

## **BY-LAWS**

### **CENTRAL REGION WORKFORCE INVESTMENT BOARD**

#### **VISION STATEMENT**

To design and direct high-performance, results-oriented, universal employment services to meet the workforce development needs of employers, workers, and job seekers in Central Missouri. Specific local strategic economic goals include: moving customers to self-sufficiency, raising the standard of living for customers, helping employers retrain employees and upgrade employee's skills so they can compete in the global marketplace, and contributing to local economic development by providing a skilled workforce.

#### **ARTICLE I**

##### **Name and Location of the Principle Office**

- 1.1 The Board shall be known as the Central Workforce Investment Board (C-WIB).
- 1.2 The Board shall maintain its principle office in a place to be designated hereafter by the Board, and may establish field offices at such other places as it may deem necessary and appropriate. All such offices shall be located within the boundaries of the Central Region; nineteen contiguous counties in Central Missouri.
- 1.3 There are three sub-regions within the Central Region:  
 Lake of the Ozarks: Camden, Laclede, Miller, Morgan, and Pulaski counties.  
 Meramec: Crawford, Dent, Gasconade, Maries, Phelps, and Washington counties.  
 Mid-Missouri: Audrain, Boone, Callaway, Cole, Cooper, Howard, Moniteau, and Osage counties.

#### **ARTICLE II**

##### **Powers and Duties of the Board**

- 2.1 The Board shall exercise and discharge its powers and duties, as provided by the Workforce Investment Act of 1998 (P.L. 105-220), all appropriate implementing regulations established by the State of Missouri, and any agreements established between the Board and the nineteen County Commissions within the Central Region, and accordingly shall:
  - a. Adopt, amend, and repeal By-Laws, rules and regulations governing the conduct of its business and the performance of its functions;

- b. Provide for the internal organization and administration of the Board, as set forth in P.L. 105-220;
  - c. Enter into contracts with an agency or agencies to provide such functions as the Board shall deem necessary;
  - d. Accept, use and dispose of gifts or donations of services or property (real, personal or mixed, tangible or intangible);
  - e. Enter into and perform such contracts, agreements, or other transactions as may be necessary in order to carry out its functions.
  - f. Take such other actions and incur such other expenses as may be necessary or appropriate to carry out its purpose under the Workforce Investment Act, and consistent therein.
- 2.2 The Board shall cause to be prepared and adopted, in partnership with the chief-elected officials, a comprehensive 5 year plan for workforce investment activities, in accordance with guidelines and regulations established by the US Department of Labor, and the State of Missouri.
- 2.3. The Board shall cause to be prepared and adopted such revisions or updates to the workforce investment plan as experience and current economic conditions dictate.
- 2.4 In cooperation with the chief-elected officials and the Board, the Board Chairman shall appoint a Youth Council who will assist the Board with the development of those portions of the local workforce investment plan which deal with youth, make recommendations regarding grants or contracts to carry out youth activities, and provide general oversight for youth activities.
- 2.5 In cooperation with the chief-elected officials, the Board shall designate and certify one-stop operators, and identify eligible providers of training and intensive services.
- 2.6 The Board shall coordinate workforce investment activities and develop employer linkages in the local area, and shall participate in collaborations which support such ends.
- 2.7 In partnership with the chief-elected officials, the Board shall cause to be conducted, such monitoring and oversight activities as are necessary to ensure that workforce investment activities in the Central Region are operated in accordance with applicable laws and regulations, and in an efficient and cost-effective manner.

**ARTICLE III**  
**Organization of the Board**

3.1 The Board shall consist of persons appointed by the Presiding Commissioners of the 19 counties in the Central Region. Members shall be from areas of interest stipulated in P.L. 105-220, and in various implementing regulations developed by the US Department of Labor and the State of Missouri.

