

**BYLAWS
OF THE
WESTERN WISCONSIN WORKFORCE DEVELOPMENT BOARD, INC.**

ARTICLE I: NAME AND PURPOSE OF CORPORATION

Section 1: Name. This corporation shall be known as the Western Wisconsin Workforce Development Board, Inc.

Section 2: Principal Office. The location of the principal office of the corporation shall be 2615 East Avenue South, Suite 101, La Crosse, WI 54601

Section 3: Purpose. The purposes for which this corporation is formed are:

- A. The corporation shall serve as the local Workforce Development Board in accordance with the provision of the federal -Workforce Innovation and Opportunity Act 29 USC Chapter 32) (hereinafter WIOA) for the counties of: Buffalo, Trempealeau, Jackson, Monroe, Juneau, La Crosse, Vernon and Crawford, which constitute the Western Wisconsin Workforce Development Area #9 as now constituted and as may hereinafter be amended.
- B. The corporation will fulfill its primary purpose according to its mission and vision which state:
The WDB mission isto develop demand driven and innovative workforce strategies that cultivate a skilled and competitive workforce that meets the needs of employers in our region.

The WDB envisions a region where businesses workforce needs are met and all individuals who want to work have self-sustaining employment.

and by:

- (1) Developing the four-year local workforce development plan (local Plan) and conducting oversight of the one-stop system, youth activities and employment and training activities under Title I of the WIOA Sec. 107(d)(1-13) in partnership with the Chief Elected Official;
- (2) Selecting one-stop operators with the agreement of the Chief Elected Official;
- (3) Selecting and awarding eligible youth, adult and dislocated worker

- intensive services and training services, and maintaining a list of eligible providers with performance of cost information,
- (4) Developing and overseeing the budget for the purpose of carrying out the duties of the local Board, subject to the approval of the Chief Elected Official;
 - (5) Negotiating and reaching agreement on local performance measures with the Chief Elected Official and the Governor;
 - (6) Assisting the Governor in developing the statewide employment statistics system under the Wagner-Peyser Act; (7) Coordinating workforce investment activities with economic development strategies and developing employer linkages; and
 - (8) Promoting private sector involvement in the statewide workforce investment system through effective convening, brokering, and leveraging activities through organizations, to assist employers in meeting hiring needs.
- C. The corporation shall be organized under Chapter 181 of the Wisconsin Statutes as a non-stock, non-profit, non-member corporation. No personal monetary payment or expenditure of funds shall inure to the benefit of any officer or director of the corporation. This limitation shall apply during the corporation's existence and upon dissolution.
- D. The activities of the corporation shall be limited as prescribed in the 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.
- E. The activities of the corporation shall be further limited to comply with the laws and regulations of any and all funding sources.
- F. Upon dissolution of the corporation for any cause, the properties then in possession of the corporation shall be turned over to any successor organization that the Board shall determine. In no event shall any property of the corporation inure to 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 II: REGISTERED AGENT AND OFFICE

The corporation shall have and continuously maintain in Wisconsin, a registered office at 201 Main Street, P.O. Box 1147, La Crosse, Wisconsin and the registered agent at such address is Gerard O'Flaherty.

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.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Number. The Board of Directors shall consist of directors, in accordance with the requirements of Section -107 of the Workforce Innovation and Opportunity Act, 29 USC 32.

Section 2: Board Composition. Such criteria shall require, at a minimum, that the membership of the local Board:

- A. Shall include:
 - (i) Representatives of business in the local area, who:
 - (a) are owners of businesses, chief executives, or operating officers of businesses, and other business executives or employers with optimum policy making or hiring authority;
 - (b) represent businesses with employment opportunities that reflect the high quality work relevant training and development in in-demand industry or occupations of the local area; and
 - (c) are appointed from among individuals nominated by local business organizations and business trade association;
 - (ii) Representatives of labor organizations (for a local area in which employees are represented by labor organizations), nominated by local labor federations, or (for a local area in which no employees are represented by such organizations), other representatives of employees;
 - (iii) 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 program exists in the area, a representative of an apprenticeship program in the area, if such a program exists
 - (iv) A representative of eligible providers administering adult education and literacy activities under Title II;
 - (v) A representative of institutions of higher education providing workforce investment activating including community colleges;

- (vi) A representative of economic and community development entities;
 - (vii) An appropriate representative from the State Employment Service office under the Wagener Peyser Act (29 USC 49 et. Seq);
 - (viii) Other entities as required by the Governor of the State of Wisconsin;
- B. May include such other individuals or representatives of entities as the Chief Elected Official in the local area may determine to be appropriate.

