

**BY-LAWS
OF
SOUTHWEST WISCONSIN WORKFORCE DEVELOPMENT BOARD, INC.**

ARTICLE I: Name of the Organization.

The name of the corporation shall be Southwest Wisconsin Workforce Development Board, Inc.

ARTICLE II: Term of the Organization.

The period of existence shall be perpetual.

ARTICLE III: Purpose of the Organization.

Section 1. Geographic Area

The areas to be served by the Southwest Wisconsin Workforce Development Board (SWWDB) for purposes of the Workforce Investment Act and the Workforce Innovation and Opportunity Act (WIOA) are the Wisconsin counties of Grant, Green, Iowa, Lafayette, Richland and Rock, which have been designated as a Workforce Development Area (WDA 11) pursuant to the provisions of Section 117 of the Workforce Investment Act (WIA) and Section 106 of WIOA. The board may serve additional counties in Wisconsin as subsequently re-designated by the Governor of the State of Wisconsin.

Section 2. Purpose.

A. The Southwest Wisconsin Workforce Development Board (SWWDB) is organized for the following purposes:.

- 1) Providing public policy guidance for, and strategic and operational oversight of, WIA and WIOA activities delivered within the Workforce Development Area (WDA #11), financed in whole or in part with funds from the U.S. Department of Labor, in partnership with the elected officials of the local workforce development area, and to exercise all other responsibilities authorized by the Workforce Investment Act (Public Law 105-220), Workforce Innovation and Opportunity Act 29 (Public Law 113-128) and other applicable state and federal laws and regulations.
- 2) Fostering successful partnerships among local elected officials, businesses, educators, organizations and individuals and providing workforce development leadership that advances economic growth by building a workforce able to meet and exceed industry demands.
- 3) Continuously improving and strengthening the talent delivery system through stakeholder collaboration, innovation, and resource alignment of employment, economic development, and training and education programs to promote local economic health.
- 4) Integrating, coordinating and monitoring the implementation and use of funds granted under the provisions of the Workforce Investment Act (WIA) of 1998 (Public Law 105-220) and the Workforce Innovation and Opportunity Action (WIOA) of 2014 (Public Law 113-128).
- 5) SWWDB may also engage in any lawful activities within the purposes for which corporations may be organized under the Wisconsin Non-Stock Corporation Law.

B. Limitations

- 1) This Corporation is a private non-profit public benefit corporation operating in the state of Wisconsin and is not organized for the private gain of any person.
- 2) No part of the activities of SWWDB shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and SWWDB shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- 3) No part of the earnings or funds of SWWDB shall be used to the benefit of or be distributable to its members, director, officers, or other private persons except that SWWDB shall be authorized and empowered to pay reasonable compensation for services rendered.
- 4) Upon dissolution of SWWDB, the Board of Directors shall, after paying and making provisions for the granting of funds assigned to SWWDB, return said funds and any other assets to the federal or state funding agency from whence such funds came.
- 5) SWWDB shall not provide training services as described in WIOA Sec. 107 (g).

Section 3. Powers.

SWWDB 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 IV: Board of Directors.

Section 1. Members.

The Board of Directors of SWWDB shall be appointed by the Southwest Wisconsin Counties Consortium, comprised of the local elected officials (LEOs) of the Southwest Wisconsin Workforce Development Area. Membership of the Board of Directors of SWWDB shall be selected in accordance with criteria established under the Workforce Innovation and Opportunity Act, Sections 107(a) and 107(b). The Board of Directors shall be comprised of not less than twenty-five (25) voting members, and may include additional members as determined and authorized by the Southwest Wisconsin Counties Consortium.

Board Composition: The SWWDB is composed to comply with WIOA and the Wisconsin Department of Workforce Development (DWD) requirements. Alternate members shall not be appointed or designated. SWWDB members may be appointed as a representative of more than one entity if the individual meets all the criteria for representation for each entity represented.

