

BY-LAWS
Northwest Workforce Development Board

Article I.

Name and Location of the Principal Office

- 1.1 The Board shall be known as the Northwest Workforce Development Board.
- 1.2 The Board shall maintain its principal office in a place to be designated hereafter by the Board, and may establish field offices at such other places as it may deem necessary and appropriate. All such offices shall be located within the Northwest Region boundaries; the eighteen contiguous counties of northwest Missouri.

Article II.

Terms and Definitions

- 2.1 The terms and identifying nomenclature used in these By-Laws are the same, and shall be construed to have the same meaning, as set forth in P.L. 113-128, the Workforce Innovation and Opportunity Act of 2014.

Article III.

Powers and Duties of the Board

- 3.1 The Board shall exercise and discharge its powers and duties, as provided by the Workforce Innovation and Opportunity Act of 2014 (P.L. 113-128), all appropriate implementing regulations established by the State of Missouri, and any agreements established between the Board and the eighteen County Commissions within the Northwest Region, and accordingly shall:
 - a. Adopt, amend, and repeal by-laws, rules, and regulations governing the conduct of its business and the performance of its functions;
 - b. Provide for the internal organization and administration of the Board, as set forth in P.L. 113-128;
 - c. Enter into contracts with an agency or agencies to provide such functions as the Board shall deem necessary;
 - d. Accept, use, and dispose of gifts or donations of services or property (real, personal, or mixed, tangible or intangible);
 - e. Enter into and perform such contracts, agreements, or other transactions as may be necessary in order to carry out its functions;
 - f. Take such other actions, and incur such other expenses as may be necessary to carry out its purpose under the Workforce Innovation and Opportunity Act, and consistent therewith.

- 3.2 The Board shall cause to be prepared and adopted, in partnership with the Chief-Elected Officials, a comprehensive plan for Workforce Innovation and Opportunity Activities, in accordance with guidelines and regulations established by the US Department of Labor and the State of Missouri.
- 3.3 The Board shall cause to be prepared and adopted such revisions or updates to the Workforce Development plan as experience and current economic conditions dictate.
- 3.4 In cooperation with the Chief-Elected Officials, the Board shall designate and certify one-stop operator(s), and identify/contract with eligible providers of training and career services.
- 3.5 The Board shall coordinate Workforce Innovation and Opportunity Activities and develop employer linkages in the local area, and shall participate in collaborations which support such ends.
- 3.6 In partnership with the Chief-Elected Officials, the Board shall cause to be conducted such monitoring and oversight activities as are necessary to ensure that Workforce Innovation and Opportunity Activities in the Northwest Region are operated in accordance with applicable laws and regulations, and in an efficient and cost-effective manner.

Article IV

Organization of the Board

- 4.1 The Board shall consist of persons appointed by the Presiding Commissioners of the 18 counties in the Northwest Region. Members shall be from areas of interest stipulated in P.L. 113-128, and in various regulations developed by the US Department of Labor and the State.
- 4.2 Northwest Workforce Development Board terms are for a five-year period commencing July 1. These terms are to be staggered to allow only a portion of the Board membership to expire in a given year. No more than 6 terms shall expire in any given year. Board members are allowed to serve multiple consecutive terms as long as approved by the original nominating entity.
- 4.3 The membership shall continually maintain at least a simple majority of business representatives, shall be as equitably drawn from the three sub-regions as possible, and shall be comprised of at least the minimum number of federally-mandated agency partners and at least the minimum number of private sector business partners. The Board itself must be certified every two years.
- 4.4 The Presiding Commissioners of the eighteen county Commissions within the Northwest region shall be Ex-Officio, non-voting members of the Board.

