

AMENDED AND RESTATED B Y L A W S

Adopted JUNE 2022

SOUTHEASTERN MINNESOTA WORKFORCE DEVELOPMENT BOARD

(doing business as:

Southeastern Minnesota Workforce Development, Inc.

also formerly known as Southeastern Minnesota Private Industry Council, Inc.)

Mission Statement

To develop and advance the workforce of southeastern Minnesota.

Vision

Southeastern Minnesota Workforce Development, Inc. will act as:

- The champion for workforce development customers, achievements and issues;
- The convening agent to bring workforce partners together to resolve workforce issues;
- The change agent to promote innovative and creative workforce system solutions;
- The accountability agent to measure and manage the area's workforce development system

As a result of our work, prospective employees will find unlimited opportunities, and business will locate or develop the skilled workforce they need.

## PREAMBLE

These bylaws have been adopted by Southeastern Minnesota Workforce Development, Inc. (WDI) to provide processes for the establishment of job training and placement policies which govern and direct the administration of the One-Stop Service Centers system also known as Minnesota WorkForce Centers, provide oversight for the school-to-work youth program activities initiated in southeast Minnesota, and act as a Workforce Development Board under the provisions of the Workforce Innovation and Opportunity Act of 2014 (Public Law 113-128), and under the provisions of MN Statute 116L.666, revised 2014, known as a Workforce Council.

## ARTICLE I.

### NAME, LOCATION, AND JURISDICTION

Section 1. Name: WDI (the “Corporation”) is established under and pursuant to the Workforce Innovation and Opportunity Act of 2014 (PL 113-128), hereafter, referred to as the Act, and in compliance with the provisions of the Workforce Council Act, Minnesota Statute 2014, 116L.666 and in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A. The corporation may conduct its business under one or more assumed names as determined by the members of the Corporation, including without limitation “Workforce Development, Inc.”

Section 2. Location: The Corporation shall establish its principal office in such locations as it may from time to time determine and may establish such other offices in such other locations as it may deem appropriate.

Section 3. Jurisdiction: The area within which this corporation may function shall be the counties and cities that comprise the southeastern Minnesota Workforce Service Area (WSA #8) as defined by the Unified State Plan for WIOA Implementation and an agreement between the State of Minnesota and the Workforce Development Joint Powers Board of County Governments (Joint Powers Board), and such other areas as the members of the Corporation may determine.

## ARTICLE II. PURPOSES, POWERS, AND DUTIES

Section 1. Purposes: The purpose of the Corporation is to involve the private business community, local units of government, human service organizations, economic development and education institutions in the planning, design, and delivery of state and federally funded employment and training programs for the economically disadvantaged and other specified groups of individuals as defined by state and federal law.

Section 2. Powers: The Corporation shall possess, exercise, and discharge the powers and duties specifically as established by the Act; and generally as its private non-profit corporation status allows and in accordance with the Memorandum of Agreement between the Corporation and the Workforce Development Joint Powers Board of County Governments.

Section 3. Duties: The powers and duties of the Corporation shall be performed and carried out by its directors, officers, or employees as authorized by state and federal laws:

1. Develop Memorandum of Understandings with the One Stops
2. Conduct research
3. Convene and engage employers and partners
4. Coordinate with education
5. Negotiate performance standards
6. Champion innovative solutions
7. Develop and promote technology solutions
8. Work with the One Stop Operator Consortium to promote continuous improvement and accountability
9. Staff the Workforce Development Board and Joint Powers Board
10. Provide career services as allowed in federal regulations

Section 4. Joint Powers Relationship: The elected officers of the Corporation and the Joint Powers Board are empowered to meet and must concur concerning certain issues as required in the Memoranda of Agreement between the Corporation and the Joint Powers Board of County Governments.

Section 5. Registration: The Corporation shall annually register with the Secretary of State as required by law.