A. Workforce Board Nomination / Appointment Process.

1. The SWCC shall make all appointments to the WDB based on nominations received in accordance with the Act.
2. All appointments to the WDB shall be for three (3) years or when filling a vacancy, for the remaining time of the unexpired term. Board terms shall be staggered to ensure that no more than 1/3 of the membership expire in a given year.
3. As allowed under the Act, additional members may be appointed to the WDB as the LEOs deem appropriate.
4. The board shall notify the SWCC of a board vacancy and its intent to recruit nominations from the appropriate entity(s) as required in the Act.
5. Nomination forms and applications will be brought to the next meeting of the SWCC for review and action.

6. All WDB appointments shall require the approval, by the recorded vote, of a majority of the SWCC members present at the meeting when the appointment occurs.
7. The board shall inform the nominees of the results and, as appropriate, schedule a board member orientation.

B. Business Majority.

A majority of the members, at least fifty-one percent (51%), must be representatives of businesses in the local area, who:

- 1) Are business owners, chief executive officers, chief operating officers, or other individuals with optimum policymaking or hiring authority;
- 2) Represent businesses, including small business, or organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in demand industry sectors or occupations in the local area; and
- 3) Are appointed from among individuals nominated by local business organizations and business trade organizations.

C. Workforce.

Not less than 20 percent of the members of the local board shall be representatives of the workforce (Labor, Community Based Organization and Youth Serving Organizations) within the local area:

- 1) Shall include representatives of labor organizations (for a local area in which employees are represented by labor organizations), who have been nominated by local labor federations, or (for a local area in which no employees are represented by such organizations) other representatives of employees;
- 2) Shall include a representative, who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists;
- 3) May include representatives of community based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and
- 4) May include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.

D. Education and Training.

Each local board shall include representatives of entities administering education and training activities in the local area:

- 1) Shall include a representative of eligible providers administering adult education and literacy activities under title II;
- 2) Shall include a representative of institutions of higher education providing workforce investment activities (including community colleges);

- 3) May include representatives of local educational agencies, and of community based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment;

E. Government and Economic Development.

- 1) A representative of economic and community development entities serving the local area.
- 2) An appropriate representative from the State employment service office under the Wagner-Peyser Act (WIOA Title III) serving the local area.
- 3) An appropriate representative of Vocational Rehabilitation (WIOA Title IV) serving the local area.
- 4) An appropriate representative of Unemployment Insurance.
- 5) (OPTIONAL) There may be government and economic development representatives from agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance, and/or a representative of philanthropic organizations serving the local area.

F. Other Members.

- 1) The Chief Local Elected Official (CLEO), as elected by the Southwest Wisconsin Counties Consortium (SWCC), shall serve on the SWWDB.
- 2) The SWCC may appoint individuals to the Local Board at his or her discretion, such as local agencies or entities administering transportation, housing and public assistance, and philanthropic organizations.

Section 2. Term of Office.

The terms of the Board of Directors shall be fixed for three years and staggered in accordance with WIOA.

Section 3. Functions of the Board of Directors

The duties of the Board of Directors shall include:

A. Sunshine Provision [WIOA 107 (e)]

SWWDB shall make available to the public, on a regular basis through electronic means and open meetings, information regarding the activities of the local board, including information regarding the local plan prior to submission of the plan, and regarding membership, the designation and certification of one-stop operators, and the awards of grants or contract to eligible providers of youth workforce investment activities, and on request, minutes of formal meetings of the local board.

B. Fiscal and Administrative Activities

- 1) Establish and maintain a private not-for profit 501(c) 3 corporation to serve as the local fiscal agent and administrative entity for the Southwest Wisconsin Workforce Development Area.
- 2) Conduct an annual agency-wide unqualified audit, per the requirements of the State of Wisconsin's Department of Workforce Development, and shall provide each local elected official with a complete copy of the audit, including a management letter. A copy of any audit response by the SWWDB shall also be provided to the Local Elected Officials.

