



BYLAWS OF THE
NORTHWEST WISCONSIN WORKFORCE INVESTMENT BOARD, INC.

ARTICLE 1

PURPOSE

These By-laws have been adopted by the Northwest Wisconsin Workforce Investment Board for the purpose of self-regulation and of the regulation of those committees, offices, and officers established by, and responsible to it. The term "WIB" or NWWIB used hereinafter in these By-Laws is construed to mean the Northwest Wisconsin Workforce Investment Board (NWWIB), a non-profit corporation. It is the express intent of the NWWIB and the purpose of these by-laws to advance the work of the WIB as provided for by State and Federal Workforce Innovation and Opportunity Act laws and regulations: To carry on the business of providing Workforce Innovation and Opportunity Act activities that increase the employment, retention, and earnings of participants. Increase occupational skill attainment by participants, and as a result, improve the quality of the workforce and, to reduce welfare dependency and enhance the productivity and competitiveness of northwest Wisconsin.

ARTICLE II

NAME AND LOCATION

Section 2.1 Establishment: The Northwest Wisconsin Workforce Investment Board shall be established in accordance with Public Law 113-128 of the Workforce Innovation and Opportunity Act and in accordance with future amendments or successor legislation, at such times as they may occur. The name of this organization shall be the Northwest Wisconsin Workforce Investment Board, herein after known as the NWWIB, WIB, or Board.

Section 2.2 Area Represented: The area represented by the NWWIB shall be the ten (10) Wisconsin counties of **Ashland, Bayfield, Burnett, Douglas, Iron, Price, Rusk, Sawyer, Taylor, and Washburn** also identified as Workforce Development Area #7 (WDA #7).

Section 2.3 Office: The WIB shall establish its operations within the boundaries of WDA #7. Such location(s) will be reasonably central so as to be accessible to persons from those counties, which comprise the membership of the WIB. The WIB may from time to time establish other offices as it may deem necessary to further its activities either generally or for specific matters.

ARTICLE III

FUNCTIONS AND AUTHORITY

Section 3.1 Authority: Authority is provided for the WIB to perform all functions and do all acts, which the corporation might do or perform under Public Law 113-128, and as solicited or assigned through other funding sources, including but not limited to, contracting for services and awarding grants and contracts. Its decisions shall be final in matters determined "reasonable and proper". The Board has the power to convene or poll itself by majority vote of private sector and public representatives. The Board may enter into contracts or agreements to provide other services that are in keeping with its purpose.

The WIB shall enter into a formal written agreement with the Chief Elected Official (see definition of CEO as defined in the Act) as to the implementation of the Workforce Innovation and Opportunity Act within WDA #7.

Section 3.2 Legislative or Political Activities: The WIB shall comply with the Hatch Act (and any amendments thereto) and not have a substantial part of its activities of the corporation carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The WIB shall provide program and policy guidance for, and exercise oversight of the activities under the Workforce Innovation and Opportunity Act Plan for WDA #7 with the Chief Elected Official (CEO) and in accordance with. [WIOA Public Law No. 113-128](#)

Section 3.3 Operational Limitations: Notwithstanding any other provisions of these articles, the Board shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954, or by any future corresponding provision of United States Internal Revenue Code of 1954, or by any future corresponding provision of any United States Internal Revenue law.

Section 3.4 Local Plan: The WIB shall develop and approve a Workforce Innovation and Opportunity Act Local Plan for the Northwest Wisconsin Workforce Development Area which describes who will be served, the general nature of those services, and the allocation of resources in accordance with state guidance, in partnership with CEO and consistent with [WIOA](#) sec. 108.

Section 3.5 Functions: The WIB shall assume other responsibilities and activities as outlined in 20 CFR § 679.370. and/or as authorized under the Workforce Innovation and Opportunity Act and any other subsequent state or Federal legislation or funding opportunities pertaining to Workforce Investment.

