

## ARTICLE I. NAME AND PURPOSE

**1.1 NAME:** The name of this organization shall be the Waukesha-Ozaukee-Washington Workforce Development Board, herein referred to as the “WDB”.

**1.2 PURPOSE:** The purpose of the WDB shall be to provide policy guidance for, and exercise oversight of, activities funded under the Workforce Innovation & Opportunity Act (Public Law 113-128), herein referred to as “WIOA”, in partnership with County Government Chief Elected Officials (CEOs) representing the three (3) county workforce development area of Waukesha, Ozaukee, and Washington counties as designated under section 106 of the WIOA.

The WDB is an efficient, accountable, customer-focused organization that strives to fulfill its mission, accomplish its vision/aspiration, and implement its strategic plan, exercising leadership to positively impact the communities it serves, and abides by the following guiding principles:

Customer Focus: The WDB is committed to satisfying its customers: employers, employees and job seekers - as well as the partner agencies it serves in the Workforce Development Centers.

Commitment to Results: Every program or initiative conducted by the WDB or its agents will be linked to clearly defined and measurable outcomes and will be evaluated based on its success in achieving those outcomes.

Competitive Performance: The WDB will assure the best programs and services at the best cost and will explore alternative service providers or public-private partnerships to achieve that standard.

Shared Accountability: WDB members will operate in a collaborative manner and assume shared accountability for the fulfillment of the Board's Vision/Purpose and the accomplishment of its Strategic Plan. Members of the Board, while representing their respective constituencies, will nonetheless be committed to the Board's common interests and objectives.

Commitment to Partnership: To support resource optimization and the coordination and integration of services, the WDB will be an active partner in the Workforce Development Center Management Team.

Flexibility to Adjust to New Conditions: The WDB is committed to an ongoing and dynamic planning and review process to respond proactively to the changing conditions affecting our customers and communities.

Leverage Resources: The WDB will make the best use of its budgeted resources and seek creative options to expand the resources available to accomplish its plans through alliances with other public and private organizations and institutions.

Staff and Board Development: The WDB is committed to ongoing staff and Board member education and communication to achieve its objectives.

Excellence: The WDB recognizes that it cannot solve every problem or satisfy every need.

Through the Administrative Entity and Board sub-committees, the WDB actively participates in convening the workforce development system's stakeholders, brokering relationships with a diverse range of employers, and leveraging support for workforce development activities.

**1.3 LIMITATIONS:** No part of the activities of the WDB shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the WDB shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

## ARTICLE II. MEMBERSHIP

**2.1 BOARD COMPOSITION:** Members of the WDB are appointed to represent the Workforce Development Area as outlined in Section 107 (b)(2) of the WIOA:

- Minimum of 51% representation of private-sector business
- Minimum of 20% representation of the workforce/labor
- Representative of provider of adult education and literacy activities under Title II
- Representative of institutions of higher education providing workforce investment activities
- Representative of economic and community development
- Representative of the State employment service office under the Wagner-Peyser Act
- Representative of the programs carried out under Title I of the Rehabilitation Act of 1973
- As outlined by the State, Representative from Unemployment Insurance

**2.2 APPOINTMENT:** Members of the WDB shall be appointed by their respective county CEOs consistent with the requirements of the WIOA Consortium Agreement and in compliance with Section 107 of the WIOA. Nomination and appointments shall be made in accordance with applicable State criteria, conform to the Federal legislation, and meet the requirements of any plan of representation adopted by the Board.

**2.3 TERM OF APPOINTMENT:** The term of appointment shall be for three (3) years, and staggered so that one-third of the terms end in any given year. Terms shall end on June 30. Replacement will be determined by the category being filled in order to maintain a balanced representation between the private and public sectors. The nomination, selection, and composition of the WDB shall conform to the requirements of the WIOA. Any vacancy shall be filled to complete the unexpired portion of the vacating member's term. The annual term for WDB Member service shall begin as of July 1 of each year. Any vacancy in the membership of the WDB shall be filled in the same manner as the original appointment as described in 2.6 VACANCIES.