- 3) Prepare, and have approved by the SWCC, a budget for the purpose of carrying out the duties of the SWWDB for the operation and oversight of workforce development programs and services allowable under the WIOA.
- 4) Receive and disburse grant funds, in accordance with applicable rules and regulations, for workforce development activities as approved by fully executed contracts or other authorizing agreements
- 5) Hire the Chief Executive Officer and employ qualified staff needed for the planning and administration of allowable programs and services, and the disbursement of grant funds [WIOA Sec 107 (f)].
- 6) May solicit and accept grants and donations from sources other than the Federal funds made available under this act.
- 7) Establish and maintain by-laws and operating policies to ensure the efficient administration and management of workforce development activities and grant funds. In the event by-laws are in conflict with this agreement, this agreement shall prevail.

C. Workforce Research and Regional Labor Market Analysis:

Assist in the development and implementation of the local plan, the SWWDB shall analyze local economic conditions, assist the Governor in developing the workforce and labor market information system including knowledge and skills needed for the region, region's workforce, and conduct other research and activities related to workforce needs.

D. Convening, Brokering, Leveraging:

Engage local workforce stakeholders to assist in the development of the local plan and in identifying non-Federal expertise and resources to leverage support workforce development activities.

E. Employer Engagement:

Lead efforts to engage with a diverse range of employers and with entities involved to promote business representation, to develop linkages with employers to increase utilization of the workforce development system, to ensure activities meet the needs of employers and support economic growth, and to develop and implement proven strategies for meeting the employment and skill needs of workers and employers.

F. Career Pathway Development:

With representatives of secondary and post-secondary education programs, lead efforts in the local area to develop and implement career pathways.

G. Proven and Promising Practices:

Lead efforts to identify and promote proven and promising strategies and initiatives for meeting workforce customer needs including ensuring universal access to One-Stop and workforce programs, activities and resources.

H. Technology:

Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers and job-seekers.

I. Selection of Operators and Providers

- 1) Identify eligible providers of youth workforce activities in the local area by awarding grants or contract on a competitive bases (except as provided in section 123(b). The eligibility of such providers may be terminated for cause.
- 2) If the one-stop operator does not provide career services, SWWDB shall identify eligible providers of career services in the local area as described in the WIOA.
- 3) Identify eligible providers of training services in the local area.
- 4) Work with the State to ensure there are sufficient numbers and types of providers of career and training services in a manner that maximizes consumer choices in addition to providing opportunities that lead to competitive integrated employment for individuals with disabilities.

J. Coordination with Education Providers:

Coordinate activities with education and training providers in the local area, including providers of workforce investment activities, providers of adult education and literacy under title II, providers of career and technical education and local agencies administering plans under title I of the Rehabilitation Act of 1973. This coordination includes:

- 1) Reviewing adult education and literacy activities under title II for the local area as required by the WIOA to determine whether such applications are consistent with the local plan and making recommendations to the eligible agency to promote alignment with the local plan.
- 2) Replicating and implementing cooperative agreements (in accordance with subparagraph (B) of section 101(a) of the Rehabilitation Act of 1973) with local agencies to promote and enhance the provision of services to individuals with disabilities and other individual such as cross-training of staff, technical assistance, use and sharing of information, cooperative efforts with employers, and other efforts to improve cooperation, collaboration and coordination.

K. Accessibility for Individuals with Disabilities

Assess the physical and programmatic accessibility, in accordance of section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 of all one-stop centers in the local area.

The duties/functions shared between the SWWDB and the SWCC include:

- L. 1) Insurance: The SWWDB shall obtain and maintain all required insurances. Policies shall include: comprehensive general liability (including personal injury and civil rights coverage), directors and officers, audit exception insurance, automobile, worker's compensation, and errors and omissions, for past and future liabilities, in such amounts as may be necessary to protect the members of the SWWDB, the SWCC their respective counties, which shall be names as insureds under these policies. The SWWDB shall also obtain fidelity bond protection for the SWWDB as an entity against the loss of money or property caused by the dishonesty on the part SWWDB members, staff, sub-contractors or program participants.
- 2) Liability: As indicated above, the SWWDB will maintain both general liability and errors and omissions coverage for past and future liabilities to protect the member of the SWCC and their respective counties. In the case of any misuse of grant funds allocated to the local area beyond the parameters listed above, the SWCC agrees to assume liability as follows (29 USC 3122(d)(B)(i)(I) and (II): liability will be determined based upon the particular facts of the situation as to the responsibility of individual SWCC members for the particular members. If more than one SWCC member is involved, then the respective counties will attempt to reach an agreement as to relative liabilities based upon the fact of the situation. If counties are unable to reach agreement, then DWD shall make the determination.

