authorize compensation for services rendered to the corporation, consistent with funding source guidelines and law.

Section 5: Resignation

A member of the Board may resign at any time by notifying, in writing, the Chairperson and the Executive Director.

Section 6: Removal

Any member of the Board may be removed, for causes, by majority vote of all Board members during a regularly scheduled meeting. Cause may, including the following:

- (a) Those causes specified in Section 17.16(2), Wisconsin Statutes.
- (b) For conviction of any federal or state crime constituting a felony.
- (c) For absences per these WDB By-Laws: Unexcused absences from three consecutive scheduled WDB meetings constitute cause for automatic removal.
- (d) For changes in employment status or residence that affect statutory board composition
- (e) If a WDB member shall fail to fulfill, in a timely and proper manner, his/her obligations under the WDB/CEO Agreement, or if the WDB member shall violate any of the covenants or stipulations of the WDB/CEO Agreement, he/she may be removed. Nothing herein shall be construed to permit removal of any WDB member for failure to concur in any proposed agreement with the CEO.

Section 7: Ex-Officio Members

The person in one position shall serve as Ex-Officio Director without need for further action and shall serve until their successor is named. The person shall be the President, of one of the three technical colleges or their designee, not currently appointed to the Board on a rotational basis. Though the Ex-Officio Director shall not have Board voting rights, they shall be participatory in every other manner.

ARTICLE V: FUNCTIONS

Section 1: Responsibilities of Workforce Development Board (WDB)

- A. The primary responsibility of the Board is to provide strategic direction and goals for the corporation.

- 1. The WDB shall be responsible for the following functions:

Perform all duties delineated under the Workforce Innovation and Opportunity Act of 2014, including: develop the local plan; conduct workforce research and regional labor market analysis; convene, broker, and leverage resources; engage employers; develop career pathways; adopt proven and promising practices; embrace technology; conduct program oversight, negotiate local performance accountability measures; select operators and providers; coordinate with education providers; oversee budget and administration; and ensure accessibility for individuals with disabilities. (Note: WIOA delineation)

Employ and monitor all needed staff to accomplish the goals and directives of the Act and other organization initiatives

Appoint standing committees of the WDB and ad hoc groups as necessary to carry out the mission of the organization

The WDB will consider input from the CEOs during its deliberations.

2. The WDB will provide regular reports to the CEOs which outline progress toward completion of goals and objectives of the local Plan and to submit an annual audit report.

Section 2: Responsibilities of CEOs

- A. The Chief Elected Officials shall perform all duties required under the Workforce Innovation and Opportunity Act of 2014 to include: appoint the members of the Board, execute an agreement with the Board for the operation and functions of the Board, and serve as or designate the local grant recipient for WIOA funds allocated to the local area. Additionally, the Chief Elected Officials will provide input to and concurrence with the Board to: develop and submit a comprehensive four-year local plan, review and approve the annual budget, select a one-stop operator, and negotiate local performance accountability measures. (Note: WIA delineation)
- B. The CEOs shall review and consider the recommendation of the WDB when deliberating on the above responsibilities.

ARTICLE VI: OFFICERS

Section 1: Officers

The Board of Directors shall elect, from its membership, the officers of NCWWDB. The officers shall include, Chairperson, Vice-Chairperson, and Secretary/Treasurer. The Chairperson, Vice-Chairperson, and Secretary/Treasurer shall be a business representative.

Section 2: Election and Term

The officers shall be elected by the Board of Directors at the annual meeting or any special meeting called for such purpose and serve one-year terms. Each officer may succeed himself or herself.

Section 3: Vacancies

If any officer position becomes vacant, the WDB shall elect a successor at the next regular meeting, or a special meeting to fulfill the remainder of the term.

Section 4: Removal

Any officer may be removed for cause at any time by majority vote of the WDB.

Section 5: Duties and Qualifications of Officers

- A. Chairperson: Shall be from among the Executive Committee and a representative of business; shall preside over all meetings of the Board and the Executive Committee; shall be an ex-officio

member of all committees of the corporation; shall make all appointments to committees (except Executive Committee) and task forces, and shall have the general powers and duties usually associated with the office of President under Chapter 181 of the Wisconsin Statutes, including, but not limited to, powers allowed by law to sign certificates, contracts and other instruments of the corporation which are authorized by the WDB.

