

# Bylaws

## Local Workforce Investment Area III, Inc.

The ~~core purpose~~ *mission* of the Workforce Investment Board (WIB) ~~and the Chief Elected Officials (CEO) Board~~ in Local Workforce Investment Area III (LWIA III) is to ~~be the communities' expert leader in workforce development by identifying assets and issues to facilitate solutions that foster prosperity lead a system that produces a high quality workforce capable of meeting the changing needs of employers in the Kansas City area.~~ Combined ~~CEOs~~ *Chief Elected Officials (CEOs)* will appoint a *CEO Board* chair. The [SA1] WIB provides workforce investment activities that increase the employment, retention, and earnings of participants, and increase occupational skill attainment by participants, which will improve the quality of the workforce, reduce welfare dependency, and enhance the productivity and competitiveness of the state's economy.

It is *the* [SA2] goal of the WIB and CEO Boards to increase the State's network of employment and training opportunities by working in partnership with public and private sectors in order to provide the necessary skills and training for LWIA residents to further the development of the area and state economical status. The WIB provides leadership for developing the workforce and economy of Region III by facilitating communication, advocating for change, managing major workforce issues, convening appropriate people and groups, establishing regional goals and priorities, developing action strategies and calling for accountability.

It is the commitment of all WIB sponsored activities to assist the participant to become self sufficient in order to provide an adequate income for the individual and his/her family. It is the intent of the LWIA that participation in activities and programs will improve employability by increasing job skills and therefore affording the individual the opportunity to successfully compete in the current job market. Ultimately, the community and the nation benefit from a better-prepared workforce with the end result creating a more effective global marketplace.

### Article I

#### Name of Organization

Section 1 The name of this organization will be Local Workforce Investment Area III, Inc. sometimes hereinafter referred to as the WIB. LWIA III includes Johnson, Leavenworth, and Wyandotte Counties in Kansas.

The Workforce Investment Board is organized under Public Law 105-220, the Workforce Investment Act of 1998. Section 117 of the act describes the role and authority of the Local WIBs.

### Article II

#### Offices and Records

Section 1 Administrative Office. The Area Administrative Office and location of WIB will be within LWIA III as may be designated from time to time by the Board. The WIB may have other offices within the LWIA as the Board may designate.

Section 2 Registered Offices. The WIB shall have and continuously maintain a registered office in the State of Kansas. The location of the registered office shall be as determined from time to time by the Board pursuant to the applicable provisions of law.

Section 3 Records. The WIB shall keep correct and complete books and records of account and shall also keep minutes of all meetings or other proceedings of the Board and committees made mandatory under the provisions of these bylaws or as otherwise created and appointed by the Chairperson of the Board after direction therefore by the Board.

### Article III Membership

Section 1 WIB Business and Number of Members. All business of the WIB shall be managed by its Board. Members shall be selected as hereinafter provided. The LWIA III WIB shall have a minimum of twenty-four members.

Section 2 Rights of Members. The right of a member to vote and his or her rights, title and interest in or to the WIB shall cease on the termination of his or her capacity as a Member of the Board of LWIA III WIB (termination being the replacement of such members by new member nomination and appointment).

Section 3 Resignation of Members. Any member may resign from the Board by delivering a written resignation to the Chairperson or Secretary of the WIB and a vote of acceptance by the Board at any regular Board Meeting.

Section 4 Attendance and Removal of Members. A board member who misses three unexcused meetings in a row annually shall be recommended for replacement by the Chief Elected Official. An exception may be made when the absences were for good cause and the affected member requests retention, in writing of, and receives approval from, the Executive Committee.

Section 5 Qualifications and Representation.

- a) A majority of the members of the Board shall be appointed from the private sector with such appointees being individuals who are owners, chief executive officers, chief operating officers or other individuals with optimum policy making or hiring authority. For the purposes of these required appointments, the term "private sector means persons who are owners, chief executive officers, chief operating officers or other individuals with optimum policy making or hiring authority of private for-profit-employers. Board members representing the private sector shall reasonably represent the industrial and demographic composition of the business community. Whenever possible, at least one half of such business and industry representatives shall be representatives of small business, including minority business.
- b) The Board must contain a minimum of two members representing local education, organized labor, community based organizations, economic development and at least one member representing each mandatory One-Stop partner. The membership of the Board may include individuals or representatives of other appropriate entities as determined by the Chief Elected Official. Members who represent organizations, agencies or other entities must be individuals with optimum policy making authority within the entities they represent.

Section 6 Nomination and Terms of Office.