- 3) Local Plan
 - a. The SWWDB, in partnership with the SWCC, shall develop and submit and submit a local plan to the Governor that meets the requirements in section 108. If the local area is a part of a region that includes other local area, the SWWDB and the SWCC shall collaborate with other local boards and chief elected officials in the preparation and submission of regional plan as described in section 106(c) (2).
 - b. Upon approval of the local Workforce Development Plan, the SWWDB shall be responsible for the implementation of the local Workforce Development Plan.
 - c. The SWWDB, under SWCC oversight, shall assure that equitable services are provided throughout the Southwest Wisconsin Workforce Development Area.
 - d. The SWWDB shall provide ongoing oversight, including review, monitoring, evaluation, and contract management of the programs conducted under the local Workforce Development Plan.
 - e. The SWCC reserves the right to oversee the general progress and conduct of the local Workforce Development Plan. The SWWDB shall have full and final authority with respect to actions regarding SWWB staff and the development, execution, termination or modification of individual sub-contracts or sub-grants consistent deemed necessary to support the implementation of the local Workforce Development Plan.
 - f. 6. Consistent with federal and state laws, use of funds under the WIOA or any other funds received or administered by the SWWDB shall not result in the displacement of currently employed workers or impair existing contracts for services. Funds shall not be used to support or not support collective bargaining.
- 4) Negotiation of Local Performance Measures: The SWWDB, the SWCC and the Governor shall negotiate and reach agreement on local performance accountability measures as described in section 116(c).
- 5) Records: The SWCC and the SWWDB shall conduct business openly and in accordance with the Wisconsin Open Meetings Laws:
 - a. All actions must be authorized by a majority pf the members present in compliance with the by-laws of each entity.
 - b. When it is necessary to hold a Closed Session meeting, SWCC members shall not be excluded from SWWDB meetings. SWWDB members will not be allowed to participate in SWCC Closed Sessions, although they may participate at the invitation of SWCC.
 - c. 3. The SWWDB Chief Executive Officer shall be the custodian of the public records of the SWCC and SWWDB, including meeting agendas and minutes, contracts, fiscal and management documentation:
 - d. The public shall be notified of all SWCC and SWWDB meetings.
 - e. Agendas and meeting minutes, except for closed sessions, shall be maintained on the corporate website, www.swwdb.org.
- 6) Program Oversight: The SWWDB, in partnership with the SWCC, shall:
 - a. Conduct oversight for local youth workforce development activities, local employment and training activities for adults, the one-stop delivery system in the local area; and consult with

the State as it established objective criteria and procedures to evaluate the operation of the one-stop center(s).

- b. Consult with the One-Stop Operator and partners regarding the funding of the One-Stop infrastructure.
- c. Ensure the appropriate use and management of funds provided through the WIOA for workforce development activities;
- d. Ensure the appropriate use, management, and investment of funds to maximize performance outcomes under section 116.
- e. Consistent with Section 121(d), shall competitively designate or certify one-stop operators and may terminate for cause the eligibility of such operators.

Section 4. Reappointment

A director may be reappointed by the Southwest Wisconsin Counties Consortium (SWCC), in accordance with the Section 106 of WIA, at the expiration of their term of office. There shall be no limit to the number of terms that a member may serve.

Section 5. Resignation

A member of the Board of Directors may resign at any time by filing his/her resignation with SWWDB's registered agent. The registered agent will notify the Chief Local Elected Official (CLEO) in writing of the resignation and an appointment to fill the remainder of the member's term will be made at the next scheduled meeting of the SWCC or a special meeting called by such purpose. All vacancies shall be filled in the same manner as they were appointed.

Section 6. Removal From Office

The SWCC, as the appointing entity, has sole authority for the suspension or removal of any member of the Board of Directors for cause prior to expiration of their term. Board members of the SWWDB, by an affirmative vote of two-thirds of all of the board members, may recommend the removal of a director to the SWCC. The SWCC shall conduct a hearing to determine the facts before acting on the removal of any board member.

