

**BY-LAWS**  
**Workforce Investment Board**

Mission Statement



*The Workforce Investment Board of Northwest Missouri is an appointed group of community leaders responsible for developing and directing employment-related opportunities. Our goal is an economically self-sufficient, productive, and skilled workforce through partnerships with the community, businesses, and the workforce.*

**Article I.**

**Name and Location of the Principal Office**

- 1.1 The Board shall be known as the Northwest Workforce Investment 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 P.L. 105-220, the Workforce Investment Act of 1998.

**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 Investment Act of 1998 (P.L. 105-220), 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. 105-220;

- 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 Investment 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 investment 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 investment plan as experience and current economic conditions dictate.
- 3.4 In cooperation with the chief-elected officials, the Board shall appoint a Youth Council who will assist the Board with the development of those portions of the local workforce investment plan which deal with youth, make recommendations regarding grants or contracts to carry out youth activities, and provide general oversight for youth activities.
- 3.5 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 intensive services.
- 3.6 The Board shall coordinate workforce investment activities and develop employer linkages in the local area, and shall participate in collaborations which support such ends.
- 3.7 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 investment 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. 105-220, and in various regulations developed by the US Department of Labor and the State.
- 4.2 Northwest Workforce Investment Board terms are for a five-year period commencing July 1. The membership shall continually maintain at least a simple majority of business

representatives, shall be as equitably drawn from the three subregions as possible, and shall reflect the following composition of 40 total voting members. The Board itself must be certified every two years.

Education – incl. Perkins (2)	Labor (2)	Community-Based (2)
Economic Development (2)	WIA Title I Operators (3)	Wagner Peysen/ NAFTA/Vets (1)
Adult Education/ Literacy (1)	Vocational Rehabilitation (1)	TANF (1)
Older Worker Title V (1)	Migrant & Seasonal Farm Workers (1)	Community Services BG (1)
Unemployment Compensation (1)		Business (21)

- 4.3 The Presiding Commissioners of the eighteen county Commissions within the Northwest region shall be Ex-Officio, non-voting members of the Board.
- 4.4 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 Investment Area.
- 4.5 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 Investment 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.
- 4.6 The Board may approve Ex-Officio, non-voting Board members who may attend all meetings of the Board, and may participate in all deliberations, but may not execute a vote. At a minimum, this shall include Presiding Commissioners (3.3) and Youth Council members who are not voting members of the Northwest Workforce Investment Board.

- 4.7 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. The WIB 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 1989, revised 1998. 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 1989, revised 1998, 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 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 or 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 deemed to be present when at least 10 voting members are present, and at least 5 of the attendees are private sector members. This quorum standard shall be met at least once per quarter. Each and every decision of the majority of the members present ***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.**
- 5.7 If the aforementioned quorum is not present at a regularly-scheduled meeting, or special meeting duly-called, but at least 10 members are present, four of whom are representatives of the private sector; those members present shall have the power to act in the capacity of the full Board. Decisions made shall be valid as the binding act of the Board. The powers granted in this section shall be deemed to be emergency powers, and shall not be exercised, except in those cases when action is called for reasons of necessity due to deadlines. In no case shall meetings held without the quorum as defined herein (5.6), be for more than two consecutive meetings.
- 5.8 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 be mailed 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 shall 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 it be 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. The Nominating Committee will be appointed at the June Workforce Investment Board meeting. The slate of officers will be presented and elected at the August Board meeting, and officers will begin their terms in October.

- 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. Additionally, all papers and instruments executed on behalf of the Board, shall be executed in the name of the Workforce Investment 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, 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 any two of the following three: the Chairperson, Vice-Chairperson, Treasurer; or in accordance with policies and procedures adopted by resolution of the Board.

## 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 Investment Board and the Chief-Elected Officials.

## Article IX

### Committees

- 9.1 With the approval of the Board, the Chairperson may appoint members to serve in the following committee structure;

a. Executive Committee

There may be an Executive Committee, consisting of seven 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. The At-Large members of the Executive Committee shall be nominated by the Nominating Committee and elected by the Board.