### ARTICLE III.

#### CORPORATION MEMBERSHIP AND REPRESENTATION

Section 1. Membership: The Corporation shall consist of thirty-three (33) members representing various private for-profit businesses, organizations, and institutions appointed by the Joint Powers Board as specified in the Memorandum of Agreement between the Corporation and the Workforce Development Joint Powers Board of County Governments. All terms of office begin on July 1 unless otherwise specified. Original terms vary in length to accommodate continuity of experience.

Section 2. Business Membership Selection: Each county shall have at least one (1) business representative, the largest six (6) counties shall have two (2) business representatives, and four (4)

business seats are to be considered “at large.” At-Large business representatives shall be selected from any location in any of the counties.

Two (2) of the business seats are reserved for those who are also representatives of the Local Elected Officials.

### Section 3. Non-business Membership Selection:

Classes of membership

A. Education Institutions, two (2) representatives

One seat shall be for K-12 systems and one seat shall be for post- secondary institutions.

B. Labor, Community Based Organizations, and Other Education, seven (7) representatives (for 20% of overall membership).

- Labor Organizations, two (2) representatives; one of which must be an apprenticeship coordinator
- Community Based Organizations and Other Education, five (5) representatives (or 15% of overall membership according to state statute)

C. Minnesota Job Service, one (1) representative

D. Economic Development, one (1) representative

E. Rehabilitation Service, one (1) representative

F. Public Assistance Agency (TANF), one (1) representative

G. Others, as required (see Attachment A for current list)

Section 4. The Use of Alternate Representatives: Each private business and all other organizations represented in the membership of the Corporation shall be allowed an alternate representative of choice. Alternate representatives will be given and may exercise all the rights reserved for members when they act in the absence of the seated member at regular and/or special Corporation meetings.

All alternate representatives will receive meeting notices and materials for all meetings of the Corporation and/or its committees. Alternate representatives shall be registered with the Secretary of the Corporation.

Section 5. Term of Office: The terms of office for members shall be fixed at three years from the time of election, but staggered for continuity. Upon expiration of the term, a successor shall be selected in the manner prescribed by the Memorandum of Agreement between the Corporation and the Workforce

Development Joint Powers Board of County Governments. The secretary or executive director of the Corporation shall be responsible for notifying the Joint Powers Board when Council members' terms expire. All members shall serve until their successors are selected and qualify.

Section 6. Absence: If a member has three consecutive unexcused absences from Corporation meetings (meetings of the whole Board or its subcommittees; an unexcused absence is defined as one in which the member did not notify the chair or the executive director of intended absence), the member shall be notified in writing concerning forfeiture of membership.

Section 7. Code of Ethics: A Code of Ethics is established for the Corporation. It includes but may not be limited to the following:

- A. A Member will maintain confidentiality of participant information and disclose information of the Corporation publicly only after the Corporation has officially acted, e.g., Committee recommendations.
- B. A Member will refrain from voting on a contract or grant application when s/he has a substantial financial interest at stake, or represents an organization/agency submitting a competitive application.
- C. A Member will not direct staff to perform a task without having prior Corporation authorization to give such direction.
- D. A Member will conform to the rules and standards as adopted by the Corporation and sit on at least two major committees (see attachment "B" for current list of committees).
- E. A Member is not eligible for a loan from the Corporation unless it is undertaken for the sole benefit of the Corporation.

Section 8. Member Rights and Indemnification:

- A. A Member may not be made a member of the corporation without their express consent.
- B. A Member must be given access to membership records of the Corporation.
- C. A Member may demand annual and/or special meetings of the Corporation.

To the full extent permitted by Minnesota law or by other provisions of law, each member who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative, or investigative, by reason of the fact that the member is or was a director, member or officer of the Corporation, or is or was serving at the specific request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the member in connection with such action, suit or proceedings, provided, however, that this indemnification shall apply only to the extent such member is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this section shall continue as to a person or agent and shall inure to the benefit of the heirs,

executors, and administrators of such member and shall apply whether or not the claim against such member arises out of matters occurring before the adoption of this section.