- 4.5 Business sector members shall have substantial management and policy responsibilities within their respective private sector organizations. All private sector members must have their principal place of business in the Workforce Development Area.
- 4.6 In the event a vacancy occurs during the term of an appointment, a new member shall be appointed by the same nomination and appointment process used for the vacating member. The appropriate nominating and appointing authority shall have the right to nominate and appoint the new member to fill the remainder of the term, and for a subsequent full term, without having to repeat either process at the end of the initial remaining term. Members whose terms have expired or otherwise been vacated, may continue to serve on the Board until a replacement appointment is complete. The appropriate nominating and appointing authority may also choose, at its sole discretion, to nominate and appoint a different person to fill the subsequent full term. Whenever a change in membership of the Northwest Workforce Development Board occurs, written notification of the new member's appointment shall be submitted to the Division of Workforce Development. Such notification shall be signed by the Chair of the Chief-Elected Officials Coordinating Committee.
- 4.7 The Board may approve Ex-Officio, non-voting Board members who may attend all meetings of the Board, and may participate in all discussions so long as no conflict of interest exists, but may not execute a vote. At a minimum, this shall include Presiding Commissioners, One-Stop Partners, and Committee or Task Force members who are non-voting members of the Northwest Workforce Development Board.
- 4.8 Any Member may resign from the Board by delivering a written resignation to the Chairperson or Secretary of the WDB. The WDB will begin replacement proceedings by contacting the appropriate County representative.

Article V Meetings

- 5.1 Meetings of the Board, and all committees advising the Board, shall be open and public meetings, in accordance with Chapter 610 R.S. MO. Notice of all meetings, including closed meetings, shall be duly posted, with at least 24 hours advance notice, in conformance with the Missouri Sunshine Law (see Section 5.4).
- 5.2 Regular meetings of the Board shall be held quarterly. The times and places of each meeting will be arranged by the Executive Committee and/or Chairperson with notice to all members. Board meetings may be facilitated by electronic means (interactive video transmission, teleconference, etc.) as content and cost of assembly dictate.

- 5.3 Special meetings of the Board may also be called by the Chairperson at such time and place and for such purpose that the Chairperson shall designate. In addition, special meetings of the Board may be called upon the written request of one-third of the Board members, filed with the Board secretary. Such request shall include the time, place, and purpose of the meeting. The business conducted at any special meeting shall be limited to the stated purposes of that meeting.
- 5.4 Written notice of regular and special meetings of the Board shall be distributed to each member seven (7) calendar days prior to the date of the meeting. At all times, the requirements of Chapter 610 R.S. MO, also known as the Sunshine Law, shall be implemented providing at least 24 hours notice.
- 5.5 Each member of the Board shall have one vote on all matters voted upon. Proxy voting shall not be permitted. Members must read, sign and abide by the Conflict of Interest/Code of Conduct Policy of the NW WDB. Members shall declare conflict of interest and refrain from voting when matters under consideration appear to involve real or apparent personal fiduciary interest. In any circumstances on which the Board is voting the award or distribution of funds for goods or services, Board members must abstain from voting if:
- a. The member is a vendor for the goods or services;
 - b. The member is a subcontractor of a vendor for the goods or services;
 - c. The member serves in a Board capacity for any such vendors or contractors. All declarations of conflict of interest and abstentions shall be recorded by name in the minutes.
- 5.6 A quorum shall be declared when at least 10 voting members participate. During all meetings, the quorum of at least 51% of business members participating must be maintained in order to conduct official business of the board. Each and every decision of the majority of the members participating and voting at any regular or special meeting, where there is such a quorum, shall be valid as a binding act of the Board. Abstentions are not considered a vote.
- 5.6 The minutes of each meeting shall be prepared and distributed to the Board at least seven days prior to the next meeting. Each Presiding Commissioner of the eighteen County Commissions shall also receive a copy of the minutes.

Article VI Attendance

- 6.1 Regular attendance at Board meetings is encouraged and necessary for responsible conduct of Board business. Any Board Member who misses three consecutive meetings may be replaced unless extenuating circumstances are found and accepted by the Executive Committee.