**2.4 CAUSE FOR REMOVAL:** Any member(s) of the WDB may be removed from the WDB for cause including the following:

- Those causes specified in Section 17.001, Wisconsin Statutes.
- For conviction of any federal or state felony.
- For absence from three regular meetings in a twelve (12) month period without just cause.
- For changes in status that affect representation.
- By majority vote of the Executive Committee.

**2.5 RESIGNATIONS:** All resignations from the WDB shall be in writing addressed to the CEO and will take effect upon receipt unless another date is specified therein. Copies of the resignation will be sent to the WDB Chairperson and WDB Director by the CEO.

**2.6 VACANCIES:** Vacancies shall be filled by appointment for the remainder of the unexpired term. Membership vacancies shall be filled for the unexpired term in the same manner that the original appointments were made.

## ARTICLE III. WDB MEETINGS AND ATTENDANCE

**3.1 SCHEDULE OF REGULAR MEETINGS:** The WDB shall meet a minimum of four (4) times per year. Additional special WDB meetings may be called as needed.

**3.2 ANNUAL MEETING:** An annual meeting of the WDB shall be held each year at such time and place to be selected by the Administrative Entity for the purpose of electing officers and conducting such other business as may be deemed necessary.

**3.3 NOTICE OF WDB MEETINGS:** Written notice (in the format of an agenda) of each meeting of the WDB stating the place, date, and hour of the meeting shall be given to each WDB member, personally, by

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mail, or by email, at least 48 hours prior to the meeting. The same notice of WDB meetings shall be provided to the WIOA Consortium member CEOs. WDB meetings shall be open to the public, with notice of such meetings given pursuant to section 19.84 of the Wisconsin Statutes, except when the WDB convenes in executive session in accordance with the Freedom of Information Act requirements. Conclusions, if any, derived from information received and subsequent discussions among the members during an executive session must be acted upon in public session. *No votes may be taken during an executive session.*

**3.4 AGENDA:** A WDB agenda outlining issues or topics to be discussed will be made public. Supportive documentation/reports will be included in a mail or email package to Board members prior to the meeting. The published agenda items may consist of tentative recommendations from staff, notices from WDB members, appointment of members to sub-committees, and other requests in consultation with the Chairperson.

**3.5 PROCEDURE:** All proceedings of the WDB and its committees shall be governed by parliamentary procedure using the current edition of Roberts Rules of Order and the Open Meetings Act in the state of Wisconsin.

**3.6 MINUTES:** The WDB shall keep a correct and complete record of all organization proceedings which shall be maintained in accordance with the Wisconsin Open Record Law. The Administrative Entity shall be the custodian of records.

**3.7 ATTENDANCE:** Members of the WDB shall be expected to attend all meetings of the WDB and assigned committee meetings. Members shall miss no more than (3) Board meetings/committee meetings in a twelve (12) month period unless excused by WDB Chairperson/Vice Chairperson. Absences may be excused for priority business activities or at the discretion of the WDB Chairperson/Vice Chairperson. WDB members must call or provide notice by email prior to the posted time of the specific WDB meeting. A resignation will be requested by the WDB Chairperson upon a member's inability to actively participate in business of the WDB.

Members may participate in regular, special, and emergency meetings of this organization, other than the Annual Meeting, through teleconferencing or videoconferencing to the extent such participation is allowable by state law and policy. Members who participate via teleconference or videoconference will be considered in attendance.

**3.8 QUORUM:** At minimum, a majority of the current membership of the WDB is required to be in attendance to constitute a quorum for the purpose of conducting business by each of the respective bodies. A quorum for joint committees of the WDB requires that a majority of appointed members from each body be in attendance.