Membership on the Executive Committee shall be for one year. 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 Plan, as defined by Public Law 105-220, the Workforce Investment Act of 1998; Title I, Chapter 2, Section 118;
- \* Approving budgets, in partnership with the chief-elected officials;
- \* Establishing and reviewing policies and procedures for program operation and service delivery;
- \* Acting as a liaison with the Chief-Elected Officials;
- \* 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;

- \* Identifying nominees to the Youth Council, who meet the criteria in Public Law 105-220, Title I, Chapter 2, Section 117, (h), for the approval of the Board and the chief-elected officials.

b. Marketing Committee

There may be a marketing committee, which will plan and assist in educating and informing our communities about the role of the Board and services available. Activities may include Speaker's Bureau, Board Training, and the development/distribution of media products.

c. Program Oversight

There may be a Program Oversight Committee to fulfill oversight functions mandated by Public Law 105-220 and attendant regulations, including:

- \* Conduct preliminary evaluations, and make recommendations to the Board for the selection of operators and providers;
- \* Review performance and expenditures, recommend corrective action;
- \* Develop program ideas;
- \* Negotiate local performance measures; and
- \* Provide oversight of the one-stop delivery system.

d. Resource Development

There may be a resource Development Committee which will explore alternative resources of funding for existing and new services. Part of the identification and development of resources will be to clearly catalog existing resources for customer support and traditional workforce development activities.

e. By-Laws

There may be a By-Laws Committee, consisting of the Board Chairperson and no less than two persons from each subregion, or any equal number of persons from each subregion. The duties of the By-Laws Committee will be to review the By-Laws, and recommend changes annually, or as needed.

f. Interagency Team

There may be an Interagency Team composed of practitioners in the workforce development field, both members and non-members of the Workforce Investment Board. These One-Stop partners will provide the research and base-work for various WIB efforts including the development of the MOU, continuous improvement tracking, and marketing to job-seekers.

g. Youth Council

There may be a Youth Council composed of stakeholders in the development and operation of effective youth job training programs, both members and non-members of the Workforce Investment Board. This Council will provide recommendations to the WIB in the selection of youth program contractors. The Board, with the approval of the chief-elected officials, shall appoint members to the Youth Council, according to the criteria in Public Law 105-220, Title I, Chapter 2, Section 117, (h). Those members of

the Youth Council who are not voting members of the Workforce Investment Board, shall be ex-officio, non-voting members of the Board.

h. Nominating Committee

There may be a Nominating Committee, consisting of no less than one person from each subregion, or any equal number of persons from each subregion. The duties of the Nominating Committee will be to nominate a slate of officers and Executive Committee for the consideration of the Board.

i. Adult Education & Literacy (AEL) Advisory Committee

There may be an AEL Advisory Committee composed of individuals residing in Putnam, Sullivan, Linn, Livingston, Grundy, Mercer, Harrison, Daviess, or Caldwell counties who have an interest in, and commitment to, literacy and general education services. At least two members of the Advisory Committee shall be members of the Northwest Workforce Investment Board; the Board shall receive at least an annual report regarding the financial and programmatic accomplishments.

9.2 There may be other such committees as the Chairperson of the Board, with the approval of the membership, shall designate by resolution or adoption of policies and procedures.

9.3 Each member of the Board shall be appointed to one or more committee by the Board Chairperson. Other members may also be appointed to serve on the committees who are not members of the Board.

9.4 As a result of the collaborative nature of workforce development, there may be other Councils, Teams, and/or Advisory Groups who have a direct relationship with the Board. Except for the Youth Council described in 8.1g, these relationships shall be informal, and shall not impose duties or limitations on either.

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, the Northwest Workforce Investment Board staff shall prepare a work program setting forth the proposed activities and work of the Board for the ensuing fiscal year, along with budgetary requirements for such programs, which shall be used as the operating guide of the Board for that particular period. The work program and budget shall be submitted to the Executive Committee for appropriate action, and if approved, to the entire Board for adoption, with the approval of the chief-elected officials, at the last regular meeting prior to the end of the fiscal year.

- 11.2 The Northwest Workforce Investment 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 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 subrecipient. 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 Investment Board, or an amendment thereto; the Agreement and/or Resolution establishing the Board shall prevail.
- 13.3 The Workforce Investment Board has negotiated a working agreement with the chief-elected officials to operate and execute their mutual duties under Public Law 105-220.

## Article XIV

### Amendments

- 14.1 The By-Laws of the Northwest Workforce Investment 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 present. A two-thirds majority vote in the affirmative by those present 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 Investment 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  
Board Approved: December 7, 2010;