Article VII Officers

- 7.1 The officers of the Board, to be chosen by the members of the Board, shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer. Distribution is limited to no more than two officers from any of the three subregions. The Chairperson and Vice-Chairperson must be private sector members of the Board. The Secretary and Treasurer may be any member of the Board, however, if from the public sector, they may not assume the responsibilities of Chairperson or Vice-Chairperson in their absence (see **7.7** for procedures in absence of Chair /Vice Chair).
- 7.2 In addition to the officers described, there shall be such assistant officers and staff positions as the Board shall deem necessary to carry out the responsibilities of the Board; provided however, that the Board cannot delegate its decision-making and policy-formulating responsibilities to non-members of the Board.
- 7.3 All officers shall be elected by the Board having received a majority of the votes cast, and shall serve for a term of two years, or until their successors are elected and shall have qualified. Officers shall not serve more than two consecutive terms in the same office; however, a person shall be eligible to hold an office to which they have previously been elected, if one year shall have elapsed between the initial service and re-election. A person shall be eligible to hold another office during the interim year. A Nominating Task Force will be appointed at the March Workforce Development Board meeting in odd-numbered years. The slate of officers will be presented and elected at the June Board meeting and officers will begin their terms in July.
- 7.4 Any officer elected by the members of the Board may be removed at any time, with cause, by the vote of a two-thirds majority of the Board members. Any vacancy occurring in any office shall be filled for the unexpired term in the same manner as any election of officers.
- 7.5 The Chairperson shall preside at all meetings of the Board and shall perform all duties as may be prescribed by the Board from time to time. The Chairperson shall be entitled to vote on all matters coming before the Board and before any Committee(s), providing there is not a conflict of interest. Additionally, all papers and instruments executed on behalf of the Board, shall be executed in the name of the Workforce Development Board, and signed by the Chairperson.
- 7.6 The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson.
- 7.7 In the absence of both the Chairperson and the Vice-Chairperson, the following contingency plan shall be followed in priority order:
- The Secretary shall preside if a business representative, or

- The Treasurer shall preside if a business representative, or as the final option;
 - The Secretary shall convene the meeting and ask for an election of a temporary chair for that meeting, who is a business representative.
- 7.8 The Secretary shall record, or cause to be recorded (via staff), all of the proceedings of the Board meetings. He/she shall give, or cause to be given, notice of all meetings of the Board for which such notice is required. The Secretary shall have custody of, and provide for the safe-keeping of all documents of the Board; provided, however, that he/she may delegate clerical duties to staff.
- 7.9 The Treasurer shall cause to be instituted acceptable fiscal control of all funds of the Board. The Treasurer shall provide policies and procedures for the acceptance and disbursement of funds, which shall be approved by the Board. The Treasurer shall render to the Board an account of transactions and the financial condition of the Board, as required by the membership. The Treasurer may delegate financial duties to appropriate staff, as necessary.
- 7.10 Any duty of the Secretary or Treasurer may be performed by an Assistant Secretary or Assistant Treasurer, or any such staff that the Board may have designated under the supervision of the Officer.
- 7.11 The Board may, by proper resolution, grant either general or specific authority to designated persons to execute instruments for, and on behalf of, the Board.
- 7.12 The officers shall perform other such duties as may be prescribed by the Board.
- 7.13 The officers and employees who handle funds, or who are custodians of property, shall be bonded in an amount to be determined by the Board.
- 7.14 All checks drawn against the funds of the Board shall be signed by two representatives of the Fiscal Agent as outlined by the Board's administrative policies and procedures.

Article VIII Personnel

- 8.1 The local grant subrecipient shall provide staff to the Board as specified in a written agreement between the local grant subrecipient, Northwest Workforce Development Board and the Chief-Elected Officials.

Article IX Committees

- 9.1 With the approval of the Board, the Executive Director (in consultation with the Chairperson) may appoint members to serve in the following committee structure:
- a. Executive Committee

There may be an Executive Committee, consisting of seven (7) voting members of the Board, who shall be authorized to conduct emergency business of the Board between meetings. A simple majority of the Executive Committee is the minimum required for the conduct of emergency business. The Chairperson, Vice-Chairperson, Secretary, and Treasurer must be members of the Executive Committee. There shall be four members representing the private sector on the Executive Committee. Representatives serving on the Executive Committee shall be limited to no more than three from each subregion.