- B. Vice-Chairperson: Shall be from among the Executive Committee and a representative of business; shall serve in the Chairperson's stead if the Chairperson is unable to perform the duties of Chairperson, and shall perform such other duties as the Chairperson and the Board may direct. At such times, the Vice-Chairperson shall have all the powers of the Chairperson.
- C. Secretary/Treasurer: Shall be from among the Executive Committee and a representative of business; shall ensure the integrity and distribution of the minutes of all meetings, a current accounting of the assets and liabilities of the corporation. The books of account shall, at all reasonable times, be open to inspection by any member.
- D. Any document required or permitted by Wisconsin Statutes Chapter 181 to be signed by the President, Vice-President, Secretary or Assistant Secretary, shall be signed by the Chairperson (or Vice-Chairperson in the Chairperson's absence).

ARTICLE VII: COMMITTEES

- A. **EXECUTIVE COMMITTEE** - The Executive Committee shall consist of the Chairperson, Vice-Chairperson, and Secretary/Treasurer, a CEO selected by the CEO consortium, and up to four other members selected from the Board. The majority of Executive Committee members must represent business. The Executive Committee shall appoint Committees, as deemed necessary to effectively carry out the functions and responsibilities of the corporation.

The Executive Committee shall have full authority to act on behalf of the Board of Directors between meetings of the Board on such issues of urgency deemed necessary. Any action taken by the Executive Committee shall be reported to the full Board at the next regularly scheduled meetings. The Executive Committee acts as the Audit/Finance Committee. The Committee:

1. Develops annual budget and reviews revenue/expenses and financial procedures
2. Oversees audit procurement and annual audit process
3. Monitors progress on strategic objectives and work plans
4. Conducts grievance hearings for staff and/or vendors
5. Provides general oversight of WDB staff personnel issues
6. Provides policy direction to and performance evaluation of the Executive Director
7. Recommends Board organizational policies and procedures

- B. **JOINT WDB/CEO COMMITTEE ON CONCURRENCE**-Acts to resolve conflicts between the WDB and CEOs.

In the event of non-concurrence by the WDB and CEOs, a Joint Committee on Concurrence may be invoked by referral of the issue to the Committee. It will consist of two members of the CEOs appointed by the CEO Consortium Chairperson and two members of the WDB appointed

by the Chairperson. It shall be convened upon the joint call of the CEO Consortium Chairperson and the WDB Chairperson. Said Chairpersons shall jointly select one of the appointees to serve as chairperson of the joint committee shall be chosen from a blind drawing of all other CEO and Board members. The Committee shall report its recommendations to the WDB and the CEOs within fifteen (15) days of being convened. The WDB and the CEOs shall act on the report within fifteen (15) days of receipt.

C. OTHER COMMITTEES AND WORKGROUPS - The Board may from time to time establish other committees and/or workgroups to assist in carrying out its duties. The Chair will appoint a Board member as Chair of each committee or workgroup. Committees must and workgroups may include individual(s) who are not Board members as long as the Chair determines the individual(s) has expertise in the topic/task of such body. All members of other committees and workgroups shall be appointed by the Chair in consultation with the Executive Committee.

ARTICLE VIII: MEETINGS

Section 1: Open Meeting Law

The provision of Subchapter IV of Chapter 19. Wisconsin Statutes, regarding open meetings of governmental bodies shall apply to all meetings and proceedings of the WDB, including those of its formally constituted subunits.

Section 2: Annual Meeting

The Annual Meeting of the WDB shall be held each year during the month of June for the purpose of seating new members and for the transaction of the business as may come before the corporation.

Section 3: Regular Meetings

The regular meeting of the WDB shall be held at least quarterly at a time and place designated by the Board.

Section 4: Special Meetings

Special meetings of the WDB may be called at the request of the Chairperson or a member of the board by petition, and signed by at least one-third of the members and properly filed with the Secretary.