#### ARTICLE IV.

##### WORKFORCE DEVELOPMENT BOARD MEETINGS

WIOA law says:

§ 679.390 How does the [Local Workforce Development Board](#) meet its requirement to conduct business in an open manner under the “sunshine provision” of the Workforce Innovation and Opportunity Act?

The [Local WDB](#) must conduct its business in an open manner as required by [WIOA](#) sec. 107(e), by making available to the public, on a regular basis through electronic means and open meetings, information about the activities of the [Local WDB](#). This includes:

- (a) Information about the Local Plan, or modification to the Local Plan, before submission of the plan;
- (b) List and affiliation of [Local WDB](#) members;
- (c) Selection of one-stop operators;
- (d) Award of [grants](#) or [contracts](#) to eligible training providers of [workforce investment activities](#) including providers of youth [workforce investment activities](#);
- (e) Minutes of formal meetings of the [Local WDB](#); and
- (f) [Local WDB](#) by-laws, consistent with [§ 679.310\(g\)](#).

Section 1. Annual Meeting: The annual meeting of the Corporation shall be held within 90 days of the close of the program year consistent with the closeout of the contract year.

Section 2. Regular Meetings: The Corporation shall hold at least six regular meetings each fiscal year.

Section 3. Special Meetings: A special meeting of the Corporation may be called for any purpose or purposes at any time by the chair or a majority of the members of the Corporation.

Any member may request a special meeting. The request must be made in writing, mailed or delivered in person, to the Corporation President or the Executive Director.

The President or Executive Director will set the date, time, and place of the special meeting. All members will be notified accordingly, including the purpose(s) for the special meeting. No business may be transacted at a special meeting except as has been described in the notice.

Section 4. Notice of Meetings: The Executive Director of the Corporation shall electronically give notice of the time and place of each meeting (regular or special) to each member and alternate not later than ten (10) days prior to the date thereof.

Upon request, written notice shall be mailed to each member at their last known mailing address as same appears in the last available records. The deposit of such notice in the United States mail, postage prepaid, shall be deemed sufficient notice. Concurrently, the Executive Director shall forward to each member and alternate representative a tentative agenda of the business that is anticipated and will be covered at the meeting. Members may transact at any regular meeting any business which may properly be brought before the Corporation, provided, however, that the agenda be amended at the beginning of the meeting to include the items.

Section 5. Adjournment: Any meeting of the members may be adjourned from time to time upon a vote of a majority of the members present at the meeting. No other notice of the adjourned meeting shall be required other than by announcement at the meeting at which adjournment is taken.

#### Section 6. Quorum

For all properly announced meetings of the Corporation as a whole, attendance of at least fourteen (14) members or their registered alternates shall constitute a quorum.

- A. For all properly announced subcommittee meetings, attendance of at least three (3) members or their registered alternatives shall constitute a quorum.

Section 7. Voting Rights: Under extraordinary circumstances, a special Board meeting may be conducted via teleconference or similar communication device. The use of a special teleconference Board meeting shall be at the discretion of the chairperson. A member participating by teleconference or a similar communication device shall count towards a quorum provided approval is given by chairperson. All teleconference votes must be taken by roll call. Action normally taken at either a regular or special meeting may be acted upon in this manner. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 8. Minutes: The minutes of each meeting shall be prepared and distributed to the members prior to the next regular scheduled meeting of the Corporation. Minutes and any corrections thereof, duly adopted, at a regular or special meeting of the Corporation shall be deemed to be correct with a majority vote of approval.

Section 9. Per Diems, Travel and Meals Reimbursement: Corporation members who are not reimbursed by their employer for any time volunteered to the Corporation are eligible for a \$50.00 per diem stipend for meetings attended, (regular, special, committee). Travel cost reimbursement will be paid at current rates established by the I.R.S. and based upon direct mileage from the member's business or home to and from the place of the meeting. Meal reimbursement requests must be accompanied by a receipt.

