



WORKFORCE DEVELOPMENT BOARD, INC.

Building a world class workforce

BYLAWS OF FOX VALLEY WORKFORCE DEVELOPMENT BOARD, Inc.

ARTICLE I.

The name of the corporation shall be Fox Valley Workforce Development Board, Inc. (herein after also referred to as FVWDB).

ARTICLE II.

The period of existence shall be perpetual.

ARTICLE III.

- A. The purpose for which this corporation is organized is to provide policy guidance with respect to activities provided under the Workforce Investment and Opportunity Act (Public Law 113-128) within the Workforce Delivery Area covering the counties of Calumet, Fond du Lac, Green Lake, Waupaca, Waushara, and Winnebago in the State of Wisconsin or such other Workforce Delivery Area as subsequently redesignated by the Governor of the State of Wisconsin. The basic purpose of the corporation shall be to integrate, coordinate and oversee the implementation and use of funds granted under the provisions of the Workforce Innovation and Opportunity Act. The corporation may also engage in any lawful activities within the purposes for which corporations may be organized under the Wisconsin Non-Stock Corporation Law.
- B. No part of the earnings or funds of the corporation shall inure to the benefit of or be distributable to its members, director, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- C. The activities of the corporation shall not be substantially related to the influencing of legislation and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
- D. Upon dissolution of the corporation, the Board of Directors shall be responsible to pay and make provisions for assets by either completing the granting of funds assigned to the corporation or by returning said funds and any other assets to the state funding agency from whence such funds came.

ARTICLE IV.

The corporation shall have and continuously maintain in Wisconsin a registered agent as required by the Statute.

ARTICLE V.

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 VI.

Location of the principal office of the corporation shall be Fox Valley Workforce Development Board, Inc., Neenah, Wisconsin 54956. The address of the registered office may be changed from time to time by the Board of Directors as deemed necessary.

ARTICLE VII.

Membership ratio shall be as set forth in the Workforce Innovation and Opportunity Act and the Consortium Agreement for the Fox Valley Workforce Development Area. Specific details pertaining to the membership requirements and designations are found in the CEO Consortium Agreement which is reviewed annually (Attachment 1). The designation shall be at the discretion of the County CEOs responsible for appointments with exception to DWD appointed positions. Please note that 'public sector' members may fill more than one position if applicable. If a specific category does NOT exist, it does not need to be filled.

Board members may be appointed based on their county of employment or residence. The Board and County Consortium will ensure that each county is represented by a total number of individuals based on a calculation of resident population. Alternate or proxy Fox Valley Workforce Development Board Directors shall not be appointed or designated

Section 1:

The terms of the Board of Directors shall be fixed and staggered in accordance with the Workforce Innovation and Opportunity Act. Terms of the Board of Directors shall be for three years and may be reappointed beyond that. The Board will ensure that not more than one-third of all Board members have expiring terms each year through an annual review of the Board roster. Terms expire on June 30th.

Section 2:

Members of the WDB shall be appointed by their respective county CEOs consistent with the requirements of the County Consortium Agreement and in compliance with Section 107 (c) (1) of the Workforce Innovation and Opportunity Act. Nomination and appointments shall be made in accordance with applicable Local or State criteria, conform to the Federal legislation, and meet the requirements of any plan of representation adopted by the Board. Some Board directors, by virtue of their employment, may represent multiple counties. However, they shall be appointed by one elected official.

Section 3:

If a member of the Board of Directors resigns, he or she shall notify either the Fox Valley Workforce Development Board Chair or staff of FVWDB. The Fox Valley Workforce Development Board Chair or staff of the FVWDB, will inform the Chief Elected Official from the member's county of employment or residence of the resignation and request a reappointment to fill the remainder of the member's term. All vacancies on the Board shall be filled in the same manner as they were appointed.

Section 4:

A member of the Board of Directors may be removed for good cause at any meeting of the Board by the affirmative vote of two-thirds of the Directors. Attendance at Board and Committee meetings is important in order to conduct Board business. If a member misses two meetings (Board and/or Committee) in a row with unexcused absences, they are notified by the CEO representing their county and placed on probation. If a member misses three meetings (Board and/or Committee) in a row with unexcused absences, they will be dropped from membership, pending above Board action.