Section 5: Notice

Notice of each regular and annual meeting shall be given by written notice delivered no less than 48 hours prior to the meeting.

Section 6: Quorum

A simple majority of the filled seats of the Board of Directors shall constitute a quorum for purposes of any regularly scheduled meeting.

Section 7: Voting

At all Board meetings, each member shall have one vote. No proxy votes shall be permitted. Simple majority of members present shall prevail in all matters except to those matters which, by law or by these by-laws require other than a majority vote. Votes on matters which require concurrence of the WDB and the CEOs shall be recorded in the minutes of the respective bodies.

Section 8: Minutes

The Board shall keep a correct and complete record of all corporation proceedings.

Section 9: Procedure

All meetings of the Board shall be governed by the By-Laws, or standing rules of the corporation or Robert's Rules of Order in all matters not covered therein.

Section 10: Telephonic or Other Electronic Meetings

Meetings held in person are the preferred method of conducting business; however, telephonic or electronic or interactive TV conference call meetings shall be permitted for all meetings, when necessary, provided arrangements are made for members of the public to have all persons attending by telephone or other electronic means with the approval of a majority of those eligible to vote at any such meeting.

Section 11: Chief Elected Officials

At no time shall the WDB and the CEOs vote as a combined unit.

ARTICLE IX: STATUS

This corporation is a non-stock corporation organized under Chapter 181, Wisconsin Statutes, and is not conducted for pecuniary profit. All aspects of the operation of the corporation shall be conducted in accordance with applicable laws, rules and regulations of funding sources, state and federal law and Section 501(c)(3) of the United States Internal Revenue Code of 1954, as it may be amended from time to time, for the tax-exempt organization.

ARTICLE X: CONFLICT OF INTEREST

No member of the Board shall cast a vote on the provision of services by that member (or any organization of which that member is an owner, manager, employee or agent) or vote on any matter which would provide direct financial benefit to that member or any organization of which that member is an owner, manager, employee or agent. Subject to the provisions of the WDB/CEO Agreement, the WDB may enter into any contract or transaction with one or more of its directors, officers or committee members on the condition that:

- A. The affected director(s), officer(s) or committee members do not participate in the negotiation of the contract or transaction and do not participate in the discussion or debate of such contracts or transactions before the WDB.
- B. The material facts as to the relationship of interest as to the contract or transaction are disclosed or are known to the WDB.
- C. The WDB in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors.

Each Board member shall be required to file a conflict of interest disclosure statement on an annual basis.

ARTICLE XI: DEPOSITS, CONTRACTS, PROPERTY DISSOLUTION

Section 1: Loans

No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued on its name unless authorized by or under the authority of a resolution of the Board of the corporation. Such authorization may be general or confined to specific instances. Unless otherwise stated in such authorization, all such loans shall be signed by the Chairperson (or Vice-Chairperson in the Chairperson's absence) and attested to by another member of the corporation.

Section 2: Drafts, etc.

All checks, drafts or other orders of payment of money, notes or other evidences of indebtedness will be issued by the NCWWDB Finance Director with review by Executive Director, WDB Chair and Fiscal Clerk. All drafts are subject to annual audit. Bonding or insurance protection shall be provided to those officers or staff members eligible to authorize the disbursement of funds.

Section 3: Contracts

Any contracts in excess of \$50,000 shall be approved by the chair of the CEO Consortium on behalf of the CEOs and by the Chair of the WDB on behalf of the WDB prior to award.

Section 4: Dissolution

Upon dissolution of the corporation for any cause, the properties then in possession of the corporation shall be turned over to such successor organization as the Board shall determine. In no event shall any property of the corporation inure to the benefit of any individual member or the benefit of any organization which does not qualify as a tax-exempt organization under the pertinent provisions of the Internal Revenue Code as provided by the Charter of the corporation.