Section 7. Meeting Attendance.

Attendance at meetings is important in order to conduct Board business. If a member of the Board of Directors misses two meetings in a row with unexcused absences, they are notified in writing by Corporation's agent, with a copy to the CLEO and the LEO representing their county, of his/her attendance requirement and placed on probation. If a member misses three meetings in a row with unexcused absences, they will be dropped from membership by action of the SWWC.

Section 8. Compensation

The Board of Directors will not normally receive compensation for their service. However, under unusual and extended circumstances the Board of Directors may authorize compensation for services rendered to SWWDB, consistent with funding source guidelines and laws. Board members are eligible to be reimbursed directly by SWWDB for expenses to attend meetings called to conduct business of SWWDB; and conferences, seminars or other educational programs related to the performance of their responsibilities as board members. Reimbursable expenses shall include:

- (a) Mileage: Reimbursed based on actual miles traveled using the current federal IRS rates.
- (b) Meals: Reimbursed based on current State rates. Receipts are required.
- (c) Lodging: Reimbursed based on current State rates. Receipts are required.
- (d) Conference/Seminar Fees: Reimbursed based on the actual cost of the conference registration fee.

ARTICLE V: Officers.

Section 1. Officers.

The Board of Directors shall elect, from its membership, the officers of SWWDB. The officers shall include a Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary, and Treasurer. The Chairperson, First Vice-Chairperson, and Second Vice-Chairperson shall be a private sector representative.

Section 2. Term of Office.

The officers shall be elected by the Board of Directors at the annual meeting or any special meeting called for such purpose, and serve a three (3)-year term. Each officer may succeed himself or herself.

Section 3. Vacancies.

If any officer position becomes vacant, the board members shall elect a successor at the next regular meeting, or a special meeting called for such purpose to fulfill the remainder of the term.

Section 4. Duties of Officers.

- A. Chairperson: Shall preside over all meetings of the Board of Directors and SWWDB; shall act as the liaison with the Local Elected Officials; shall be an ex-officio member of all committees; shall make all appointments to committees and task forces, and shall have the general powers and duties usually associated with the office of President under Chapter 181 Wisconsin Statutes to sign certificates, contracts, and other instruments of SWWDB which are authorized by the Board of Directors. The Chairperson shall have the same rights as other members to discuss any questions before the Board, and shall have the right to relinquish the chair to offer resolutions, to make motions, or to second motions.
- B. First Vice-Chair: Shall serve in the Chairperson's stead if the Chairperson is unable to perform duties as the Chairperson. At such times, the Vice-Chairperson shall have all the powers of the Chairperson and shall perform other duties as the Chairperson and/or the Board of Directors may direct.
- C. Second Vice-Chair: Shall serve in the First Vice-Chairperson's stead if the First Vice-Chairperson is unable to perform other duties as the First Vice-Chairperson. At such times, the Second Vice-Chairperson shall have all the powers of the First Vice-Chairperson and shall perform other duties as the Chairperson and/or Board of Directors may direct.
- D. Secretary: The Secretary shall attend the meetings of the Board and shall ensure that accurate records of all Board proceedings are maintained. The Secretary shall also ensure that the Board's records and vouchers are filed and maintained in a manner convenient for reference. Upon request, the Secretary shall report minutes of the regular and special meetings in accordance with the Wisconsin Statutes and shall perform other duties as the Chairperson and/or Board of Directors may direct.
- E. Treasurer: The Treasurer shall ensure that records are kept of all funds collected and spent, and that a current accounting of the assets and liabilities of SWWDB is maintained. The books of account shall, at a

reasonable time, be open to inspection by any Director. The Treasurer will also serve on the Ad-Hoc Finance Committee. The Treasurer shall be bonded.

F. The Chief Local Elected Official, as elected by the Southwest Wisconsin Counties Consortium, is an officer.

ARTICLE VI: Meetings.

Section 1. Annual Meeting.