Section 3: Authority of Board Members. Members of the Board that represent organizations, agencies, or other entities shall be individuals with optimum policymaking authority within the organizations, agencies, or entities.

Section 4: Majority. A majority of the members of the local Board shall be representatives described in Section (2)(A)(i) above.

Section 5: Chairperson. The local Board shall elect a Chairperson for the local Board from among the representatives described in Section (2)(A)(i).

Section 6: Appointment of Board Members. The directors shall be appointed by the Local Elected Officials of each of the respective counties comprising the Western Wisconsin Workforce Development Area in accordance with the requirements of the Section of 107 of Workforce Innovation and Opportunity Act.

Section 7: Term. The terms of the Board of Directors shall be three (3) years and shall be staggered so a maximum of one-third of the membership will expire in any given year. Beginning on February 20, 2017), a Director may serve three (3) consecutive full three (3) year terms to a maximum of eleven (11) years.

Section 8: Compensation. No compensation shall be paid Board members for services rendered to the corporation provided, however, reimbursement may be made to Board members for necessary authorized expenses.

Section 9: Resignation. A member of the Board of Directors may resign at any time filing his/her resignation with the Chair of the Board of Directors, thirty (30) days prior to any meeting of the corporation.

Section 10: Removal. A member of the Board of Directors may be removed for cause at any meeting of the Board by the affirmative vote or two-thirds of the directors. Three unexcused absences from any regularly scheduled meeting shall constitute good cause for removal.

Section 11: Vacancies. When a vacancy occurs on the Board, the vacancy shall be filled to carry out the balance of the term in accordance with the procedures in Article IV, Section 6 of these Bylaws.

ARTICLE V: BOARD RESPONSIBILITES

Section 1: Functions of the Board.

A. Strategic Direction

The primary responsibilities of the Board are to provide strategic direction, goals, and activities for the corporation and the functions in Section 3B, 1-8

B. Oversight

The Board shall establish provisions for oversight of the corporation's activities and for the four-year local workforce investment plan.

C. Budget and Finance

The Board shall:

- (i) Adopt an overall corporation budget for funds under the Workforce Investment Act, which are also subject to the approval of the Chief Elected Official.
- (ii) Designate a depository for corporate funds and establish proper monetary controls and accounting procedures.

D. Staff

The Board shall hire or contract for staff services as it deems appropriate.

E. Committees and Taskforces

The Chairperson shall appoint committees and taskforces, as it deems necessary, to effectively carry out the functions and responsibilities of the corporation.

Section 2: Sunshine Provision. This corporation shall make available to the public, on a regular basis through 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 award of grants or contracts to eligible providers of youth activities, and on request, minutes of formal meetings of the local Board.

ARTICLE VI: OFFICERS

Section 1: Number. The Board shall elect from its Board membership the principle officers, which shall include a Chairperson, Chair-Elect, and Secretary/Treasurer. The Chairperson and Chair Elect shall be from the private sector in accordance with the Article IV, Section 2.A.(i). The Chair shall assume the officer position of Past-Chair upon completion of his/her term.

Section 2: Election and Terms. The principal officers shall be elected by the Board at the Annual Meeting or any special meeting called for such purpose and serve two-year terms. Prior to the time of election, a taskforce named, by the Chair, shall poll the membership for interest in

serving in an elected position. Those interested shall be included on the slate of officers for election.

Section 3: Vacancies. If any office of the Board becomes vacant, the Board shall elect a successor at the next regular meeting, or a special meeting to fulfill the remainder of the term.

Section 4: Removal. Any officer may be removed for cause at any time by a two-thirds majority vote of the directors.

Section 5: Duties and Qualifications of Officers.

A. Chairperson

Shall be from among the directors who are representatives of the private sector; shall preside over all meetings of the Board of Directors and the corporation; shall be an ex-officio of all committees of the corporation; shall make all appointments to committees and taskforces, subject to the approval of the Board of Directors; and shall have the general powers and duties usually associated with the office of president of Chapter 181, Wisconsin Corporations, including but not limited to powers allowed by law to sign certificates, contracts, and other instruments of the corporation which are authorized by the Board.

B. Chair/Elect

Shall be from among the directors who are representatives of the private sector; serve in the Chairperson's stead if the Chairperson is unable to perform other duties as the Chairperson and as the Board of Directors may direct. At such times the Vice-Chairperson shall have all the powers of the Chairperson. The Chair Elect shall assume the Chair position upon completion of the Chair's term or resignation, whichever comes first.