#### ARTICLE V. OFFICERS

Section 1. Number of Officers: The officers of the Corporation shall be a president, a first vice-president, a second vice-president, a secretary, and a treasurer. The Corporation may establish additional offices from time to time. The officers shall serve for a term of two (2) years and the vice-presidents shall succeed in order to the presidency. No two offices may be held by the same person at the same time.

Election of officers shall be held at the annual meeting of the Corporation.

Section 2. President: The president shall be a business member of the Corporation and shall upon nomination from the business membership, be elected by all the members. The president shall be responsible for carrying out the policy decisions of the Corporation and shall have the powers and duties vested under and pursuant to the Act, its amendments, other state and federal laws and/or agreements.

The president shall preside at all meetings of the Corporation.

Section 3. First and Second Vice Presidents: The vice-presidents shall be business members of the Corporation and shall upon nomination from the business membership, be elected by all the members. The vice-presidents shall assist the president in carrying out duties and shall perform such additional duties as may be established by the Corporation from time to time.

In the absence of the president at any meeting of the Corporation, the first vice-president shall preside and if s/he be absent the second vice-president shall preside. In the case of disability preventing the president from carrying out the duties, the first vice-president shall succeed to the presidency.

The Vice President shall also serve as the committee chair for the Executive Committee, and will report out to the full board.

Section 4. Secretary: The secretary shall be elected from among all the seated members of the Corporation. The secretary shall cause the issuance of notices of all meetings and shall cause minutes to be kept of all meetings and maintain a record for that purpose. The secretary shall keep a record of all members and their alternate representatives and of all non-council committee members. The secretary shall maintain the members' attendance record and be responsible for notifying members concerning forfeiture of membership. The secretary shall notify the Joint Powers Board when Corporation members' terms expire. The obligations of the secretary may be delegated to the executive director or designee.

Section 5. Treasurer: The treasurer shall be elected from among all the seated members of the Corporation. The treasurer shall disburse the funds as authorized by the members and shall cause to be rendered to the Joint Powers Board an account of transactions and the financial condition of the Corporation as required from time to time by the Joint Powers Board. The treasurer shall be one signatory on all financial instruments of the Corporation. The obligations of the treasurer may be temporarily assumed by the president of the Corporation.

Section 6. Bonding: All officers and employees of the Corporation who handle funds or who are custodians of property shall be bonded in the amount to be determined by the Corporation. The cost of such bond or bonds shall be paid from the funds of the Corporation.

Section 7. Vacancies: If a vacancy occurs in the office of the president, the first vice- president shall assume the position at the next meeting of the Corporation according to procedures established by these by-laws. The second vice-president shall succeed to first vice-president, and a new second vice-president shall be elected at the next regularly scheduled election.

If a vacancy occurs in the office of secretary or treasurer, the Corporation shall elect a successor from among its membership to serve out the existing term of such office.

Section 8. Removal: Any officer may be removed from office in the same manner as selected.

## ARTICLE VI ADMINISTRATION

Section 1. Executive Director: The Corporation may employ an executive director. The administration of the work to be accomplished by the Corporation shall be the responsibility of an executive director who is to serve as the chief administrative officer of the Corporation.

Section 2. Duties: The executive director is to be selected by and be responsible to the Corporation as detailed in the Memorandum of Agreement drawn between the Workforce Development Joint Powers Board of County Governments and the Corporation. The executive director and administrative personnel are support staff to the Joint Powers Board. The executive director shall be selected on the basis of training and experience in the field of employment and training, from among the citizens of the nation at large.

In addition, the executive director shall make recommendations as to staffing requirements, prepare and submit budgets, prepare reports and publications, direct the work of the staff and work with such consultants as may be engaged from time to time. The executive director shall be one signatory on all financial instruments of the Corporation and shall be authorized by the Corporation and Joint Powers Board to be the principal signatory for all other corporation purposes unless otherwise required by state or federal law. The executive director may testify before public bodies or committees and may consult and confer with appropriate non-partisan officials on behalf of the Corporation in connection with its program or the achievement of its goals and purposes. The executive director may, upon the request of the appropriate legislative/congressional representative, give testimony on behalf of the Corporation and for its programs to partisan groups.