Membership on the Executive Committee shall be for two (2) years. Duties of the Executive Committee shall include:

- With consideration for the viewpoints and findings of all committees, and in partnership with Chief-Elected Officials, developing the Local Unified Plan, as defined by Public Law 113-128, the Workforce Innovation and Opportunity Act of 2014; Title I, Chapter 2, Section 108 (b) (3);
- Approving budgets, in partnership with the Chief-Elected Officials;
- Establishing and reviewing policies and procedures for program operation and service delivery;
- Evaluating and recommending providers of WIOA Youth, Adult and Dislocated Worker services;
- Reviewing performance and expenditures of providers of WIOA programs and recommending corrective action as necessary;
- Negotiating local performance measures;
- Providing oversight of the program operations, in partnership with Chief-Elected Officials;
- Serving on any Board committee in order to establish a quorum, so that the committee may conduct business; and
- Acting as a liaison with the Chief-Elected Officials.

b. One-Stop System Alignment Committee

There may be a One-Stop System Alignment Committee consisting of 10 to 12 career services practitioners (core partners) who are NW WDB members, as well as Ex-officio, non-voting members of the Workforce Development Board. The One-Stop System Alignment Committee will focus on identifying the appropriate career services to be delivered through the one-stop delivery system, as well as focusing on customer-centered service delivery design. Other duties of the Committee may include:

- Establishing and maintaining partnerships to ensure quality and effective services and programs are available to meet all customers' needs;
- Developing the unified local plan;
- Providing oversight of career services access and effectiveness; and
- Reviewing core partner (WIOA Youth, Adult, and Dislocated Worker, Adult Education and Literacy, Wagner-Peyser, Temporary Assistance for Needy Families, and Vocational Rehabilitation) performance.

c. Employer Engagement Committee

There may be an Employer Engagement Committee consisting of seven (7) to 10 individuals who are NW WDB members, as well as Ex-officio, non-voting members of the Workforce Development Board. Those individuals will be drawn from Regional Planning/Council(s), labor, economic development, higher education, and private sector NW WDB members representing targeted industries in the NW region. Such Committee Members will develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers via industry and sector partnerships and career pathways. Other duties may include:

- Leading local efforts to engage with a diverse range of employers and entities in the region;
- Promoting business representation on the local board;
- Developing effective linkages;
- Supporting local employer utilization of the local workforce development system and local workforce activities; and
- Ensuring that workforce activities meet the needs of employers and support economic growth in the region by enhancing communication, coordination, and collaboration among employers, economic development entities, and service providers.

d. Youth Advisory Committee

There may be a Youth Advisory Committee composed of 10 to 13 stakeholders in the development and operation of effective youth job training programs, both members and Ex-officio, non-voting members of the Workforce Development Board. Youth Advisory Committee members will provide information and assist with planning, operational, and other issues relating to the provision of services to youth, which shall include community-based organizations as permitted by Sec. 107(b)(4)(A)(ii) of

WIOA. Duties of the Youth Advisory Committee shall align with the WIOA goals and may include:

- Developing those portions of the local Workforce Development plan which deal with youth;
- Developing or recommitting to strong partnerships with regional schools, youth service providers, and the juvenile justice system to provide wrap-around services for youth;
- Establishing a continuum of services to help disconnected youth navigate between the educational and workforce systems;
- Identifying and promoting evidence-based strategies to assist in achieving high-levels of performance, accountability, and quality in preparing young people for the workforce; and
- Leveraging Federal, state, local and philanthropic resources to support in-school youth (ISY) and out-of-school youth (OSY).

9.2. Each member of the Board shall be appointed to one or more committee(s) by the Board Chairperson. Other members may also be appointed to serve on the committees who are not members of the Board - they will be Ex-Officio, non-voting members.

9.3. As a result of the collaborative nature of workforce development, there may be other councils, teams, task force and/or advisory groups who have a direct relationship with the Board. Such councils, teams, task force and/or advisory groups may include a Nominating Task Force to nominate a slate of officers for the consideration of the Board; a By-Laws Task Force to review the By-Laws and recommend changes annually, or as needed; and any other as the Chairperson of the Board, with the approval of the membership, shall designate by resolution or adoption of policies and procedures.

Article X Fiscal Year

10.1 The fiscal year of the Board shall be from July 1 to June 30.

Article XI Budget

11.1 Annually, and at least 30 days prior to the end of the fiscal year, Northwest Workforce Development Board staff shall prepare an operational budget for the administrative entity based on new and projected carryover funds available for the ensuing fiscal year. The operational budget, to also include funds available to contract to sub-recipients will be

presented to the Board and Chief-Elected Officials for approval at the last regular meeting prior to the end of the fiscal year.