Section 5:

The Board may authorize compensation for services rendered to the corporation, consistent with funding source guidelines and law. Board members and technical advisors are eligible to be reimbursed directly by the Workforce Development Board for travel expenses to attend meetings called by the Chair in accordance with the Bylaws.

- (1) Mileage may be reimbursed based on current federal or state rates.
- (2) Meals: Based on current federal or state rates.
- (3) Lodging: Based on current federal or state rates. Receipts required.

Section 6:

When a vacancy occurs on the Board for reasons other than resignation, the vacancy shall be filled to carry out the balance of the term in accordance with the procedures of Article VII of these Bylaws.

ARTICLE VIII. The Board of Directors Shall:

- 1) Act within the scope of the FVWDB/CEO Joint Agreement.
- 2) Approve Workforce Innovation and Opportunity Act Plans and oversee the programs conducted under the Workforce Innovation and Opportunity Act according to procedures developed by the Board.
- 3) Act as the grant recipient and administrating entity.
- 4) Establish the corporation's overall priorities, projects, and programs.
- 5) Allocate Workforce Innovation and Opportunity Act funds on the basis of the priorities established.
- 6) Manage the affairs of the corporation and receive and extend all funds made available to it in accordance with contractual requirements of the funding sources.
- 7) Coordinate and approve, modify or reject all projects submitted to it.
- 8) Designate a depository for corporate funds and establish proper monetary controls and accounting procedures.
- 9) Appoint the necessary standing committees to effectively carry out the purposes of the corporation.
- 10) Establish corporation policies either directly or indirectly through the committee process as necessary.

ARTICLE IX. Officers

The Board shall elect by simple majority from its membership a Chair, Vice-Chair, Secretary and Treasurer. The Chair and Vice-Chair shall be a private sector representative.

Section 1:

The principal officers shall be elected at the annual meeting (May) of the Board of Directors and those elected shall take office July 1 until June 30 of the following calendar year. Thereafter the Board at the annual meeting shall elect the principal officers or any special meeting called for such purpose and serve one-year terms. Each officer may succeed himself or herself not to exceed two years total.

Section 2:

If any office on 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 3: Duties and Qualifications of Officers:

- (1) Chair: 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 ex-officio member of all committees of the corporation; shall make all appointments to committees and task forces, subject to the approval of the Board of Directors, and shall have the general powers and duties usually associated with the office of President, pursuant to Chapter 181, Wisconsin Statutes, such as the ability to sign certificates, contracts, and other instruments of the Corporation which are authorized by the Board. The Chair shall have the same rights as other members to discuss any questions before the Board, but shall have the right to relinquish the chair to offer resolutions, to make motions, or to second motions.
- (2) Vice-Chair: Shall be from among the Directors who are representatives from the private sector; shall serve in the Chair's stead if the Chair is unable to perform other duties as the Chair and Board of Directors may direct. At such times, the Vice-Chair shall have all the powers of the Chair.
- (3) Secretary: The Secretary of the FVWDB shall attend the meetings of the Board of Directors and the Corporation and shall ensure accurate records of its proceedings, filing, and preservation of the FVWDB's records and vouchers in a manner convenient for reference. The Secretary shall approve meeting minutes before dispersal to the Board. Upon request, the Secretary shall report minutes of the regular and special meetings which are to be published in accordance with the Wisconsin Statutes and shall perform other duties as the Chair and Board of Directors may direct.
- (4) Treasurer: Ensure all funds collected and spent are recorded and that a current account of the assets and liabilities of the corporation are kept. The books of account shall, at all reasonable times, be open to inspection by any Director. The Chair shall assign the Treasurer as the Finance & Personnel Committee Chair.
- (5) Any document required or permitted by Wisconsin Statutes Chapter 181 to be signed by the Chair, Vice-Chair, Secretary, or Treasurer may be signed by the Chair (or Vice-Chair in the Chair's absence).

ARTICLE X. Meetings

Section 1:

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

Section 2:

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

Section 3:

Special meetings of the corporation may be called at the request of the Chair.