**3.9 USE OF A PROXY/ ALTERNATIVE DESIGNEE:** The use of a proxy or alternative designee shall not be permitted.

### **3.10 ELECTRONIC VOTING:**

Voting by electronic mail (email) 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 members have the right to submit a vote within a specified time period (no less than 48 hours, no more than 7 calendar days). Vote by email will be conducted in the following manner:

- a. The WDB Chairperson may request a vote via email. Members shall have 3 options regarding their vote:
  - i. Vote to pass the motion
  - ii. Vote to reject the motion

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iii. Express the opinion that the motion is not amenable to an electronic vote.

b. 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 members is required to pass the vote.

c. All members must have access to electronic mail, and it is the responsibility of each member to inform the Administrative Entity of the correct email address for purposes of correspondence and email voting.

### ARTICLE IV. VOTING

**4.1 VOTING AUTHORITY:** Votes shall be cast only by the WDB/Committee members present. The public may participate in discussion only upon recognition by the Chairperson, but may neither make motions nor vote on issues before the WDB. Each WDB member shall have one vote.

At all meetings, except for the election of officers and directors, all votes shall be by voiced by “yeas and nays”. For election of officers, ballots shall be provided and voting shall be done anonymously. The results of such election shall be recorded in the minutes indicating the number of votes received by each candidate as certified by the WDB Director.

**4.2 CONFLICT OF INTEREST:** No member of the Board or Committee 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 member.

A member of a local Board may not:

1. Vote on a matter under consideration by the local board
  - a. Regarding the provision of services by such member – or by an entity that such member represents; or
  - b. That would provide direct financial benefit to such member or the immediate family of such member; or
2. Engage in any other activity determined by the governor to constitute a conflict of interest as specified in the State Plan.

**4.3 NONDISCRIMINATION:** During the term of this agreement, the WDB and the Administrative Entity agree not to discriminate against any person, whether a recipient for services (actual or potential), an employee, or an applicant for employment on the basis of factors prohibited by federal or state law, including Section 167 of the WIOA and Section 111.31, Wisconsin Statutes. The aforementioned agree to post in conspicuous places, available to all employees and applicants for employment and all recipients of services, actual or potential, notices setting forth the provisions of this agreement as they relate to nondiscrimination. The aforementioned shall, in all solicitations for employment placed on their behalf, state that the aforementioned are "Equal Opportunity Employers."

**4.4 IMPROPRIETY:** The WDB shall avoid organizational and personal conflict of interest in awarding financial assistance and in procurement activities involving funds under the WIOA. No Board member may participate in the making of a contract or in the processing of supplies, equipment, or services in which he/she or a member of his/her immediate family has a private pecuniary interest, direct or indirect. Nor may any officer or employee accept a gratuity or favor of value for any contract, goods, or services which the Board procures. The term 'immediate family' in this section means spouse, child, parent, sibling, aunt/uncle, niece/nephew, step-parent, step-child, or any in-law relationship of the same.

**4.5 ORIENTATION:** No member shall cast a vote unless he/she has participated in orientation regarding the responsibilities of the Workforce Development Board. The Administrative Entity Staff is responsible for planning and providing new member orientation.

## ARTICLE V. OFFICERS

**5.1 CHAIRPERSON:** The Chairperson of the WDB shall be a representative of the private sector in accordance with Section 107(b)(2)(A) and shall be elected annually by a majority vote of the members of the WDB. The Chairperson will conduct WDB meetings, shall review and coordinate the activities of the officers and committees, and shall serve as the Chairperson of the Executive Committee. The Chairperson shall appoint all committee Chairs and committee members, in consultation with the WDB Director.

**5.2 VICE-CHAIRPERSON:** The Vice-Chairperson of the WDB shall be a member of the private sector and shall be elected annually by a majority vote of the members of the WDB. The Vice-Chairperson shall perform the duties of the Chairperson in the event of the Chairperson's absence, disability, or resignation. The Vice-Chairperson will conduct WDB meetings in the absence of a WDB Chairperson.