- a) Private sector members are appointed from individuals who are nominated by local business organizations and business trade associations. Other members are appointed from individuals who are nominated by local organizations, agencies, institutions and federations of which they belong.
- b) Members of the Board shall take office immediately upon their appointment to the Board.
- c) Terms of Office. Members shall be appointed for fixed and staggered terms and shall serve until their successors are duly appointed and commence their terms of office. The term of each appointed member shall be two years and such two year terms shall be allocated amongst members so that fifty percent (50%) therefore expire in alternating years. Any vacancy in a term or terms of members shall be filled in the same manner as the original appointments. The Executive Committee of the Board may also make recommendations to the Chief Elected Officials as to members nominated for appointment to the Board or as to those members seeking reappointment at the expiration of their term.
- d) Any member whose term has expired, and who is willing to serve as a member of the Board, shall continue to serve until his or her successor is nominated and appointed.
- e) Except as otherwise required to comply with the Workforce Investment Act, members of the Board shall reside within the boundaries or limits of Johnson, Leavenworth or Wyandotte Counties, Kansas, or their office or primary place of employment must be located within the boundaries or limits of Johnson, Leavenworth, or Wyandotte Counties, Kansas.

Section 7 Compensation. Board members shall not receive any stated salary or other compensation for their services as members, but, subject to the availability of funds and allowableness under law or any regulations adopted by the United States Department of Labor, or the State of Kansas, may be reimbursed for all necessary expenses incurred in connection with the performance of their duties as members of the Board, or as members of a committee provided, however, that any such reimbursement shall be allowed only as a result of prior approval by the Board, the Executive Committee or the Board Chairperson.

Section 8 Representation By Proxy. Any Board member may send a proxy to attend Board meetings in his or her absence for the sole purpose of gathering information. (A proxy is not allowed to vote in place of the Board member he or she is representing).

Article IV  
Powers

Section 1 Powers and Responsibilities of the WIB Board. The Board is responsible for:

- a) Developing the ~~five year~~ local workforce investment plan *required by state and federal funding sources* [SA3] and conducting oversight of the One-Stop system, youth activities and employment and training activities under Title I of WIA in partnership with the Chief Elected Official.

- b) Selecting One-Stop operators with the agreement of the Chief Elected Official. One-stop operators may be selected by one of the following methods:
  - i) A competitive process designed by the board and agreed to by the CEOs; any public or private entity except elementary and secondary schools (excluding nontraditional public secondary schools and area vocational schools) may be selected as an operator if chosen through open competition;
  - ii) Designation of a consortium of entities that, at a minimum, consists of at least 3 of the “required partners” specified in the Workforce Investment Act.

The WIB, with the agreement of the CEOs, may terminate any one-stop operator for cause with three (3) months notice.

- c) Selecting eligible youth service providers based on the recommendations of the Youth Council, and identifying eligible providers of adult and dislocated worker intensive services and training services, and maintaining a list of eligible providers with performance and cost information.
- d) Developing a budget for the purpose of carrying out the responsibilities of the WIB, subject to the approval of the Chief Elected Official.
- e) Negotiating and reaching agreement on local performance measures with the Chief Elected Official and the Governor.
- f) Appointing or hiring an Executive Director and/or staff to serve the WIB.
- g) Assisting the Governor in developing the statewide employment statistics system under the Wagner-Peyser Act.
- h) Coordinating private sector involvement activities with economic development strategies and developing employer linkages.
- i) Promoting private sector involvement in the statewide workforce investment system through effective connecting, brokering and coaching activities through intermediaries such as the One-Stop operator in the local area or through other organizations, to assist employers in meeting hiring needs.
- j) In cooperation with the Chief Elected Official appointing a Youth Council as a subgroup of the WIB and coordinating workforce and youth plans and activities with the Youth Council.
- k) Establishing oversight and accountability structures for the wide range of government-funded workforce development programs and services
- l) Leading identification of the workforce development needs of the region’s employers and coordinating responses to meeting those needs through regional strategic planning.
- m) Receiving any funds obtained through competitive bid, solicitation, fund raising, fees-for-service, or grant application at the discretion of the board and procuring or designating service provider(s),

consultants, staff, or any other means of conducting tasks relevant to the funds received. The WIB, with approval of the CEOS, may establish its own bank account to receive any non-federal funds.