- 11.2 The Northwest Workforce Development Board staff shall review proposals for budget changes, amendments, and transfers of funds that may be necessary throughout the year, and shall make appropriate recommendations to the Executive Committee, which shall have the authority to approve or modify such changes, amendments, or transfers for recommendations to the Board and the Chief-Elected Officials.

Article XII

Reports

- 12.1 The Board shall prepare, or have prepared, such reports as may be required from time to time by the U.S. Department of Labor, the State of Missouri, or the majority of the Chief-Elected Officials in the Northwest Region.
- 12.2 The fiscal records of the Administrative Entity shall be audited annually by a Certified Public Accountant, selected in accordance with the cognizant agency's procurement policies.

Article XIII

General

- 13.1 No member of the Board shall be personally liable under, upon, or in connection with any other obligations or liabilities of the Board. All members of the Board shall be included as additional insured parties on the "Errors and Omissions" policy held by the local grant sub recipient, Except in cases of malfeasance, dereliction of duty, libel or slander; the Board agrees to save, defend, indemnify, and hold harmless individual members of the Board, acting in official capacity, from any and all claims, judgments, or lawsuits arising from Board actions.
- 13.2 In any case, where a provision of these By-Laws, or an amendment thereto, may be in conflict with the Agreement and/or Resolution establishing the Workforce Development Board, or an amendment thereto; the Agreement and/or Resolution establishing the Board shall prevail.
- 13.3 The Workforce Development Board has negotiated a working agreement with the Chief-Elected Officials to operate and execute their mutual duties under Public Law 113-128.

Article XIV

Amendments

- 14.1 The By-Laws of the Northwest Workforce Development Board shall only be amended at a regular meeting or at a special meeting of the Board when a majority of the voting members are participating. A two-thirds majority vote in the affirmative by those participating shall constitute approval of an amendment. The notice of such regular or special meeting shall include the full and complete text of the proposed amendment.

Article XV

Parliamentary Authority

- 15.1 Meetings of the Northwest Workforce Development Board shall be conducted according to the procedures contained in Robert's Rules of Order, Revised.

Article XVI Civil Rights

- 16.1 This organization shall be an Equal Opportunity Employer and shall conform to the provisions of the Civil Rights Act of 1964 (amended), Americans with Disabilities Act of 1990, and all other related laws and regulations.

Revised: October 26, 2010; November 23, 2011; August 19, 2015

Board Approved: December 7, 2010; December 6, 2011; December 4, 2012; June 11, 2013; September 18, 2015

ADDENDUM 1

BY-LAWS

Workforce Development Board of Northwest Missouri

BOARD COMPOSITION

Workforce Innovation and Opportunity Act of 2014

The Board composition noted below is in accordance with Workforce Innovation and Opportunity Act Code of Federal Register (WIOA CFR 679.320), and Missouri Division of Workforce Development (DWD) Issuance 14-2014.

To meet the WIOA membership requirements, the Act states that a Local Board must be composed as follows:

- A majority (at least 51% of the total WDB membership) shall be representatives of business in the local area. At a minimum, two of those business members must represent small business as defined by the U.S. Small Business Administration;

- Representatives of the workforce (20% of total WDB membership – minimums: 2 labor and 1 apprenticeship if such programs exists) plus balance as representatives of employees;
- A representative of Adult Education and Literacy (AEL) WIOA Title II;
- A representative of Wagner-Peyser (labor exchange services – DWD) WIOA Title III;
- A representative of Vocational Rehabilitation (VR) WIOA Title IV;
- A representative of Title IV of the Social Security Act (TANF);
- A representative of public institutions of higher education providing workforce investment activities. This includes community colleges, public two-year and four-year institutions that provide training services;
- A representative from an economic development entity; and
- May include such other individuals or representatives of entities as the Chief-Elected Official in the local area may determine to be appropriate.

Committee members who are not NW WDB members shall be Ex-officio, non-voting members of the NW WDB.

Developed: April 10, 2013; Revised September 15, 2021
 Board Approved: June 11, 2013; September 15, 2021