**5.3 ELECTION OF OFFICERS:** Board elections will be held during the annual meeting of the WDB. Board Officers' terms will run from July 1 to June 30 each fiscal year.

## ARTICLE VI. COMMITTEES

**6.1 GENERAL:** The WDB shall have three (3) standing committees: 1) Joint Executive Committee, 2) Talent and Business Services Committee, and 3) Strategic Initiatives Committee. Necessary Ad-hoc committees, such as an Executive Committee, may from time to time be appointed by the WDB Chairperson. Where possible, Committees shall have adequate representation drawn from Consortium member counties and appropriately balanced representation of public and private sector interests on each of the WDB's committees.

Chairpersons and Vice-Chairpersons must be members of the WDB. Standing committees may include other members of the WDB, and shall include other individuals appointed by the WDB who the WDB determines have appropriate experience and expertise. Committee members present shall constitute a quorum for the purpose of transacting business, as long as at a minimum, a majority of members are present. Votes shall be cast only by the Committee members present. Committee meetings shall be open to the public and notice of such meetings shall be given pursuant to section 19.84 of the Wisconsin Statutes.

**6.2 ATTENDANCE:** Attendance at standing committee meetings shall be recorded as part of that committee's minutes. Absences from committee meetings will be recorded, and if necessary, used by the Committee Chairperson to reassess the absent committee member's continued interest in the committee's purpose and function.

**6.3 JOINT EXECUTIVE COMMITTEE:** The committee shall consist of Executive Committee members, Chairpersons of the county Boards of Waukesha, Ozaukee, and Washington Counties, and one additional county Board supervisor from each of the three counties. The committee is responsible for:

- Reviewing and reacting to workforce development issues.
- Reviewing annual budgets.
- Remaining informed on Board and committee activities and opportunities.
- Ensuring the successful partnership of local government and WDB in accomplishing mutual workforce goals.

**6.4 TALENT AND BUSINESS SERVICES COMMITTEE:** The committee shall consist of Board members and non-Board members. The committee is responsible for:

- Working with Board staff to develop and enhance Business and Job Seeker Services.
- Providing oversight of One-Stop Service Delivery Design.
- Reviewing changes to policy and making recommendations to the WDB.
- Reviewing proposals and making recommendation to the WDB.

**6.5 STRATEGIC INITIATIVES COMMITTEE:** The committee shall consist of Board members and non-Board members. The committee is responsible for:

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- Researching and making recommendations to the WDB on local & regional initiatives.
- Developing and strengthening strategic partnerships.
- Development of communication strategies.
- Researching new avenues of fund development.

**6.6 EXECUTIVE COMMITTEE:** The ad hoc committee shall consist of Chairpersons of the WOW WDB and its committees. The committee is responsible for:

- Reviewing and coordinating of recommendations and assignments of Board subcommittees.
- Handling ongoing operating procedures for the Board.
- Establishing overall policy direction and recommendations for the Board.
- Handling miscellaneous issues as appropriate.
- Acting on behalf of the Board, if so delegated.

**6.7 CONFLICT OF INTEREST:** The two categories of committees, standing and ad-hoc, shall take no independent action contrary to the policies previously established by the WDB. In the event a WDB or Committee Member is also a Service Provider, they must notify the Chairperson of the committee in advance of any specific issue where conflict of interest involving that Service Provider, whether perceived or actual, exists.

Each such conflict of interest must be declared by the Service Provider WDB or Committee member prior to any discussion and/or official action taken. The conflict of interest action by the Committee Member shall be recorded in the official Minutes of that committee stating that the member must abstain from taking action.