C. Secretary/Treasurer

Shall be responsible for assuring, through the assigned Clerk of the LEOs an accurate record of minutes of all meetings, maintenance and preservation of up-to-date records of all ongoing activities, the distribution of Board meeting minutes to all members of the Board and others required to receive Board meeting minutes; and shall perform other duties as the Chairperson and Board of Directors may direct.

In addition, a 3rd party financial service provider shall review the record of all funds collected and spent including a current account of assets and liabilities of the corporation. The books of accounts shall at all reasonable times be open to inspection by any director.

D. Past-Chair

The Past-Chair shall serve as an officer of the corporation as a member of the Executive Committee.

- E. A director's term on the Board shall not expire if the individual is currently holding an officer position (Chair, Chair Elect, Secretary/ Treasurer or Past-Chair). The director's term shall be extended until he/she has fulfilled his/her obligation as an officer.

- F. 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 Chair Elect in the Chairperson's absence.

ARTICLE VII: MEETINGS

Section 1: Annual Meeting. The Annual Meeting of the corporation shall be held in the month of October in each year.

Section 2: Regular Meeting. The regular meeting of the Board of Directors shall be held quarterly or as determined necessary at a time and place designated by the Board of Directors.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called at the request of the Chairperson, Chair-Elect, or a director of the Board by petition signed by at least one-third of the corporation directors and properly filed with the Secretary.

Section 4: Notice. Notice of each Regular and Annual Meeting of the Board of Directors shall be given by notice delivered through the mail or electronic means no less than one week prior to the meeting. Notice of Special Meetings shall be given no less than 72 hours prior to the meeting. All meetings shall comply with the requirements of the Wisconsin open meeting law.

Section 5: Quorum. A simple majority of the filled seats of the Board of Directors shall constitute a quorum for purposes of any regular or special meeting.

Section 6: Voting. At all corporate meetings, each director shall have one vote. No proxy votes shall be permitted. Simple majority of directors present shall prevail in all matters except to those matters, which by law and by these Bylaws require other than a majority vote.

Section 7: Minutes. The corporation shall keep a correct and complete record of all corporate proceedings, which shall be attested by the signature of the Secretary.

Section 8: Procedure. All meetings of the corporation shall be governed by the Bylaws, or standing rules of the corporation, or Robert's Rules of Order in all matters not covered therein.

ARTICLE VIII: STATUS

Section 1: Non-Profit. 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.

Section 2: Workforce Innovation and Opportunity Act. This corporation shall function and operate in accordance with the Workforce Innovation and Opportunity Act 29 USC Chapter 32. This corporation is intended to carry out the purposes of WIOA and function as a local Board in accordance with criteria established under the WIOA, amendments thereof or any subsequent Act.

ARTICLE IX: CONFLICT OF INTEREST

No director, officer, or employee of the corporation shall have or acquire any interest, direct or indirect, in any project which the corporation is operating or promoting, or in any contract relating to any such project of the corporation without making written disclosure to the corporation of the nature and extent of his/her interest. No director who has had such interest shall vote on any matter relating to it. Further, no director, officer, or employee of the corporation shall violate the conflict of interest regulations as established by funding sources or as established by or contrary to Wisconsin Statutes 181.225 or its successors thereto.

ARTICLE X: DEPOSITS, 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 in its name unless authorized by or under the authority of a resolution of the Board of Directors 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 Chair Elect in the Chairperson’s absence).

Section 2. Corporate Powers. The corporate powers, property, funds, and affairs of the corporation, except as may be otherwise provided by law, the Articles of Incorporation, or these Bylaws, shall be vested in, exercised and controlled by the Board of Directors. The corporation shall have all powers permitted by law.

Section 3: Dissolution. Upon dissolution of the corporation for any cause, the properties then in possession of the corporation shall be turned over to any 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 XI: COMMITTEES

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

ARTICLE XII: EXECUTIVE COMMITTEE

Section 1: Duties and Powers. The Executive Committee shall function for the Board between meetings of the Board. The Executive Committee shall have full authority to act on behalf of the Board and the corporation between meetings of the Board on an emergency basis; however, any decision thusly made shall be shared with the full WDB immediately upon incurrence in order to keep the WDB fully informed. All decisions made by the Executive Committee shall be ratified by the full Board at the next meeting.

The Executive Committee shall function as the authorized representatives of the Board to meet with the County Local Elected Officials elected within the Workforce Development Area and shall constitute a committee for the negotiation of any disagreements over any Workforce Investment Act related matters.