At the minimum and in accordance with 20 CFR § 679.370 the Board or Board staff shall:

1. Develop the Local and Regional Plan and conduct oversight of the One-Stop System, youth activities, and employment and training activities under Title I of WIOA. The Board shall

convene local workforce development system stakeholders to assist in the development of the local plan and in identifying Nonfederal expertise and resources to leverage support for workforce development activities.

2. Conduct workforce research and regional labor market analysis.
3. Lead efforts to engage with a diverse range of employers and entities in the region to promote business representation; to develop effective linkages with employers to support utilization of the workforce system; to ensure that workforce investment activities meet the needs of employers and support economic growth in the region; and to implement proven and promising strategies.
4. Negotiate local performance accountability measures.
5. Designate and/or certify One-Stop operators with the agreement of the CEO. If the Board is operating as the One-Stop operator, then outside entities will be engaged for this process to eliminate conflict of interest.
6. Identify eligible training providers, providers of career service and youth organizations based on recommendations from Board members and the Youth Committee as well as locally developed performance and labor market information.
7. Develop a budget for the activities in the local area, consistent with the local plan and duties of the Board.
8. Lead efforts, with representatives of secondary and postsecondary education programs, in the local area to develop and implement career pathways within the local area.
9. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers and jobseekers.
10. Coordinate activities with education and training providers in the local area, including workforce, adult education and literacy, career and technical education, and Vocational Rehabilitation activities. Specifically, this includes reviewing applications to provide adult literacy activities under Title II to determine whether applications are consistent with the local plan, and implementing cooperative agreements with Vocational Rehabilitation agencies to enhance provision of services to individuals with disabilities.
11. Lead efforts in the local area to identify, promote, and disseminate proven and promising strategies and initiatives to meet the needs of employers and workers. The Board will assess the One-Stop for accessibility for individuals with disabilities.
12. Provide provision of program oversight and consumer choice requirements, in partnership with the CEO.

ARTICLE IV

MEMBERSHIP AND COMPOSITION

Section 4.1 General Information: The members of this corporation shall be appointed by the Chief Elected Official pursuant to the provisions of the Chief Elected Official (CEO) Shared Liability Agreement, the Workforce Investment Board/Chief Elected Official (WIB/CEO) agreement, and the Workforce Innovation and Opportunity Act and any amendments or successor legislation at such time as they may occur. All members shall serve as directors of the corporation.

A. Section 4.2 Nomination And Appointments To The Northwest Wisconsin Workforce Investment Board (Nwwib)

- 1) The CLEO has the exclusive responsibility to appoint members to the NWWIB from individuals recommended by the CEOs in accordance with § 679.320. Membership of the NWWIB shall meet the guidelines of WIOA section 107(b)(2).
 1. CEOs shall diligently keep abreast of the needs and demands of the industries of their counties and seek nominations based upon high demand labor needs of their area.
 2. Each CEO will contact (within their county) appropriate businesses, workforce or educational entities, including chambers of commerce, labor representatives and local educational entities to request nominations for NWWIB membership. Those entities contacted will be provided with a description of the roles and responsibilities of the NWWIB.
 3. The CEOs will submit the nominations received to the CLEO for review. The CLEO will then submit to the CEOs a NWWIB membership for approval by a simple majority vote at meeting called for that purpose.
 4. Additional members may be appointed beyond those minimally required by WIOA or the state. If any such appointments are made, the 51% business representative membership and 20% labor representative membership requirement shall be maintained.
 5. Appointments shall be for three-year terms with individual term appointments staggered so no more than one-third of board seats are appointed at one time.
 6. Each individual appointed to serve on the NWWIB and the nominating organization will complete and submit the following nomination documentation to the CLEO for member selection and appointment.
 - a. Signed Conflict of Interest form
 - b. Signed Member Nomination form
 7. Completed appointment documentation for NWWIB membership will be submitted to DWD for review, and the appointee will not be appointed to the NWWIB until the CLEO has received confirmation from DWD that the appointment has been affirmed.
 8. Upon confirmation from DWD, the CLEO will notify each member appointed to the NWWIB by letter or electronic means. Notification shall be at least 30 days before the next regularly scheduled meeting.