## ARTICLE VII. RESPONSIBILITIES

**7.1 GENERAL:** The responsibilities of the WDB, in accordance with Section 107 (d) of WIOA and Final Rule §679.370, shall be:

1. **Local Plan:** Develop and submit a 4-year local plan for the local area, in partnership with the chief elected official and consistent with WIOA sec. 108.
2. **Regional Plan:** If the local area is part of a planning region that includes other local areas, develop and submit a regional plan in collaboration with other local areas. If the local area is part of a planning region, the local plan must be submitted as a part of the regional plan.
3. **Research and Analyze:** Conduct workforce research and regional labor market analysis to include:
  - i. Analyses and regular updates of economic conditions, needed knowledge and skills, workforce, and workforce development (including education and training) activities to include an analysis of the strengths and weaknesses (including the capacity to provide) of such services to address the identified education and skill needs of the workforce and the employment needs of employers;
  - ii. Assistance to the Governor in developing the statewide workforce and labor market information system under the Wagner-Peyser Act for the region; and
  - iii. Other research, data collection, and analysis related to the workforce needs of the regional economy as the WDB, after receiving input from a wide array of stakeholders, determines to be necessary to carry out its functions.
4. **Engage Stakeholders:** Convene local workforce development system stakeholders to assist in the development of the local plan under § 679.550 and in identifying non-Federal expertise and resources to leverage support for workforce development activities. Such stakeholders may assist the Local WDB and standing committees in carrying out convening, brokering, and leveraging functions at the direction of the Local WDB.

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5. **Engage Employers:** Lead efforts to engage with a diverse range of employers and other entities in the region in order to:
  - i. Promote business representation (particularly representatives with optimum policy-making or hiring authority from employers whose employment opportunities reflect existing and emerging employment opportunities in the region) on the Local WDB;
  - ii. Develop effective linkages (including the use of intermediaries) with employers in the region to support employer utilization of the local workforce development system and to support local workforce investment activities;
  - iii. Ensure that workforce investment activities meet the needs of employers and support economic growth in the region by enhancing communication, coordination, and collaboration among employers, economic development entities, and service providers; and
  - iv. Develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers (such as the establishment of industry and sector partnerships), that provide the skilled workforce needed by employers in the region, and that expand employment and career advancement opportunities for workforce development system participants in in-demand industry sectors or occupations.
6. **Engage Secondary and Post-Secondary Partners:** With representatives of secondary and postsecondary education programs, lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment.
7. **Identify and Promote Strategies:** Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and job seekers, and identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs.
8. **Utilize Technology:** Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and job seekers, by:
  - i. Facilitating connections among the intake and case management information systems of the one-stop partner programs to support a comprehensive workforce development system in the local area;
  - ii. Facilitating access to services provided through the one-stop delivery system involved, including access in remote areas;
  - iii. Identifying strategies for better meeting the needs of individuals with barriers to employment, including strategies that augment traditional service delivery, and increase access to services and programs of the one-stop delivery system, such as improving digital literacy skills; and
  - iv. Leveraging resources and capacity within the local workforce development system, including resources and capacity for services for individuals with barriers to employment.
9. **Provide Oversight:** In partnership with the chief elected official for the local area:
  - i. Conduct oversight of youth workforce investment activities authorized under WIOA sec. 129(c), adult and dislocated worker employment and training activities under WIOA secs. 134(c) and (d), and the entire one-stop delivery system in the local area;
  - ii. Ensure the appropriate use and management of the funds provided under WIOA subtitle B for the youth, adult, and dislocated worker activities and one-stop delivery system in the local area; and
  - iii. Ensure the appropriate use management, and investment of funds to maximize performance outcomes under WIOA sec. 116.