The annual meeting of SWWDB shall be held each year during the month of December for the purpose of seating the officers and for the transaction of the business as may come before SWWDB.

Section 2. Regular Meetings.

The regular meetings of SWWDB shall be held at least quarterly at a time and place designated by the Board of Directors.

Section 3. Special Meetings.

Special meetings of SWWDB may be called at the request of the Chairperson.

Section 4. Notice of Meetings.

Written notice of all meetings shall be given to each member of the Board of Directors by electronic mail no less than seven (7) calendar days prior to the meeting, except in emergency situations. The written notice shall indicate the time, place, and agenda for the meeting. The Open Meetings Law mandate shall be followed.

Section 5. Quorum

For annual, regular, and special meetings of the Board of Directors, a quorum is defined as 40% of the members currently serving at the time of the meeting. A simple majority, of more than one-half, shall constitute a quorum at any other standing committee meeting.

Section 6. Voting Authority.

At all SWWDB meetings, each director shall have one vote. No proxy votes shall be permitted. A simple majority vote of directors present at a meeting shall prevail in all matters except any recommendation to remove a member which shall require a two-thirds vote of all members and the approval of WIA Plans and other such documents as required by WIA which shall require a majority of the members.

Section 7. Minutes.

The Board of Directors shall keep minutes that reflect a correct and complete record of all SWWDB proceedings.

Section 8. Rules of Order.

The By-Laws shall govern the procedure for all meetings of SWWDB, or Robert's Rules of Order in all matters not covered therein.

ARTICLE VII: Committees.

Section 1. Establishment of Committees.

The Board of Directors shall establish standing and other committees as it chooses from time to time. Except for the Executive Committee, the Chairperson shall set the number of directors to sit on a particular committee.

Section 2. Authority of Committees.

Committees are advisory to the Board of Directors, recommending action for the consideration of all members. The committees, unless specifically authorized by SWWDB, are not empowered to obligate or otherwise commit SWWDB to the delivery of programs and services, or in any way establish financial or contractual relationship on behalf of SWWDB.

Section 3. Notice of Committee Meetings.

Written notice of all committee meetings shall be given not less than seven (7) calendar days in advance of the meeting, whenever possible. The notice shall indicate the time, place, and agenda for the meeting. All directors shall receive notification of the meeting, but only members serving on the committee are expected to attend.

Section 4. Participation on Committees.

Every member of the Board of Directors is encouraged to participate in local workforce development committees.

Section 5. Committee Chairpersons.

The members of the committee shall elect, from its membership, the Chairperson of the committee.

Section 6. Quorums.

A simple majority of more than one-half of the current committee members serving on the committee shall constitute a quorum at any committee meeting.

Section 7. Voting.

At all committee meetings, each member shall have one vote. No proxy votes shall be permitted. A simple majority vote of committee members present at a meeting shall prevail in all matters.

Section 8. Minutes.

Each committee shall keep minutes that reflect a correct and complete record of all committee proceedings.

Section 9. Teleconference.

Committee members may participate in meetings by means of conference telephone or similar communications equipment provided that all persons participating in the meeting can hear.

Section 10. Non-Board Members Serving on Committees.

Non-board members may be appointed to serve on a committee. Non-board member committee members shall have voting privileges at the committee level, but not at the full Board level.

Section 11. Executive Committee.

A. The Executive Committee shall have full authority to act on behalf of the Board of Directors between meetings of the Board of Directors on such issues of urgency that cannot be held over and acted on by the

full Board of Directors at the next regularly scheduled SWWDB meeting. Any action taken by the Executive Committee shall be reported to the full membership at the next regularly scheduled meeting.