9. CEOs shall perform an annual assessment of the Board's membership and performance to ensure that the Board is performing adequately and in accordance with the direction and guidance CEOs provide.

B. REAPPOINTMENT OF MEMBERS

1. The CLEO is responsible for all reappointments. New nominations are required for all appointments from nominating organizations.
2. The CLEO must process reappointments within 60 business days from the effective date of the term expiration. During the 60-day period, the NWWIB will be able to legally act as a board and conduct business.

C. CHANGE IN STATUS

Members may continue to serve on the WIB until:

- a) The member may continue to serve until the replacement nominees' required documents are approved and confirmed in writing by the state.
- b) The classification under which they were appointed changes.
- c) The appointment is revoked by the CEO.
- d) The member becomes incapacitated or otherwise unable to complete their term of office.
- e) The member resigns.

1. NWWIB members who no longer hold the position or status that made them eligible to represent a specific sector on the NWWIB must resign or be removed by the CLEO immediately as a representative of that entity. A resignation is not effective until it has been accepted by the CLEO.
2. Any changes to the membership of the NWWIB must be reported to DWD within 20 business days from the date of the change. Notification shall include.
 - a. The name of the NWWIB member.
 - b. The nature of the change (addition, removal, etc.).
 - c. The organization represented.
 - d. Job title.
 - e. Category of inclusion (business, workforce, education & training, government/economic, and community development, other).

Section 4.3 Vacancies

The CLEO will ensure that NWWIB vacancies are filled within 60 business days from the time the vacancy was created.

MID-TERM APPOINTMENT

NWWIB members replacing outgoing member's mid-term will serve the remainder of the outgoing member's term.

REMOVAL

3. The CLEO may recommend that the CEOs remove a NWWIB member in the event any of the following occurs:
 - a. Documented violation of conflict of interest
 - b. Failure to meet NWWIB member representation requirements, as defined in the WIOA and in accordance with Local Board Membership Requirements
 - c. Documented proof of fraud and/or abuse of NWWIB funds
 - d. Intentional violation of Wisconsin Open Meetings Act
 - e. Criminal behavior
 - f. Other conduct detrimental to the NWWIB
 - g. Missing three or more meetings within a period of one year. The anniversary date of membership will determine each full year.
4. Recommendation for removal will be made on a case-by-case basis, depending on the facts of the situation.
5. The CLEO may appoint an independent entity to investigate the conduct of a NWWIB member and report back the findings.
6. The NWWIB may recommend the removal of a NWWIB member for the above violations to the CLEO by a vote in open session of no less than two-thirds (2/3) of the NWWIB voting members. The reason for the recommendation must be given in the minutes of the meeting.
7. The CEOs of NWA may recommend to the CLEO the removal of a member of the NWWIB by a vote in open session of no less than two-thirds (2/3) of its members. The reason for the recommendation must be recorded in the minutes of the meeting.
8. As soon as practical, but not later than five (5) days after a recommendation for removal, the CLEO must notify the NWWIB member and DWD in writing of the decision and reason for removal.

Section 4.4 Ethics/ Conflict of Interest: Code of Ethics/Conflict of Interest Members of the Board shall be subject to all Board policies related to ethics and conflict of interest as specified in the WIB/CEO Agreement or as stated in the Workforce Innovation and Opportunity Act, and as solicited or assigned through other funding sources. All members shall complete a "Conflict of Interest" statement annually.

ARTICLE V

MEETINGS

Section 5.1 Annual Meeting: The annual meeting of the Board shall be held within the third quarter of the calendar year for the purpose of electing officers and for other business brought before the WIB.

Section 5.2 Regularly Scheduled Meetings: The full WIB Board shall meet quarterly (spring, summer, fall and winter) in accordance with the wishes of the majority of the Board. Committees will hold meetings as necessary and shall report proceedings to the full WIB Board. The Chairperson may call a general WIB Board meeting, upon proper notice, as deemed necessary to conduct official business. Special meetings of the WIB Board of Directors may be held at the call of the Chairperson or any twelve (12) Directors

Section 5.3 Open Meetings: All meetings of the WIB shall be open in accordance with Chapter 66, Section 77, of the State Statutes, Open Meetings of Governmental Bodies.