3.2 Board members are appointed for a term that shall be at least two years or until a successor is appointed. The membership shall continually maintain at least a 51% Private Sector majority. Each county within the 19 county region shall be allowed two slots on the Central Region Workforce Investment Board as agreed upon in Resolution One; in addition, there will be three “at large” private sector slots approved by the Caucus of Chief Elected Officials. The composition must include:

Labor	2 Slots
Education	2 Slots
Economic Development	2 Slots
Private At Large	3 Slots
Community-Based Org.	2 Slots
Private Sector	51% Must always be a majority of the membership

Each Mandated One-Stop Partner:

Core/Intensive Service Provider  
Wagner Peyser/TAA/UI  
Rehabilitation Services  
Veterans Services (ET only)  
Welfare  
Vocational Education  
Community Services Block Grant (ET only)  
Housing and Urban Development (ET only)  
Title V (Older American)

3.3 In the event a vacancy occurs during the term of an appointment, a new member shall be appointed by the same nomination and appointment process used for the vacating member. The appropriate nominating and appointing authority shall have the right to nominate and appoint the new member to fill the remainder of the term, and for a subsequent full term, without having to repeat either process at the end of the initial remaining term. The appropriate nominating and appointing authority may also choose, at its sole discretion, to nominate and appoint a different person to fill the subsequent full term.

**ARTICLE IV**  
**Meetings**

- 4.1 Meetings of the Board, and all committees advising the Board, shall be open and public meetings, in accordance with Chapter 610 R.S. MO 1989, revised 1998. Notice of all meetings, including closed meetings, shall be duly posted, with at least 24 hours advance notice, in conformance with the previously cited open meeting law.
- 4.2 Regular meetings of the Board shall be held face to face during the months of January, March, May, July, September and November. The Executive Committee will meet during the months of February, April, June, August, October and December. The C-WIB and/or the Executive Committee and the Central Missouri Caucus of Chief Elected Officials shall meet on the same day and at the same location during the months of February, May, August and November.
- 4.3 Members of the Central Missouri Caucus of Chief Elected Officials will be welcome to attend all C-WIB meetings but will only be able to participate in the quarterly meetings or during special meetings called according to the by-laws of the Caucus of Chief Elected Officials and the by-laws of the C-WIB.
- 4.4 Public accessibility to meetings: The Sunshine Law will be adhered to and every effort will be made to ensure that meeting rooms are American with Disabilities Act compliant.
- 4.5 Special meetings of the Board may also be called by the Chairman at such time and place and for such purpose that the Chairman shall designate. The business conducted at any special meeting shall be limited to the stated purposes of that meeting.
- 4.6 Written notice of regular and special meetings of the Board shall be mailed to each member five (5) calendar days prior to the date of the meeting. A courtesy phone reminder may precede the meeting to determine if there will be a quorum.
- 4.7 Each member of the Board shall have one vote on all matters voted upon. Proxy voting shall not be permitted. Members shall declare conflict of interest and refrain from voting when matters under consideration appear to involve real or apparent personal fiduciary interest. In any circumstances on which the Board is voting the award or distribution of funds for goods or services, Board members must abstain from voting or persuading votes in their direction if:
- a. The member is a vendor for the goods or services;
  - b. The member is a subcontractor or vendor for the goods or services;
  - c. The member serves in a Board capacity for any such vendors or contractors.

All declarations of conflict of interest and abstentions shall be recorded by name in the minutes.

- 4.8 A quorum shall be deemed to be present when at least a simple majority of the membership is present and at least 51% of the attendees are Private Sector members. This quorum standard shall be met at least one meeting per quarter. Each and every decision of the majority of the

members present at any regular or special meeting, where there is such a quorum, shall be valid as the binding act of the Board.

- 4.9 If the aforementioned quorum is not met and there is less than a simple majority of the members present, the Chairman shall adjourn without any action or deliberations being entered into.
- 4.10 The minutes of each meeting shall be prepared and distributed to the Board at least five days prior to the next meeting. Members will be expected to bring their minutes to the meetings having been reviewed prior to the meeting for any corrections.