- B. The Executive Committee shall consist of the Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary, and Treasurer of SWWDB. The Chief Local Elected Official (CLEO), as elected by the Southwest Wisconsin Counties Consortium, is a non-voting member of this committee.
- C. The responsibilities of the Executive Committee shall include:
 - 1. Address issues regarding the corporate status of the Board;
 - 2. Establish Ad Hoc Committees and recommend standing committees;
 - 3. Provide direction on policy, evaluate performance, and establish direction for the Executive Director;
 - 4. Deal with issues regarding membership and attendance;
 - 5. Review the SWWDB/LEO Agreement with the Local Elected Officials as often as appropriate;
 - 6. Provide input on staff personnel issues such as: review of Personnel Policies, annual review of salary ranges and position descriptions and other personnel related issues as appropriate and needed;
 - 7. Establish fee-for-service policies for the One-Stop Job Centers;
 - 8. Promote active partnerships with the WDAs Local Elected Officials and functions as liaison on major issues;
 - 9. Recommend Board organizational policies and procedures, changes in the By-Laws and Board/LEO Agreement;
 - 10. Participate, with LEOs, in conference committee actions to mediate conflicts and disputes; (Examples of conflicts/disputes include those between the LEOs and the Board, the Board and DWD, among Board members or partners, etc.);
 - 11. Conduct grievance hearings for staff and/or vendors/service providers; and
 - 12. Act for full Board on matters of urgent nature which requires action between scheduled meetings of the full board and brings findings to the next full board meeting for approval.

Section 12. Conference Committee.

The Executive Committee shall designate four members of the Executive Committee to represent the Board of Directors during Conference Committee negotiations with the Chief Local Elected Officials from each of the counties within the Workforce Development Area to negotiate any disagreement/issues. (Refer to the SWWDB/LEO Agreement)

Section 13. Ad Hoc:

Ad Hoc committees may be appointed as needed and will have a specific charge or purpose. Ad Hoc committees shall function as appropriate within the scope of the charge or purpose given to the committee at the time it is

established. Appointment of an ad hoc committee rests with the Chairperson of the Board of Directors. Ad hoc committees are temporary and will be reviewed on a quarterly basis by the Executive Committee to determine if they have fulfilled their intended purpose and should be dissolved.

ARTICLE VIII: MISCELLANEOUS.

Section 1. Agent for the Corporation.

SWWDB shall have and continuously maintain, in Wisconsin, a registered agent as required by the Statutes. The Chief Executive Officer shall be the registered agent authorized to act on behalf of SWWDB.

Section 2. Address for the Corporation.

Location of the principle office of SWWDB shall be 1370 North Water Street, Platteville, Wisconsin 53518.

Section 3. Deposits.

No indebtedness for borrowed money shall be contracted on behalf of SWWDB 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. 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 the Secretary.

Section 4. Amendment of By-Laws.

These By-Laws may be amended by the affirmative vote of a majority of the Board of Directors, in office at the time a meeting is held to consider any modification. Any proposed change or amendment to these By-Laws shall be prepared in writing and submitted to all Directors at least ten (10) calendar days in advance of any meeting called to vote on the modifications.

Section 5. Fiscal Year.

SWWDB's fiscal year shall be July 1 to June 30.

Section 6. Conflict of Interest.

The Board of Directors shall comply with the following provisions regarding Conflict of Interest:

- A. Casting of Votes: No member of the Board of Directors shall cast a vote on the provision of services by that member or any organization which that member directly represents, or vote on any matter which would provide direct financial benefit to that member. (This requirement in and of itself does not preclude SWWDB members or their businesses from participation in training contracts.)

- B. Wisconsin Statutes Governing Conflict of Interest: In keeping with the Attorney General's letter of February 23, 1984 the Board of Directors will develop procedures to ensure that Wisconsin's criminal statutes governing Conflict of Interest for public officers (Section 946.13, Wis Stats) are not violated. Section 946.13, provides, in part, the following:
 - 1. Any public officer or public employee who does any of the following is guilty of Conflict of Interest:
 - a) In his/her private capacity, negotiates or bids for or enters into a contract in which he/she has a private pecuniary interest, direct or indirect, if at the same time he/she is authorized or required

by law to participate in his/her capacity as such officer or employee in the making of that contract or to perform in regard to that contract some official function requiring the exercise of discretion on his/her part; or