ARTICLE XII: INDEMNIFICATION

Section 1: Indemnification

Any former, present, or future director or officer of this corporation or the legal representative of any such director or officer shall be indemnified by this corporation against reasonable cost, expenses (which shall include amounts paid as fines or penalties or in settlement or in satisfaction of judgments) and counsel fees paid or incurred in connection with any claim or any threatened or actual action, suit, or proceeding (civil, criminal, administrative, investigative or other, including appeals, and whether or not relating to a date prior to the adoption of this By-Law) in which he may be involved as a party of otherwise, by reason of his being or having been a director or officer, or by reason of any action taken or not taken by him in such capacity, provided: (1) if said action, suit, or proceeding shall be prosecuted against such director or officer, or against his legal representative to final determination, and it shall not be finally adjudged in such action, suit, or proceeding that he had been derelict in the performance of his duties as such director or officer; or (2) if said claim or said threatened or actual action, suit, or proceeding shall be settled or otherwise terminated (failure to institute shall be deemed termination) as against such director or officer or his legal representative without a final determination on the merits, the corporation shall determine that said director or officer had not in any substantial manner been derelict in the performance of his duties as charged in such claim, action, suit, or proceeding, such determination to be made as hereinafter provided.

Any former, present, or future employee of the corporation who is not a director or officer thereof, or the legal representative of any such employee, may be indemnified by the corporation at the discretion of the Board of Directors of the corporation against reasonable costs, expenses, and counsel fees of the character referred to in the preceding paragraph of this section and upon terms and conditions as from time to time shall be established by the Board of Directors.

All determinations required or permitted by this By-Law, except those to be made pursuant to statutory provisions, shall be made by a majority of a quorum of the Board of Directors comprised of those directors who are not parties to such claim, action, suit, or proceeding, or if no such quorum exists, or if such quorum exists and it so resolves, by legal counsel regularly retained by the corporation (who may or may not be a director of the corporation) selected by the WDB or, if such counsel fails or refuses to do so, by a group of three (3) or more disinterested person, selected by the WDB to whom the questions shall be referred by the WDB.

The termination of any action, suit, or proceeding by a plea of nolo contendere or other like plea shall not constitute a final determination on the merits nor shall a judgment of conviction in any criminal action, suit, or proceeding constitute a determination that the person so convicted had been derelict in the performance of his duties if in either case it is determined that the person so convicted acted in good faith for a purpose which he reasonably believed to be in the best interest of the corporation and that he had no reasonable cause to believe that his conduct was unlawful.

Subject to the limitations hereinabove imposed, it is intended by this By-Law to grant indemnity to the full extent possible under the law.

Advances may be made by the corporation against costs, expenses, fess, and amounts paid in settlement or in satisfaction of judgments or as fines or penalties as, and upon the terms determined by a majority of a quorum of the WDB comprised of those directors who are not parties in such claim, action, suit, or proceeding, or if no such quorum exists, or if such quorum exists and it so resolves, by legal counsel regularly retained by the corporation (who may or may not be a director of the

corporation), or if such counsel fails or refuses to do so, by independent legal counsel (who may or may not be a director of the corporation) selected by the WDB or, if such counsel fails or refuses to do so, by a group of three (3) or more disinterested persons, selected by the WDB, to whom the questions shall be referred by the WDB.

Section 2: Indemnification not Exclusive

The right of indemnification provided by this By-Law shall not be exclusive of any other rights to which any director, officer, or employee may be entitled as a matter of law or which may be lawfully granted to him. The indemnification so granted by the corporation shall be in addition to and not in restriction or limitation of any other privilege or power, which the corporation may lawfully exercise with respect to the indemnification or reimbursement of directors, officers, or employees.

Section 3: Insurance

The corporation will purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this By-Law.

Section 4: Contract

The provisions of this By-Law shall be deemed to be a contract between the corporation and each director or officer who serves in such capacity at any time which such By-Law is in effect.

ARTICLE XIII: FISCAL YEAR

The corporation's fiscal year shall be July 1st to June 30th.

ARTICLE XIV: AMENDMENTS

These By-Laws may be amended by the affirmative vote of a majority of the Board in office at a duly called meeting, provided the proposed amendment shall have been submitted in writing to all members at least ten (10) days in advance of such meeting.