Section 2: Composition. The Executive Committee shall consist of the Chairperson, Chair Elect, and Secretary/Treasurer of the corporation, the Past-Chair; the appointed positions Vice Chair of Strategy and Vice Chair Operations; and other members of the Board of Directors appointed by the Chairperson.

Section 3: Term. The term of the non-officer Executive Committee members shall be for one (1) year. A non-officer may serve more than one term, but no more than three (3) consecutive terms.

Section 4: Vacancies. If a non-officer Executive Committee position becomes vacant during said term; the Chairperson shall select a successor to fill the position for the remainder of the term. The officer vacancies shall be elected by the Board of Directors.

Section 5: Meetings. Meetings of the Executive Committee shall be held at the time, place, and date selected by the members. Special meetings of the Executive Committee shall be called by the Chair as needed, or a telephone conference call may be counted as a legal meeting of the Executive Committee with the approval of the majority of Executive Committee members. All meetings shall comply with the requirements of the Wisconsin open meeting law. The use of technology such as phone and web based meeting may be used for regular and Annual Meetings in order to ensure participation by members.

Notice of any special Executive Committee meeting shall be given at least 48 hours prior to said meeting by written notice delivered personally or mailed to each Executive Committee members. Said notice may be waived with the consent of all Executive Committee members.

Notice of all regular Executive Committee meetings shall be given five (5) days in advance indicating time, place, and agenda.

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

ARTICLE XIII: INDEMNIFICATION

Section 1: Indemnification.

This corporation shall indemnify to the fullest extent permitted under law any person who was, is or will be a director or officer of the corporation who is a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative against expenses (including attorneys' fees), judgments, fines, penalties, damages, and any amounts paid in settlement actually or reasonably incurred by this person in connection with the action, suit or proceeding provided there is no finding the person was derelict in performing duties in the designated capacity or that the pending action was settled or terminated without determining the final merits in which case the corporation shall determine the charged person was not substantially derelict in performing the duties of the position. In addition, the corporation, at its discretion, may pay for or reimburse the reasonable expenses of any former, present or future employee (including the expenses of legal representation) who is not a director or officer of the corporation and who is a party to a proceeding.

A quorum of the Board of Directors comprises of those directors not a party to the specific claim, action, suit or proceeding shall make all findings required or permitted by this Bylaw. If no quorum exists or a quorum grants legal counsel (who may or may not be a director of the corporation) regularly retained by it authority to make such findings and legal counsel fails or refuses to make such findings, a group of three (3) disinterested persons selected by the Board of Directors may make such findings.

Termination of any action, suit or proceeding by a plea of nolo contendere or similar plea shall not be considered a final determination on the merits nor shall a judgment resulting in a conviction in any criminal action, suit or proceeding result in a finding that the convicted person was derelict in performing the duties of a director, officer, or employee if it is determined that the person acted in good faith; reasonably believed the action to be in the best interest of the corporation, and reasonably believed the conduct was lawful.

The corporation may make advances against costs, expenses, fees, and amounts paid in settlement or in satisfaction of judgments, fines or penalties provided a majority of a quorum of the Board of Directors comprised of those directors not a party to the action. If no quorum exists or a quorum grants legal counsel (who may or may not be a director of the corporation) regularly retained by it authority to make such findings and legal counsel fails or refuses to make such findings, a group of three (3) disinterested persons selected by the Board of Directors may take such action.

Section 2: Directors, Officers, and Employees of Affiliates and Beneficiaries. The Board of The Board of Directors at any regular or special meeting of the Board may pass a resolution granting similar indemnification, prospectively or retroactively, to any person who is or was serving as a director, officer or employee of the corporation at the request of the corporation, an agent of another corporation, partnership, joint venture, trust or other enterprise or to any legal representative of the person.

Section 3: Indemnification not Exclusive. Indemnification granted by this corporation shall be in addition to any other rights any director, officer, or employee lawfully granted to this person

and shall not restrict or limit any other privilege or power the corporation may lawfully exercise with respect to the indemnification or reimbursement of directors, officers or employees.

Section 4: 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 or incurred by the person acting in one of these capacities whether or not the Bylaws grant the corporation the power to indemnify this person.

Section 5: Contract. The provisions of this Bylaw 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 Bylaw is in effect.

ARTICLE XIV: FISCAL YEAR

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

ARTICLE XV: AMENDMENTS

These Bylaws may be amended by the affirmative vote of a two-thirds of the Board of Directors in office at a duly called meeting, provided the proposed amendments shall have been submitted in writing or by electronic means to all directors at least 10 days in advance of such meeting.