- b) In his capacity as such officer or employee, participates in the making of a contract in which he/she has a private pecuniary interest, direct or indirect, or performs exercise of discretion.
2. Subparagraph (1) of this paragraph does not apply to the following:
 - a) Contracts in which any single public officer or employee is privately interested which do not involve receipts and disbursements by the state or its political subdivision aggregating more than \$5,000 in any year.
 - b) Contracts involving the deposit of public funds in public depositories.
 3. A contract entered into in violation of this section is void and the state or the political subdivision in whose behalf the contract was made incurs no liability thereon.
 4. In this section "contract" includes a conveyance.
 5. Subparagraph (1) (b) does not apply to a public officer or public employee by reason of his/her holding not more than 2% of the outstanding capital stock of a corporate body involved in such contract.
 - a) Code of Standards: As a Grantee of WIOA funds, the Board of Directors shall maintain a written code of standards of conduct which will govern the performance of its officers, employees, or agents in contracting with or otherwise procuring supplies, equipment, or services with DWD/DWE funds. These standards will conform to State regulations applicable to public contracts.
 - b) Use of Position: As a Grantee of WIOA funds, the Board of Directors shall prohibit its employees from using their position(s) for a purpose that is, or that give the appearance of being motivated by a desire for private gain for themselves or those with whom they have family, business, or other ties.
 - c) Appearance of Conflict: As a Grantee of WIOA funds, the Board of Directors and its personnel shall avoid organizational and personal conflict of interest and the appearance of Conflict of Interest. (Please see Attachment #1 for the Conflict of Interest Disclosure Statement to be signed annually.)

Section 7. Nepotism.

- A. No member of the Board of Directors shall effectively recommend or decide to hire, promote, or establish the salary of another person when the person affected is a member of his or her immediate family.
- B. No member of the Board of Directors shall give preferential treatment in the supervision or management of another employee who is a member of his or her immediate family.
- C. The term "immediate family" means wife, husband, son, daughter, mother, father, brother, brother-in-law, sister, sister-in-law, mother-in-law, father-in-law, aunt, uncle, niece, nephew, stepparent, and stepchild.

Section 8. Maintenance of Effort.

The Board of Directors of SWWDB shall ensure that all of its contractors comply with the Maintenance of Effort provisions described as follows:

- A. Displacement: Programs administered by SWWDB shall comply with the following:
 - 1. Shall result in an increase in employment and training opportunities over those which would otherwise be available in the area.
 - 2. May not result in the total or partial displacement of currently employed workers or reduction in hours of non-overtime work, wages or employment benefits; and
 - 3. May not impair existing contracts or grants for services nor substitute federal funds to pay for services that would have been funded by other sources.
- B. Supplanting Funds: Program funds shall be used to supplement and not supplant funds that would otherwise be available from non-federal sources for planning and administering programs.
- C. Hiring Freezes: Participants may not be hired into or remain in any position when the same or a substantially equivalent position is vacant due to a hiring freeze.
- D. Layoffs and Recalls: Participants may not be hired into or remain working when any person who is program funded and is one of the following:
 - 1. A person is on layoff from the same or substantially or equivalent job in the same organizational unit of the same employer; or
 - 2. A person is on layoff or has been bumped and has recall or bumping rights to that position according to a personnel code or practice or a collective bargaining agreement of the same employer; or
 - 3. For purposes of this paragraph, a layoff is in effect until the expiration of the period required by a recall list, or if no recall list or re-employment rights exists, for a period of one year from the last layoff or until the next operating year of the department or agency, whichever occurs later.
- E. Promotions: No jobs shall be created in a promotional line that will infringe in any way upon the promotional opportunities of currently employed individuals.

Section 9. Sunshine Provision

- A. SWWDB shall make available to the public, on a regular basis through electronic means and open meetings, information regarding the activities of the local board, including information regarding the local plan prior to submission of the plan, and regarding membership, the designation and certification of one-stop operators, and the awards of grants or contract to eligible providers of youth workforce investment activities, and on request, minutes of formal meetings of the local board. [WIOA 107 (e)]

Section 10. Use of Technology.

The Board of Directors of SWWDB shall utilize web based meetings and video conferencing as appropriate to ensure board member participation in meetings, committee meetings, conferences and other events. Technology shall also be utilized to bring programming activities to the broadest populations possible across the Southwest Wisconsin Workforce Development Area.