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10. **Negotiate Performance Measures:** Negotiate and reach agreement on local performance indicators with the chief elected official and the Governor.
11. **Negotiate Infrastructure Costs:** Negotiate with CEO and required partners on the methods for funding the infrastructure costs of one-stop centers in the local area in accordance with § 678.715 of this chapter or must notify the Governor if they fail to reach agreement at the local level and will use a State infrastructure funding mechanism.
12. **Select Service Providers:** Select the following providers in the local area, and where appropriate terminate such providers in accordance with 2 CFR part 200:
  - i. Providers of youth workforce investment activities through competitive grants or contracts based on the recommendations of the youth standing committee (if such a committee is established); however, if the Local WDB determines there is an insufficient number of eligible training providers in a local area, the Local WDB may award contracts on a sole-source basis as per the provisions at WIOA sec. 123(b);
  - ii. Providers of training services consistent with the criteria and information requirements established by the Governor and WIOA sec. 122;
  - iii. Providers of career services through the award of contracts, if the one-stop operator does not provide such services; and
  - iv. One-stop operators in accordance with §§ 678.600 through 678.635.
13. **Ensure Adequate Service Providers:** In accordance with WIOA sec. 107(d)(10)(E) work with the State to ensure there are sufficient numbers and types of providers of career services and training services serving the local area and providing the services in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities.
14. **Coordinate Activities:** Coordinate Activities with education and training providers in the local area, including:
  - i. Reviewing applications to provide adult education and literacy activities under WIOA title II for the local area to determine whether such applications are consistent with the local plan;
  - ii. Making recommendations to the eligible agency to promote alignment with such plan; and
  - iii. Replicating and implementing cooperative agreements to enhance the provision of services to individuals with disabilities and other individuals, such as cross training of staff, technical assistance, use and sharing of information, cooperative efforts with employers, and other efforts at cooperation, collaboration, and coordination.
15. **Budget Development:** Develop a budget for the activities of the Local WDB, with approval of the chief elected official and consistent with the local plan and the duties of the Local WDB.
16. **Assess Physical and Programmatic Accessibility:** Assess, on an annual basis, the physical and programmatic accessibility of all one-stop centers in the local area, in accordance with WIOA sec. 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 ( 42 U.S.C. 12101 et seq.).
17. **Certify the One-Stop Center:** Certification of one-stop centers in accordance with § 678.800.

### ARTICLE VIII. RECORDS

**8.1 GENERAL:** The Administrative Entity shall maintain correct and complete copies of records of their activities in all major areas, including all meeting agendas and minutes for the WDB, contracts, fiscal and management documentation. The Administrative Entity is the custodian of the public records for the WDB.

In case of doubt, authorization for release of any public records of the WDB is authorized by the Chairs of the respective bodies. The WDB adopted policies under the public records law for the duplication and



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distribution of copies of public records and the charges therefore. The Administrative Entity posts the policies in its office. The WDB has complete access to all records, except for records of closed sessions pursuant to Section 19.85, Wisconsin Statutes and this agreement wherein persons not members of that body may be excluded.

### ARTICLE IX. COMPENSATION

**9.1 GENERAL:** No compensation shall be paid to WDB members for services rendered to the Board.

### ARTICLE X. FISCAL YEAR

**10.1 GENERAL:** The fiscal year shall correspond to WIOA and shall be from July 1 to June 30.

### ARTICLE XI. INDEMNIFICATION

**11.1 GENERAL:** The WDB's Administrative Entity will maintain errors and omissions insurance, bonding and general liability insurance. WDB Officers and Members will be named as additional insured on the general liability policy and errors and omissions insurance.

The WDB Officers and Members will agree to indemnify and hold harmless the Administrative Entity from and against any and every claim, demand, suit payment, damage, loss, costs and expense that the WDB Offices and Members may hereafter suffer, incur, be put to, pay or lay out by reason of performing its obligations under its bylaws.

The provisions of this section shall not apply to claims, demands, suits, payments, damages, losses costs and expenses caused by or resulting from the sole negligence of the WDB Officers and Members.

### ARTICLE XII. AMENDMENT OF BY-LAWS

**12.1 GENERAL:** The By-laws may be altered, amended or repealed by the Board at any meeting of the Board after notice that such action is a purpose of the meeting by vote of one-half of the full Board. The foregoing is a true copy of the By-laws adopted by the Board of Directors of Waukesha, Ozaukee and Washington Counties.

Waukesha-Ozaukee-Washington Workforce Development Board  
is an Equal Opportunity Employer and Service Provider.