## Article V Officers

- Section 1 Elected Officers. The officers of the Board shall consist of a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer. The Chairperson must be a member who was appointed to the Board from the private sector. In the order of succession, the officers may assume the duties and/or responsibilities of the Chairperson during an absence, if so designated by the Chair, but only on a very short-term, temporary basis.
- Section 2 Duties of the Chairperson. The Chairperson shall be the Chief Executive Officer of the Board and shall, in general supervise and direct all of the business and affairs of the Board. The Chairperson shall preside over all meetings of the Board and perform other duties as may be directed by the Board. The Chairperson may attend all regularly scheduled meetings of the Chief Elected Officials. The Chairperson may succeed himself or herself as Chairperson.
- Section 3 Duties and Powers of Vice-Chairperson. The Vice-Chairperson shall carry out such duties as may be delegated to her or him by the Chairperson or the Board. In the temporary absence of the Chairperson, the Vice-Chairperson may exercise and perform the duties of the Chairperson.
- Section 4 Duties and Powers of Secretary. The Secretary shall:
- a) Insure the keeping of the minutes of all meetings and official proceedings of the Board.
  - b) Serve as the custodian of the records of the Workforce Investment Board.
- Section 5 Duties and Powers of Treasurer. The treasurer shall:
- a) Be responsible for the oversight of funds available to the Board.
  - b) Perform all of the duties of the Treasurer and other duties as from time to time may be assigned by the Chairperson or the Board.
  - c) Perform all of the duties of the Secretary and other duties as from time to time may be assigned by the Chairperson or the Board.
- Section 6 Election and Tenure. The officers shall be elected by the Board on staggered terms. Each officer shall hold office for two years or until a successor shall be duly elected and qualified. A nominating committee shall be selected ~~in~~ *before the May meeting* of each year. Nomination selections will be announced at the meeting held in ~~June~~ [SA4] May of each year for approval by the Board. New officers will assume their offices on July 1 of the new program year.

## Article VI Meetings

- Section 1      Regular Meetings. The Board may hold regular meetings at such time and place as designed by the Chairperson with the concurrence of the Board with such meetings to be noticed to the Board members at least five (5) days prior to the day named for the meeting. No notice of the purpose of such regular meetings needs to be given. All meetings shall be conducted according to Roberts Rules of Order
- Section 2      Special Meetings. Special meetings of the Board may be called at the direction of the Chairperson and shall be held at such time and place as designated in the notice calling said meeting. Special meetings of the board shall be called by the Chairperson when requested by a majority of the members of the Executive Committee. However, emergencies or urgent matters not on the agenda for a scheduled or special meeting may be considered at any time without previous notice, provided however, that any action taken must be with the consent of forty percent (40%) of the Board members.
- Section 3      Quorum. Forty percent (40%) of the Board members holding office and forty percent (40%) of the committee members of any committee, when present in person, shall constitute a quorum. The acts of a majority of the members present at a meeting, at which a quorum is present, shall be acts of the Board or committee.
- Section 4      Order of Business. The regular order of business at all meetings of the Board shall be set by the Executive Committee.
- Section 5      Adjournment. If a quorum shall not be present at any meeting of the Board, or a committee, a majority of the members present shall have power to adjourn the meeting without notice other than the announcement at the meeting of adjournment with specification of the adjourned meeting date and time.
- Section 6      Voting. Each Board member present at any meeting shall be entitled to cast one (1) vote on each matter coming before such meeting for decision.
- Section 7      Open to the Public. To the extent required by law, meetings of the Board and its committees shall be open to the public. Meetings or segments of a meeting (Executive Session) may be closed to the public by the Chairperson of the Board or by a committee chairperson in compliance with exemptions granted by law.

Article VII  
Notice of Meetings

- Section 1      Written Notice.
- a) Whenever written notice is required by law or by these bylaws to be given to any member, it may be given, either personally or by sending a copy through the mail or by electronic means to his or her address to the Board for the purpose of such notice. If the notice is sent by mail or electronic means, it shall be deemed to have been given to the person entitled thereto when deposited in the U.S. mail or sent by electronic means to such people. Such notice shall specify the place, day and hour of the meeting and where required, the purpose thereof and the nature of business to be transacted thereat.
  - b) Whenever any written notice is required to be given by law or by these bylaws to any member, such notice may be sent by the Chairperson or by his or her designee.

- c) Whenever written notice is required by law, by these bylaws or the Board to be given to any committee, then such notice shall be given in the same manner as provided for in the foregoing subsections (a) and (b) of this Section provided, however, that any such notice may also be sent by the Chairperson of any such committee or his or her designee.

Article VIII  
Conflict of Interest

Section 1 No member shall cast a vote on the provisions of services by the member (or any organization which the member directly represents) or vote on any matter which would provide direct financial benefit to that Board member, a member of his or her immediate family, or any other party or entity restricted and or prohibited by the Act and regulations. Any vote, including abstentions, on any issue which includes a conflict, or potential conflict of interest for a member shall be recorded in the minutes of that meeting.