Section 4:

Notice of each regular and annual meetings shall be given by written notice delivered electronically (e.g. email) or through the mail no less than seven (7) days prior to the meeting, such notice shall be deemed to be delivered when the email is sent or the notice is deposited in the United States mail so addressed with postage thereon prepaid. Notice of special meetings shall be given not less than five (5) days prior to the meetings, except in emergency situations. All meetings and notices thereto shall be subject to the provisions of the Wisconsin Open Meetings Law.

Section 5:

A simple majority must be present at a board meeting to establish a quorum and one (1) member present must be an officer.

Section 6:

At all corporate meetings, each Director shall have one (1) vote. No proxy votes shall be permitted. Simple majority vote of Directors present shall prevail in all matters except the removal of a member of the Board of Directors for good cause (Article VII, Section 4) and approval of all Workforce Investment Plans. Revisions/ modifications to the plans only require a majority vote of members present at the meeting where the plan is subject for action, and if the established quorum is present.

Section 7:

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

Section 8:

The Bylaws, or standing rules of the corporation shall govern the procedure for all meetings of the corporation.

Section 9:

Chief Elected Officials of the Fox Valley Workforce Development Area shall be granted speaking privileges at board meetings, but shall have no voting rights.

Section 10:

The use of technology, such as phone and Web-based meetings, will be used to promote Board and Committee member participation.

ARTICLE XI. Conflict of Interest

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

- a. Casting of Votes: No member of FVWDB, Advisory Committee, or committee thereof, nor the Chief Elected Official 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 matter.

(This requirement, in and of itself, does not preclude Fox Valley Workforce Development Board members or their businesses from participation in training contracts.)

- b. Wisconsin Statutes Governing Conflict of Interest: Wisconsin Statutes define misconduct in public office, as well as conflicts of interest, in Sections 946.12 and 946.13. The conduct constituting misconduct in public office and conflict of interest under Sections 946.12 and 946.13 are, therefore, prohibited by these By-Laws.
- c. In order to guide the ethical conduct of the FVWDB, the Board shall adopt the following:
 - (1) Code of Standards: The FVWDB shall maintain a written code of standards of conduct which will govern the performance of its directors, employees and agents in contracting with or otherwise procuring supplies, equipment, or services. These standards will conform to state regulations applicable to public contracts.
 - (2) Use of Position: The FVWDB shall prohibit its directors, employees, and agents from using their positions for a purpose that is, or that gives the appearance of being, motivated by a desire for private gain for themselves or those with whom they have family, business, or other ties.
 - (3) Appearance of Conflict: The FVWDB and its directors, employees, and agents shall avoid organizational and personal conflict of interest and the appearance of conflict of interest. An annual Conflict of Interest attestation form shall be filed not less than annually.

ARTICLE XII. Nepotism

- a. No FVWDB director or employee of the FVWDB 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 FVWDB director or employee of the FVWDB 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.

ARTICLE XIII. Maintenance of Effort

The FVWDB shall comply with the Maintenance of Effort provisions described as follows:

- a. Displacement: FVWDB shall comply with the following:
 - (1) WORKFORCE INNOVATION AND OPPORTUNITY ACT programs shall result in an increase in employment and training opportunities over those that would otherwise be available in the area.
 - (2) WORKFORCE INNOVATION AND OPPORTUNITY ACT programs 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) WORKFORCE INNOVATION AND OPPORTUNITY ACT programs 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: WORKFORCE INNOVATION AND OPPORTUNITY ACT 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: WORKFORCE INNOVATION AND OPPORTUNITY ACT participants may not be hired into or remain in a position when the same or a substantially equivalent position is vacant due to a hiring freeze.
- d. Layoffs and Recalls: WORKFORCE INNOVATION AND OPPORTUNITY ACT participants may not be hired into or remain working when any person who is WORKFORCE INNOVATION AND OPPORTUNITY ACT funded is one of the following:
 - (1) A person is on layoff from the same, or substantially the same, 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.
 - (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.

ARTICLE XIV. Deposits

Section 1:

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

Section 2:

A director or FVWDB designated employee shall sign all checks, drafts, or other orders of payment of money, notes, or other orders of indebtedness issued in the name of the corporation. Bonding or insurance protection shall be provided to those eligible to disburse funds.