## **ARTICLE V**

### **Officers**

- 5.1 The officers of the Board, to be chosen by the members of the Board, shall be a Chairman, Vice-Chairman, Secretary and Treasurer. The Chairman and Vice-Chairman must be private sector members of the Board. The Secretary and Treasurer may be any member of the Board, however, if from the public sector, they may not assume the responsibilities of Chairman or Vice-Chairman in their absence. None of the officers so chosen shall be a resident of the same county as another officer.
- 5.2 All officers of the Board shall be elected every even year and shall serve for a two-year period having received a majority of the votes cast and shall serve until their successors are elected. Elections shall be conducted during the regular Board meeting in June of the even years. Elected officers shall assume their respective office on July 1 next following their election in the even years. The Chairman will appoint the Nominating Committee. This committee will present a slate of officers at the May meeting of the Board with elections following in July.
- 5.3 Any officer elected by the members of the Board may be removed at any time, with cause, by the vote of a two-thirds majority the Board members. The Chairman, with the simple majority approval of the Board, shall fill any vacancy occurring in any office for the unexpired term. If the Chairman's position should become vacant, the Vice-Chairman would fill the unexpired term. The new chairman will appoint a private sector member to fill the vacant Vice-Chairman position for the unexpired term.
- 5.4 Officers are not limited to terms in office providing they are re-appointed to their respective representation on the Board by their Presiding Commissioner and have been approved to serve on the Board by the Governor of the State of Missouri.
- 5.5 Duties of the Chairman: The Chairman shall preside at all meetings of the Board, be designated as an authorized signatory on instruments for and on behalf of the Council, and perform all duties as may be prescribed by the Board from time to time. The Chairman shall

serve as an ex-officio member on all committees except the Nominations Committee. The Chairman shall be entitled to vote on all matters coming before the Board, and any committee providing there is not a conflict of interest.

- 5.6 Duties of the Vice-Chairman: The Vice-Chairman shall act in place of the Chairman and preside at meetings when the Chairman temporarily vacates the chair. In the absence of the Chairman, the Vice-Chairman shall have all the powers and be subject to all the restrictions of the Chairman. The Vice-Chairman shall not serve as an ex-officio member of any committee unless acting in the place and stead of the Chairman. The Vice-Chairman shall be designated as an authorized signatory on the instruments for and on behalf of the Board.
- 5.7 Duties of the Secretary: The Secretary shall record, or cause to be recorded, all of the proceedings of the Board. The Secretary of the Board shall keep, or cause to keep, the minutes and notices of the meetings of the Board in a book for which such notice is required. The Secretary shall give notice of all meetings of the Board as required and shall provide for the safekeeping of all documents of the Board. The Secretary shall document the quorum provisions of these by-laws and shall be designated as an authorized signatory on instruments for and on behalf of the Board.
- 5.8 Duties of the Treasurer: The Treasurer of the Board shall have oversight responsibility of the funds of the Board and shall cause to be instituted acceptable fiscal control of all funds of the Board. The Treasurer shall keep a full and accurate record of all the financial transactions of the Board. The Treasurer shall safeguard trusts and securities, and shall oversee and monitor from time to time the deposits and other transactions of the Fiscal Agent. The Treasurer shall render to the Board an account of transactions and the financial condition of the Board as required by the membership. The Treasurer may delegate financial duties to appropriate staff, as necessary. The Treasurer shall be designated as an authority signatory on instruments for and on behalf of the Board.
- 5.9 The officers and employees who handle funds, or who are custodians of property, shall be bonded in an amount to be determined by the Board.
- 5.10 Any officer and/or the Administrative Director may sign checks. The Treasurer will review all transactions and approve by initialing and dating the document.