Section 5.4 Special Meetings: Special meetings can be called by the Chairperson or at the request of two or more members of the WIB.

Section 5.5 Meeting Notice: An agenda shall be delivered to all members of the WIB Board at least five (5) days prior to each regular meeting. Each agenda will set forth the items of business to be considered in sufficient detail to reasonably apprise the members of the nature of those items or will be accompanied by other written materials to accomplish that purpose. Nothing contained herein will preclude other allowable business from being placed on agendas by appropriate motions. All meetings will be noticed and held in compliance with Wisconsin's open meeting laws. All meetings of the WIB Board shall be held in accessible locations as defined by the American's With Disabilities Act.

Section 5.6 Quorum: A quorum necessary to transact business at any regular or special meeting shall consist of at least a majority of the current membership of the WIB Board at the time of the WIB Board meeting. A majority of the committee membership shall constitute a quorum for all WIB Committees.

Section 5.7 Compensation: Compensation for travel, meals, and a meeting allowance will be made available to members of the WIB at rates and within limits established within the financial procedures manual. WIB members shall be paid mileage and a meeting allowance when they are serving in an official capacity at a WIB committee, or attending a full WIB meeting, conferences, or otherwise as a designee to represent the Chair at another function. Private sector non-WIB members serving on WIB Committees or as WIB or committee consultants may receive the same compensation as WIB members.

Section 5.8 Committee Meetings: Committees will meet as needed and upon the call of the Chairperson. All other provisions of WIB meetings apply to committees.

Section 5.9 Meeting Conduct: Subject to any contrary requirements in these Bylaws, the

Chairpersons of the WIB Board and Sub-Committees shall be guided by Robert's Rules of Order in the conduct of meetings.

Section 5.10 Electronic Meetings: As part of the effort to ensure WIB members actively participate in convening the workforce development system's stakeholders, brokering relationships with a diverse range of employers, and leveraging support for workforce development activities and unless otherwise restricted by the Articles of Incorporation or these Bylaws, Board Directors may participate in NWWIB Board or Committee meetings through electronic communications, videoconferencing, teleconferencing or other available technology which allows the Board Directors to communicate simultaneously or sequentially. Participation in a meeting pursuant to this subsection constitutes presence in person at the meeting. Closed session meetings will be limited to in person attendance.

Section 5.11 E-Vote. Voting by electronic mail (e-mail) is permitted under these Bylaws. Such calls of vote are to be reserved for issues of importance. This may arise, for example, in the event a quorum is not present at a formal meeting, or in the event that Board action is considered desirable at a time between regularly scheduled meetings. In such cases, all Board Directors have the right to submit a vote within a specified time period (no less than 24 hours, no more than 3 calendar days).

Vote by e-mail will be conducted in the following manner:

- a. The President or any three (3) Directors may request a vote via e-mail. Directors shall have 3 options regarding their vote:
- b.
 - i. Vote to pass the motion
 - ii. Vote to reject the motion
 - iii. Recuse themselves from the vote and motion
 - iv. Express the opinion that the motion is not amenable to an electronic vote.
- c. If any member objects to the electronic vote, the motion would remain subject to the "in person" quorum voting rules. If no objections are received, a simple majority of all Board Directors is required to pass the vote.

All directors must have access to electronic mail, and it is the responsibility of each WIB member to inform the NWWIB Chief Executive Officer of the correct e-mail address for purposes of correspondence and e-mail voting.

Section 5.12 Board Meeting Minutes: The WIB shall keep written minutes of all meetings. Minutes will include a record of votes on all motions. Minutes of the previous meeting shall be distributed to all members before the next meeting and shall be made available to the public upon request. The WIB Secretary may appoint a clerk from the WIB staff to assist.

Section 5.13 Proxy / Absentee Voting: The duty of care requires a board member to act in the best interest of the organization by applying all his or her accumulated knowledge and experience to issues that come before the board, via the exercise of the board member's independent and informed judgment. Board members are expected to attend meetings and

consider all points made during meetings prior to casting a vote. A board member cannot fulfill this duty by voting by proxy. Decisions are made only by the WIB members present in a properly called meeting at which a quorum is present and proxy and absentee voting is not allowed.