Article IX  
Committees and Council

Section 1 The WIB will operate with a ~~strong committee structure. These committees will meet monthly to carry out the committee's work~~ *two standing committees, a Youth Council, and a set of teams organized around the WIB's strategic priorities.* ~~The committee's All committee and team meetings will be public meetings. and it is at these meetings the Public shall have its input.~~[SA5]

~~Upon completing the committee's tasking, the Committee Chair will present the committee's recommendation to the Executive Committee at the Executive Committee meeting for scheduling with the full board.~~[SA6] *All committees and teams will report to the WIB. Reports will include discussion of actions and decisions, recommendations for board action, and assessment of progress toward accomplishing committee or team goals and outcomes.*

~~There shall be five standing committees and one council: Executive, Fiscal, Governance/By laws, Marketing and Program Performance and Evaluation, and a Youth Council. Additional committees may be appointed by the Chair or the Executive Committee as deemed necessary.~~[SA7]

*The standing committees and Youth Council shall exist as described in these bylaws. Teams shall be appointed on an ad hoc basis to accomplish strategic priorities determined by the WIB, and shall operate for a twelve-month period, or as specified by the WIB or the Executive Committee. As part of its annual strategic planning process, the WIB shall determine the appropriate teams to accomplish strategic priorities. Other ad hoc teams may be appointed by the WIB, the Chair, or the Executive Committee as deemed necessary.* [SA8]

Section 2 The Executive Committee shall be composed of the WIB Chairperson, Vice-Chairperson, Secretary, and Treasurer of the Board. ~~Additional members of the Executive Committee will include the Chairs of each of the standing committees. The Executive Committee shall undertake such tasks as may be assigned to it by the Chairperson of the Board or by vote of the Board. The responsibilities shall include, but not be limited to communicating with the CEO's, directing, tasking and evaluating the WIB Executive Director and staff with input from the CEOs tasking the standing committees and setting the agenda items for all Board Meetings.~~ *The Executive Committee shall undertake the*

*transactional business of the Board, such as approval of contracts, budgets, operational policies, communications with the CEOB, directing, tasking and evaluating the WIB Executive Director, tasking the committees and teams of the WIB, setting the agenda for all Board meetings, and other matters related to the operations of the corporation and administration of WIA. The Executive Committee may act on behalf of the WIB on all transactional matters. The Executive Committee's responsibilities shall also include tasks as may be assigned to it by the Chairperson of the Board or delegated to it by vote of the Board.* [SA9]

The Executive Committee shall provide tasking to all WIB Committees.

Section 3 The Fiscal Committee shall be composed of the Treasurer of the Board and other Board members as designated by the Chairperson of the Board. This committee will develop a two-year budget for the remainder of FY02 and FY03 and for subsequent years thereafter. These responsibilities will include the development and oversight of an administrative budget and approve annual budgets for WIA funds and for the corporation.[SA10] The committee shall be responsible for the issuance of all financial oversight reporting, expenditures and controls, as well the approval of relocation of deobligated funds for other contracted services beneficial to the Workforce Investment Board. The Fiscal Committee will be responsible for the WIB's account and any non-federal funds deposited therein.

~~Section 4 Governance Committee. The governance committee is responsible for development and review of the By Laws for the operation of the Workforce Investment Board, in accordance with the approved bylaws.~~

~~Section 5 Marketing Committee: This committee is tasked with development and implementation of a marketing plan consistent with the vision statement, mission, and goals of the Board.~~

~~Section 6 Program and Performance and Evaluation Committee. This committee is tasked with reviewing, with the One Stop Operator, the previously agreed to performance standards for the providers, to develop an evaluation process for the One Stop Operator and develop the Chartering process for the One Stop Operator(s).~~

[SA11]

Section 74 Youth Council. This council, appointed by the WIB in partnership with the CEOs, and comprised of members meeting the requirements of the Workforce Investment Act, can assist in the development of portions of the local plan relating to eligible youth. *When appropriate, the Youth Council may serve as one of the teams of the Board addressing strategic priorities.*[SA12]

## Article X Amendments

Section 1 From time to time, these Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board after thirty (30) days written notice of the proposed alteration, amendment or change has been given to each member, provided that no alteration, amendment or change shall be made without the affirmative vote of fifty-one percent (51%) of the Board membership.

## Article XI General Provisions

Section 1 Program Year. The program year of the Board shall begin on the first day of July of each year and end of the last day of June each year.

Certificate

The foregoing bylaws were duly adopted as stated bylaws of the Local Workforce Investment Area III, Workforce Investment Board, by the Board at its meeting held on August 27, 2002.