## **ARTICLE VI**

### **Committees**

- 6.1 Executive Committee: The Executive Committee shall consist of nineteen (19) members, one from each county in the Central Region. The Chairman shall appoint the members of the Executive Committee. The Executive Committee shall be empowered to conduct the day to day business of the Board and shall have all the powers entrusted to the full Board that are not specifically reserved for full Board Action. The Executive Committee approves budgets in partnership with the Chief-elected official and identifies nominees to the Youth Council. The Administrative Director reports to the Chairman and the Board staff reports to the Administrative Director. The full Board may, by resolution, reserve any powers unto

itself, which may not be exercised by the Executive Committee. The Chairman shall assure through appointments that the Executive Committee is composed of members whom at least 51% are representatives of the private sector. The Executive Committee may meet monthly unless cancellation is necessary due to weather, conflict of meeting events, or by choice.

- 6.2 Nominations Committee: The Chairman shall be empowered to appoint a Nominations Committee composed of not less than five members. The Chairman shall select the committee chairman. This committee shall meet prior to the May meeting in the even years and select nominees for the Chairman, Vice-Chairman, Secretary, and Treasurer positions. Officer nominations shall be presented to the full Board in May and voted upon in July of the even years. There may be nominations from the floor for any of the officer positions. In any event an election will be conducted and the winners will be declared by a simple majority of the votes present at the meeting. The officers will take their office at the July meeting next following the election.
- 6.3 By-Laws Committee: The Chairman shall be empowered to appoint a By-Laws Committee composed of not less than six members. The Chairman shall elect the Committee Chairman. The Committee shall meet at least once during the two-year tenure of the Board; however, any recommendations for change must be presented to the full Board thirty days prior to voting on the proposed changes.
- 6.4 Planning Committee: The Chairman shall be empowered to appoint a Planning Committee consisting of a minimum of ten members. The Chairman shall select a Committee Chairman. The Planning Committee shall meet as needed during the year and shall have primary responsibility to review the contents and provisions contained in the Board's Plan, to review and recommend training activities and providers, review proposals and make recommendations to the full Board.
- 6.5 Oversight Committee: The Chairman shall be empowered to appoint an Oversight committee consisting of a minimum of eight members. The Chairman shall select a Committee Chairman. The Oversight Committee shall meet on a regular basis to provide monitoring, evaluation and oversight of the program operations of the Administration, service providers and sub-contractors.
- 6.6 Budget Committee: The Chairman shall be empowered to appoint a Budget Committee consisting of a minimum of six members. The Chairman shall select a Committee Chairman. The Budget Committee shall meet as needed during the year and shall have primary responsibility to monitor budget matters and perform such other duties, as the members shall designate.
- 6.7 Personnel Committee: The Chairman shall be empowered to appoint a Personnel Committee consisting of a minimum of six members. The Chairman shall select a Committee Chairman. The Personnel Committee shall meet as needed during the year and shall have primary responsibility to monitor personnel matters and perform duties of the Board described in the Board Personnel Manual.
- 6.8 Not more than one person from each county shall serve on the same committee with the exception of the Board Chairman who shall be an ex-officio member of all committees, except the Nominations Committee. Members may serve on more than one committee of the Board; however, they may not chair more than one committee. Officers of the Council may

each serve on committees in addition to the Executive Committee; however, they shall not be permitted to chair said additional committees except for Ad Hoc Committees.

- 6.9 There shall be such other permanent committees as the Chairman of the Board, with the approval of the Board, shall from time to time designate. The Chairman may make the appointment of Ad Hoc Committees. Members of said committees shall be appointed by the Chairman and shall have such authority and perform such duties, as the members shall designate.
- 6.10 The Chairman may remove one or more members from any committee and appoint members to fill such vacancies.