ARTICLE VI

OFFICERS

Section 6.1 Number: The officers of this WIB shall be three: Chairperson, Vice-Chairperson/ Chair-Elect, and the Secretary-Treasurer.

Section 6.2 Election: Officers of the WIB shall be elected every year at the annual meeting of the WIB by popular vote of the membership. Nominations for officers shall be received at said meeting from the floor. In the event that no nominees shall receive a majority vote, a run-off election shall be conducted between the two candidates that received the highest number of votes for a particular office.

Section 6.3 Terms of Office: The officers of the WIB shall serve for a term of one (1) year. Officers, however, may succeed themselves by re-election.

Section 6.4 Vacancies: In the event that any office shall become vacant, an election to fill the vacancy shall be conducted at the next meeting of the WIB. If a Chair leaves office, the Vice-Chair/Chair-Elect will assume that position's duties. A vacancy in the office of Vice-Chair/Chair-Elect shall be filled for the remainder of the term by an election conducted at the next WIB meeting.

Section 6.5 Duties of Officers:

Chairperson: The Chairperson shall be the chief officer of the Board. The Chairperson shall (a) preside at all meetings of the full Board; (b) appoint individual Committee and Standing Committee Chairs (Committee and Standing Committee Chairs must be members of the Board) and committees membership to accomplish tasks which are the responsibility of the Board; (c) sign legal documents on behalf of the Board; (d) prepare meeting agendas in counsel with the Chief Executive Officer; (e) serve as the Chairperson of the Executive Committee; and (f) perform other duties as prescribed by the Board.

The Chairperson's role shall also include the authority to:

- A. Carry out his/her duties as delegated in this Article, and those policies duly adopted by the corporation, and the Executive Committee;
- B. Appoint special committees to perform tasks deemed necessary during his/her term of office in accordance with these Bylaws;
- C. Authorize reasonable and proper expenses for the purpose of specific corporation duties;
- D. Call any committee into session at any time;
- E. Engage legal counsel in accordance with these Bylaws; and

F. Require regular or special reports from any committee or the Chief Executive Officer.

Vice-Chairperson/ Chair-Elect: The Vice-Chairperson shall preside in the absence of the Chairperson. The Vice-Chairperson / Chair-Elect will assume that Chair's duties in the event of the Chair's resignation before the end of their term. The Vice-Chairperson/Chair- Elect will become Chair at the annual meeting in the event that the Chairperson elects to end his term.

Secretary-Treasurer: The Treasurer shall be responsible for monitoring and oversight of the Board's fiscal responsibilities. The Treasurer shall perform other duties as assigned by the Chairperson. If determined by the Board as necessary, the Treasurer shall be bonded for faithful discharge of his/her duties, the sum and surety of which, the Board shall determine. The cost of any such bond shall be paid from corporate funds. The Secretary shall be responsible for the minutes of meetings of the Board and Committees. The Secretary may assign a clerk from the NWWIB administrative staff to keep minutes. The Secretary shall perform other duties as assigned by the Chairperson or by the Board.

Section 6.6: Multiple Offices: Board members may not hold multiple offices, except that the Board Chairperson is also the Chairperson of the Executive Committee.

ARTICLE VII

COMMITTEES

The Chairperson may appoint, from among the WIB members, a WIB Executive Committee, which shall have and may exercise all the authority of the WIB, when an emergency exists or when it is impractical for the full Board to act, provided that no such committee shall exercise the authority of the WIB with respect to the election of officers; or the adoption, repeal or amendment of the Articles of Incorporation or these By-Laws. The Chairperson may appoint such other committees, for such particular purposes as may be deemed necessary or desirable to enhance or assist the WIB in carrying out its duties. Any committees so appointed have such powers and authority as are explicitly delegated by the WIB, subject in all cases to the limitations enumerated hereinabove with respect to the Executive Committee. The action of such committees shall be reported to the full WIB at its next regular meeting. The members present shall constitute a quorum for all WIB Committees.