Section 3. Delegated Duties: Any duty of president, vice-presidents and secretary may be performed by the executive director under supervision pursuant to resolution of the Corporation. The Corporation may upon resolution delegate authority to any of its committees to act on its behalf.

Section 4. Staff: The executive director shall, from time to time, make recommendations as to the size and composition of the staff employed by the Corporation. The Corporation shall establish personnel policies as may be required.

Section 5. Technical Assistance: The Corporation may contract to obtain services from state agencies, professional consultants, non-profit groups, and with local governments for staff capacity building and technical assistance related to any of its responsibilities.

Section 6. Committees: The Corporation may establish such committees as it deems necessary to carry out its duties and responsibilities and may from time to time recommend the establishment of additional committees. All committee members shall be appointed by the President. Every member shall serve on at least one (1) standing committee. The Corporation may request other individual, not members, to participate in the meetings for information purposes. A quorum of appointed members must be present at committee meetings to vote on a recommendation.

Section 7. Policy Letter: The Corporation will publish policy letters defining program purposes, resource development, fund allocations, mandated services to participants and subrecipients for program delivery, monitoring and evaluation methods.

#### ARTICLE VII. AMENDMENT TO BYLAWS

Section 1. Amendment of Bylaws: The bylaws of the Corporation may be amended by the majority vote of the members at any regular meeting of the Corporation provided that notice of such regular meeting shall state in writing the proposed amendment and the fact that it is to be voted upon at the meeting.

#### ARTICLE VIII. GENERAL AND MISCELLANEOUS

Section 1. Conduct of Meetings: All meetings of the Corporation and its various committees shall be conducted pursuant to procedures provided by these bylaws and Roberts Rules of Order, Newly Revised.

Attachment A

#### **WORKFORCE DEVELOPMENT, INC. BOARD SEATS**

1	At-Large	Private
2	At-Large	Private
3	At-Large	Private
4	At-Large	Private
5	Dodge	Private
6	Fillmore	Private
7	Freeborn	Private
8	Freeborn	Private
9	Goodhue	Private
10	Goodhue	Private
11	Houston	Private
12	Mower	Private
13	Mower	Private
14	Olmsted	Private

15	Olmsted	Private
16	Rice	Private
17	Rice	Private
18	Steele	Private
19	Steele	Private
20	Wabasha	Private
21	CBO-CAP	Public
22	CBO-Other	Public
23	CBO-HRA	Public
24	CBO-Adult Basic Ed	Public
25	CBO-Older Workers	Public
26	Economic Development	Public
27	Higher Ed	Public
28	Job Service	Public
29	K-12 Education	Public
30	Labor #1	Public
31	Labor#2 - Apprenticeship	Public
32	Rehab	Public
33	Public Assistance - TANF	Public

Attachment B

## WORKFORCE DEVELOPMENT, INC. SUBCOMMITTEES

### Standing Committees

1. **Management Committee** – A group of Members who come together regularly to review the management practices and recommend operating policy for the Corporation.
2. **One-Stop Operating Partners** – A group made up of public sector Members, as well as other public and non-profit partners that relate to the Workforce Centers that review progress and developments in the WorkForce Centers and recommend policy that impacts the delivery system.
3. **Sector Pathways Committees** – Groups of Members that come together to study the future needs of business in southeastern Minnesota and the strategic responses necessary to ensure alignment with the workforce development system.
  - A. Emerging Workforce
  - B. Career Pathways

C. Employer Engagement

4. **Equity Taskforces** – Groups of Members that come together to study the needs of job seekers and workers in our area, and recommend policy to establish fair and equitable delivery of services to those in need.
  - A. Employment & Equity
  - B. MaxAbility Employment
  - C. Salute Southern MN Veterans Network

**Ad Hoc Committees** (examples)

1. **Personnel**
2. **Legislative**
3. **Request for Proposal (RFP)**
4. **Development/Capital Campaign**
5. **Scholarship**