## **ARTICLE VII**

### **Fiscal**

- 7.1 Fiscal Year: The Fiscal year of the Board shall be from July 1 to June 30.
- 7.2 Audit Requirements: The financial statements, books and records of the Board shall be examined as of the end of each fiscal year by an independent certified public accountant licensed to practice in the state of Missouri. Audited financial statements, appropriate disclosures, and such compliance or management advisory reports shall be submitted, along with an opinion letter, to the full Board not later than ninety (90) days subsequent to the close of the fiscal year or within thirty (30) days after receipt of the reports. Bids to secure audit proposals will occur and staff will pre-evaluate for compliance and recommendation to the Executive Board.
- 7.3 Indemnification, Insurance and Bonds: All members of the Board may be indemnified by the Board against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a part by reason of being or having been such Board member, except in relation to matters that they shall be adjudged to be liable for negligence or misconduct in the performance of duty. Such expenses shall include reasonable settlements; except that no amounts shall be paid hereunder in connection with any such settlements; unless the Council is advised by legal counsel who is selected by the Executive Committee and ratified by the full Board that such person was not derelict in the performance of his/her duty and that such settlement is in the best interest of the Board. The Executive Committee is authorized to issue Requests for Proposals for appropriate insurance coverages to protect the members against liability claims including action in tort and further to recommend the selection of a carrier (s) and coverages to the full Board for approval. Any member of the Board with the custodial care of cash, checks or negotiable securities, or empowered to authorize the disbursements of same, shall be bonded in an amount to be determined by the Executive Committee.
- 7.4 Annually, and at least 30 days prior to the end of the fiscal year, the Administrative Entity shall prepare a preliminary budget for consideration by the Board. The proposed budget will be presented to the Budget Committee and if approved to the full Board for final approval. The chief-elected officials must also approve the budget prior to implementation.
- 7.5 Dissolution Clause: In the event of dissolution of the Central Region Workforce Investment Board and its Board of Directors (board members), all assets shall be turned over to the Missouri Division of Workforce Development.

- 7.6 The purposes for which the corporation is organized is exclusively charitable and educational within the meaning of section 501 (C) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (C) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

### **ARTICLE VIII** **General Provisions**

- 8.1 Board members shall be reimbursed for actual expenses incurred in the performance of their duties upon the approval of the Chairman. The Board shall establish rates of reimbursement.
- 8.2 Any Board member who is absent from three consecutive Board meetings, either regular or special, shall be considered for expulsion. Expulsion of any member shall require the affirmation vote of two-thirds of the membership present and constituting a quorum.
- 8.3 Vacant positions on the Board shall be filled within 120 days of the opening in order to remain in compliance with the ACT and operating as a Workforce Investment Board. At all times the Private Sector slots will be at a minimum of 51% of the membership to be in compliance with the ACT.
- 8.4 The Central Workforce Investment Board (C-WIB) shall negotiate, subject to ratification of the Board, a working agreement with the Central Region Chief Elected Officials to operate and execute the duties and responsibilities under P.L. 105-220.
- 8.5 In recognition of potential "Conflict of Interest", no Board member will vote on issues or budgets nor serve on the Budget or Oversight Committees if the member, or a member's relative within the fourth degree, whether by affinity or consanguinity:
- a. is employed by the bidder
  - b. works for the bidder
  - c. is a general member of the bidder
  - d. is a member of the bidder's governing body; or
  - e. has a financial interest in the bidder.

### **ARTICLE IX** **Amendments**

- 9.1 The By-Laws of the Board may be amended by a two-thirds majority vote of the members present and constituting a quorum at any regular or special meeting of the Board, provided that the notice of such regular or special meeting shall include a draft of the proposed amendment. No other method of amendment shall be permitted.

**ARTICLE X**  
**Parliamentary Authority**

10.1 Meetings of the Workforce Investment Board shall be conducted according to the procedures contained in Robert's Rules of Order, Revised.

**ARTICLE XI**  
**Civil Rights**

11.1 The Organization shall be an Equal Opportunity Employer and shall assure that this organization and its subcontractors shall conform to applicable laws, regulations and Executive Orders applying to employment opportunities as found in the provisions of the Civil Rights Act of 1964 (amended), Americans with Disabilities Act of 1990, and all other related laws and regulations.

These By-Laws have been adopted by a resolution of the Board on this 28th day of March, attested by the Officer signature below.

James Dickerson	3-28-01
Chairman, Central Workforce Investment Board	Date

Joyce Jones	3-28-01
Secretary, Central Workforce Investment Board	Date