A) **Executive Committee**

The Executive Committee shall be comprised of the WIB Board Officers and two (2) members of the WIB Board of Directors as appointed by the Chairperson. A majority of the membership of the Executive Committee shall be from among the private sector. The Board will attempt to maintain geographic equity in designating the Executive Committee membership. The Executive Committee shall:

1.) coordinate and oversee the work of the Board and its committees to ensure

the Board is effective in developing and attaining broad strategic objectives,

2.) develop and coordinate Board development activities and review performance and expenditure reports,

3.) monitor the activities of the Board including attendance and participation,

4.) conduct business between full Board meetings provided the business is time sensitive and the nature and dollar value of the business complies with Board policies,

5.) establish and conduct or coordinate processes related to selecting and hiring the Chief Executive Officer of the corporation,

6.) review and evaluate the performance of the Chief Executive Officer and set the compensation or any adjustment(s) to the compensation. The review of the Chief Executive Officer's performance and any adjustment(s) to compensation shall be completed no later than June 30 of each year,

7.) establishing overall policy direction and recommendations for the WIB

8.) oversee the financial management system of the corporation including review of financial reports; review and recommend annual budgets to the full Board; adopt and oversee all administrative systems of the Board including those related to organizational structure, audits, personnel policies, administrative systems, and other internal operations of the Board. Business conducted by the Executive Committee as adheres to these Bylaws and Board policies shall be binding on the Board. All other actions of this committee shall be subject to affirmation or rejection by the full Board at their next meeting.

B) **Youth Committee**

Youth Committee members shall be appointed by the Chairperson of the Board. The Youth Committee is a committee comprised of members of the Northwest Wisconsin Workforce Investment Board and other community members with a special interest or expertise in youth policy. The Youth Committee shall comply with the Workforce Innovation and Opportunity Act. The Youth Committee shall

a.) Coordinate youth activities in the local area;

b.) develop portions of the local plan related to eligible youth;

c.) recommend eligible youth service providers in accordance with the Workforce Innovation and Opportunity Act, subject to the approval of the WIB;

d.) conduct reviews and oversight with respect to the local providers of youth services;

e.) carry out other duties as authorized by the WIB.

Procurement of youth services, including allocation of funding resources, shall be the responsibility of the Workforce Investment Board at the recommendation of the Youth Committee.

D) **Finance Committee**

The Finance Committee is a committee comprised of the Officers of the Northwest Wisconsin Workforce Investment Board members and an additional NWWIB Board member, appointed by the NWWIB Chairperson. The Finance Committee shall review all policy and finances of the corporation on a quarterly basis. The function of the Finance Committee shall be:

- Review completed audit and recommendations from audit exit conference;
- Review check registers;
- Review company credit card purchases;
- Review and approve agency severance policy;
- Review and approve changes to the Financial Procedures Manual;
- Review financial information and expenditure reports for carryover targeting;
- Review agency fraud risk factors and ethical behavior guidelines;
- Audit functions including:
 - be responsible for procuring the annual agency-wide audit as required by funding sources.
 - be represented at the initial or entrance meeting with the selected audit firm at the commencement of the agency-wide audit.
 - be informed if any material problems are discovered during the audit.
 - be presented with the draft audit report for review and comment.
 - be represented at the audit exit conference. be responsible for providing the Executive Committee and full Board a summary of the annual audit report.
 - be responsible to ensure that any required follow-up to the audit report is completed.
 - assist Board staff with continuous improvement of the audit process.
- Other tasks of a financial nature as needed.

E) **One Stop Committee**

The One-Stop Committee's responsibilities include planning for the attainment of short-term and long-term goals withing the Job Center system that achieve Workforce Innovation and Opportunity Act (WIOA) objectives and performance outcomes; and compliance with all pertinent legislation and regulations; discuss ways to reach common goals (i.e. performance, financial, customer satisfaction); and leverage resources. Members represent partners and constituent groups as identified in Section 121 in the Workforce Innovation and Opportunity Act.