Section 3:

The corporation shall have all powers permitted by law.

ARTICLE XV.

These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors in office at a duly called meeting, provided the proposed amendment shall have been submitted in writing to all Directors in advance of such meeting.

ARTICLE XVI.

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

ARTICLE XVII.

The Board shall establish such standing committees and ad-hoc committees as it chooses from time to time. Except as herein provided for the Executive Committee, the Board shall set the number of Directors or other designees to sit on said committees. Any Fox Valley Workforce Development Board member may attend and provide input, but only members of that committee may vote.

A simple majority of more than one-half, shall constitute a quorum at any regular standing committee meeting.

Section 1: Executive Committee:

- (1) The Executive Committee shall function for the Board between meetings of the Board. The Executive Committee shall have authority to act on behalf of the Board and the corporation between meetings of the Board and report back to the full Board for those issues set forth in subsection 6.
- (2) The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer and Immediate Past Chair of the corporation, along with one representative from each county not already represented by the officers listed. The Chair of the Chief Elected Officials Consortium will serve in a non-voting ex-officio position.

- (3) If an Executive Committee position becomes vacant during said term the Chair shall appoint a replacement to fill the position for the remainder of the term.
- (4) Meetings of the Executive Committee shall be held at a time, place, and date selected by the members. The Chair, as needed, shall call special meetings of the Executive Committee.
- (5) The Executive Committee shall recommend board organizational procedures and policies not under the purview of the other standing committees, changes in the Bylaws, and Fox Valley Workforce Development Board/Chief Elected Officials Joint Agreement.
- (6) The Executive Committee shall:
 - a. Deal with issues regarding the corporate status of the Board.
 - b. Act as liaison with Chief Elected Officials on major issues.
 - c. Establish ad hoc committees and recommend standing committees.
 - d. Provide direction on applicable policy, evaluate performance and establish direction for the Chief Executive Officer.
 - e. Deal with issues regarding membership and attendance.
 - f. Review annually the Fox Valley Workforce Development Board/CEO Joint Agreement with the Chief Elected Officials.
 - g. Function as the authorized representatives of the Board to meet with the County Chief Elected Officials from each of the counties within the Workforce Development Area which shall constitute a committee for negotiation of any disagreements/issues over any Workforce Innovation and Opportunity Act related matter.
 - h. Approve local performance standards negotiated with the state.
 - i. Delegate program funds to go under specific committee oversight.
 - j. Recommend the five-year strategic plan to FVWDB.

Notice of Executive Committee meetings shall be subject to the provisions of Wisconsin's Open Meetings Law.

Written notices of all regular Executive Committee meetings shall be given five (5) days in advance indicating, time, place, and agenda. All members will be notified in advance.

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.

Section 2: Other Standing Committees

1) Strategic Programs Committee shall:

- a. Oversee the system-wide operational issues in the Job Centers.
- b. Determine process for identifying One Stop Operator(s).
- c. Designate and certify Job Centers.
- d. Identify funding needs related to Workforce Innovation and Opportunity Act "Core" Services for Job Centers.
- e. Promote and participate in the development of a school-to-work system that connects youth to employment and training opportunities.
- f. Oversee the allocations of adult, dislocated worker and youth program funds.

- g. Oversee the process of developing MOUs with the required Job Center partners.
- h. Carry out any required competitive process for WIOA contracts and for other available funds.
- i. Regularly review the quality and performance of all services.
- j. Conduct oversight and evaluate outcomes of Workforce Innovation and Opportunity Act and other FVWDB customer-facing programs.
- k. Act as a strategic planning body for all customer-facing programs.

2) Finance & Personnel Committee shall:

- a. Review financial information and expenditure reports.
- b. Review and make recommendations to financial procedures.
- c. Review and make recommendations to Program Year (PY) budgets to the Board.
- d. Review and make recommendations on personnel policies/issues.
- e. Conduct review of salary ranges and benefit packages from a cost and recruitment/ retention perspective on a cycle determined by the board.