F) **Strategic Directions and Development Committee**

This Committee consists of a cross section of WIB members from the public and private sector. The committee may recruit additional members to complement its pool of expertise. The additional members do not need to be WIB members but should be appointed by the Board. Roles of the Committee include:

- Work to meet the workforce development needs of businesses in selected industries and occupations with high wage career opportunities.
- Assist in the development of the local Workforce Innovation and Opportunity Act Plan, which may provide for the preparation of all or part of the plan, in partnership with CEO.
- Support initiatives which increase the labor supply for high demand industries, both current and future, in cooperation with state and local economic development partners.
- Work to create a bridge between educational institutions, business and industry by identifying skills needs and communicating them to educational partners.
- Create a public branding strategy for the workforce development system
- Create sustainability for our efforts
- Dedicate and identify resources to maintain customer service centers in each of the ten counties, or at minimum one for each industry cluster region.
- Provide information and to assist with operational and other issues relating to the provision of services to individuals with disabilities, including issues relating to compliance with section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.) regarding providing programmatic and physical access to the services, programs, and activities of the one-stop delivery system, as well as appropriate training for staff on providing supports for or accommodations to, and finding employment opportunities for, individuals with disabilities.

- E) **Liaison Committee:** A Liaison Committee consisting of three members of the CEO, appointed by, and including the CEO Chair, and two members of the WIB, appointed by and including the WIB Chair, shall be convened upon the joint call of the Chairs of the CEO and the WIB to resolve conflicts on issues of mutual concern. The Chairs, in making the appointments, shall jointly appoint one of the committee members as Chair and issue the charge to the committee. Upon issuance of its report to both parties, the committee shall be dissolved.
- F) **Ad Hoc Committees:** The Chairperson will create and appoint members to Ad Hoc Committees as necessary to accomplish specific purposes. The Chairperson of the Board will appoint Chairpersons of Ad Hoc Committees from the Workforce Development Board membership. Ad Hoc Committees will be appointed on a temporary, time-limited basis. Upon completion of assigned tasks, Ad Hoc committees shall dissolve.

ARTICLE VIII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall

also keep minutes of the proceedings of the WIB and its committees.

ARTICLE IX

STAFF & PROFESSIONAL SERVICES

The WIB may employ staff, agents, consultants, and professional services as are necessary to carry out the functions and purposes of the WIB. The Chair and WIB Chief Executive Officer shall be responsible for the selection, general management and supervision of such staff, agents, consultants, and professional services.

ARTICLE X

FISCAL YEAR

The fiscal year of the WIB shall correspond to the fiscal year for purposes of the Workforce Innovation and Opportunity Act.

ARTICLE XI

CONFLICTS OF INTERESTS

Section 11.1 Interest of WIB Members:

- A) Each WIB Member, staff, or applicant for funding shall disclose, on annual conflict of interest forms, any conflict of interest pertaining to any act or transaction of the WIB prior to the WIB addressing said act or transaction annually, each WIB Member must provide a written update to the disclosure statement. The staff shall provide disclosure updates to all WIB Members on an annual basis.
- B) The conflict shall be disclosed at the meeting in which said act or transaction is being addressed and the conflict and resolution (if applicable) shall be noted in the minutes. The WIB, if necessary, shall hold a discussion regarding the conflict.
- C) Any WIB Member having a conflict shall not participate in any discussion or voting relative to such items. Said WIB Member may remove him/herself from the meeting room while the item is discussed by the WIB.
- D) Any conflict disclosed prior to a meeting shall, if possible, be made part of the agenda of that particular WIB meeting.
- E) Any WIB Member who believes another WIB Member has a conflict should disclose

said possible conflict to the WIB prior to any meeting. The WIB shall hear statements from both parties, and if necessary, discussion shall be held by the WIB. Whenever possible, the WDA staff will advise the WIB ahead of time where there is a possible conflict of interest. That WIB Member who is alleged to have a conflict of interest shall make a determination whether the conflict exists, but if the action of the WIB member is not acceptable, the WIB should proceed with Item G.