3) Ad Hoc Committee(s) shall:

- a. Be established by the Board or Executive Committee.
- b. Function as appropriate until the objective is reached or the Board dissolves the committee.
- c. Have their purpose reviewed on a quarterly basis unless a specific timeframe is otherwise determined.

Section 3:

Each standing committee member shall serve for a period of one (1) year and may succeed himself or herself not to exceed two consecutive years (three years total).

Section 4:

The Board Chair appoints Chairs and members of the committees. Vacancies, voting, and quorums shall be consistent with the Board policies.

Section 5:

Individuals appointed to any Committees do not have to be an Officer or Director on the Board. Standing committees must include a minimum of two (2) non-Board members as per WIOA requirements.

Section 6:

All committees of the FVWDB shall be subject to the provisions of Wisconsin Open Meetings Law.

The Fox Valley Workforce Development Board is an equal opportunity employer and service provider. If you have a disability and need assistance with this information, please dial 7-1-1 for Wisconsin Relay Service or at 800-947-3529. At no cost, you may request information in an alternate format, including language assistance or translation information to your preferred language by contacting us at (920) 594-3655.

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**SELECTION OF THE
WORKFORCE DEVELOPMENT BOARD**

Appointment of the Workforce Development Board (WDB) shall be carried out as described in Section 107 of the Workforce Innovation and Opportunity Act of 2014.

A. Members of the WDB shall consist of representatives of:

1. A majority of the members of each local board shall be representatives of business in the local area, who-
 - (i) are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
 - (ii) represent businesses, including small businesses, or organizations representing businesses described in this clause, that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area; **and**
 - (ii) are appointed from among individuals nominated by local business organizations and business trade associations.

2. Not less than 20 percent of the members of each local board shall be representatives of the workforce within the local area, who-
 - (i) **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;
 - (ii) **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;
 - (iii) **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**
 - (iv) **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;

3. Each local board shall include representatives of entities administering education and training activities in the local area, who—
 - (i) **shall** include a representative of eligible providers administering adult education and literacy activities under Title II;
 - (ii) **shall** include a representative of institutions of higher education providing workforce investment activities (including community colleges);

Attachment 1

- (iii) **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;
4. Each local board shall include representatives of governmental and economic and community development entities serving the local area, who—
- (i) **shall** include a representative of economic and community development entities;
 - (ii) **shall** include an appropriate representative from the State employment service office under the Wagner-Peyser Act serving the local area;
 - (iii) **shall** include an appropriate representative of the programs carried out under Title I of the Rehabilitation Act of 1973 serving the local area;
 - (iv) **may** include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and
 - (v) **may** include representatives of philanthropic organizations serving the local area; and
5. Each local board **may** include such other individuals or representatives of entities as the chief elected official in the local area may determine to be appropriate.
6. The State of Wisconsin has also directed that a representative from Unemployment Insurance be placed on each board.
- B. All members will be appointed by the Counties based on the requirements of the law and other locally defined considerations with the exception of those positions appointed by DWD.

Category	Minimum Required	Requirement
Business	at least 51% of total board	Shall
Workforce Representatives	at least 20% of total board	Shall
Labor Organizations	1	Shall
Labor Training/Apprenticeship	1	Shall
<i>Community Based Organization</i>	N/A	<i>May</i>
<i>Youth Organization</i>	N/A	<i>May</i>
Adult Basic Ed & Literacy	1	Shall
Higher Education Organization	1	Shall
<i>Local Education Organization</i>	N/A	<i>May</i>
State Employment Service (W-P)	1	Shall
Vocational Rehab	1	Shall
Housing / Transportation Agency	N/A	Shall
<i>Philanthropic Organization</i>	N/A	<i>May</i>
State Unemployment Rep (DWD mandate)	1	Shall

Attachment 1

- C. WDB members will be reviewed annually by the Chief Elected Officials present for approval.
- D. The WDB will select its chairperson from the private sector business members.
- E. WDB members shall be appointed for fixed and staggered terms.
- F. Vacancies will be filled according to the established by-laws.
- G. The WDB must be comprised of at least 20% female members.
- H. One minority representative must be appointed to the WDB if there is at least 3% minority population in the WDA.