- F) A Program Operator may not vote on any contracted fund decisions that may impact their program or agency.
- G) When a possible conflict of interest is raised at a WIB meeting and the person refuses to take actions acceptable to the WIB membership, the WIB may consider the following alternatives, including, but not limited to:
 - 1) Ask the person to voluntarily leave the meeting;
 - 2) Postpone the vote on the issue to a later date;
 - 3) Record the vote for a later decision on the person's right to vote on the issue;
 - 4) Record the vote and if the person in questions' vote is the deciding factor, then postpone any further actions on the issue until clarification is obtained.
- H) When a possible conflict of interest issue is raised and the Chairperson or any member of the WIB are uncertain how to proceed, they may write/contact the Department of Workforce Development (DWD) for clarification at 608-266-6889.
- I) This policy statement may be revised or modified by a majority vote of the members present at a meeting authorizing changes necessary.

Section 11.2 Impropriety: The members shall avoid organizational and personal conflict of interest in awarding financial assistance and in procurement activities involving funds under the Workforce Innovation and Opportunity Act.

Section 11.3 Non-Discrimination: No individual shall be excluded from participation in, denied benefits of, subjected to discrimination under, or denied employment in the administration of or in connection with any program under the Workforce Innovation and Opportunity Act because of race, color, gender, national origin, age, religion, political belief, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

Section 11.4 Nepotism: As mandated by regulations, no member of the WIB may hire immediate family members, as defined by Federal regulations, in an administrative capacity, staff position, or On-the-Job Training position funded under the Act.

ARTICLE XII

INDEMNIFICATION

The WIOA Administrative Entity shall purchase and maintain such liability, fidelity, and bond

insurance on behalf of the WIB's officers, staff, and the Chief Elected Official for all matters arising under the Workforce Innovation and Opportunity Act, as permitted under the Act as allowable costs.

ARTICLE XIII

SANCTIONS

A member of the NWWIB may be removed for good cause at any meeting of the NWWIB by an affirmative vote. Any member considered for removal shall be given the opportunity to personally appear and to be heard. Members shall remain in good standing if they attend at least three quarters of the regularly scheduled meetings held in each calendar year. They may be dropped from membership if they are unexcused and absent for three consecutive meetings in one calendar year. Any sanctions, including removal, must be approved by two-thirds of the quorum present.

ARTICLE XIV

AMENDMENTS TO THE BY-LAWS

The WIB By-Laws and any amendments to the By-Laws require a two-thirds vote of members present at a regular meeting and shall be delivered to the WIB members at least seven (7) days in advance of the meeting.

ARTICLE XV

GRIEVANCES AND COMPLAINTS

Section 15.1 Criminal Complaints: Criminal complaints that involve alleged violation of regulations relative to fraud and abuse, theft and embezzlement, or other such criminal activity shall be reported directly and immediately with the Secretary of Labor, U.S. Department of Labor.

Section 15.2 Non-Criminal Complaints: Non-criminal complaints that involve the violation of employment discrimination laws and regulations, and/or the operation of WIOA programs and activities shall be reduced to writing and submitted to the NWWIB Chairperson and NWWIB Chief Executive Officer. The Chairperson shall review the concerns identified in the complaint, meet with the complaining party or parties, and issue a determination within twenty (20) days of the filing of the complaint. Should the complainant find the determination unacceptable, the issues may be appealed to the CEO at the local WDA level.

The CEO shall review the complaint, the determination of the complainant and issue a response within ten (10) days of notice of appeal of the NWWIB determination. This determination shall constitute the determination at the Local WDA level. Should the complaining party find the determination at the local WDA level unacceptable, they may appeal the determination to the State level for review.

**THESE BYLAWS WERE APPROVED BY THE
NORTHWEST WISCONSIN WORKFORCE INVESTMENT BOARD, INC.
ON April 22, 2021**

LeRoy Forslund, Chairperson

Date

Richard Nystrom, Secretary

Date

For the Chief Elected Official

DocuSigned by:
David Willingham
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4/22/2021

David Willingham

Date