

# Mid America Workforce Investment Board

## BYLAWS

### ARTICLE I

#### NAME/SERVICE AREA/OFFICE LOCATION/DEFINITIONS/AUTHORITY

##### Section 1. Name

The name of this organization shall be the Mid America Workforce Investment Board (hereafter referred to as "the Board.")

##### Section 2. Service Area

The Board shall serve the residents of Clinton, Monroe, Randolph, St. Clair and Washington Counties, hereinafter referred to as Workforce Innovation Area # 24.

##### Section 3. Office Location

The official office location and mailing address shall be: 19 Public Square, Suite 200, Belleville, Illinois 62220.

##### Section 4. Authority

The Board shall act as the Workforce Innovation Board ("WIB") for local Workforce Innovation Area 24. The Board shall conduct and engage in activities as set forth in the federal Workforce Innovation and Opportunity Act (hereinafter referred to as "WIOA"), applicable federal regulations, state, and local law.

##### Section 5. Definitions

For the purposes of these bylaws and consistent with WIOA, "Chief Elected Officials or Chief Local Elected Officials (CEOs)" are defined as the County Board Chairs of Clinton, Monroe, Randolph, St. Clair and Washington Counties.

### ARTICLE II

#### VISION/PURPOSE/FUNCTION

##### Section 1. Vision

The vision for the Board is to serve as a strategic leader and convener of local workforce system stakeholders. The Board partners with employers and the workforce system to develop policies and investments that support workforce system strategies that support regional economies, the development of effective approaches including local and regional sector partnerships and career pathways, and high-quality, customer-centered service delivery and service delivery approaches.

##### Section 2. Purpose

The purpose of the Board is to:

- Provide strategic and operational oversight in collaboration with the required and additional partners and workforce stakeholders to help develop a comprehensive and high-quality workforce system in the local area and larger planning region;

- Assist in the achievement of the State’s strategic and operational vision and goals as outlined in the Unified State Plan; and
- Maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided.

**Section 3. Function**

In partnership with the CEO(s), the Board sets policy for the local workforce system consistent with State policies. The functions of the Board are described in WIOA Sec. 107(d) and are as follows:

- A. Develop and submit a 4-year local plan for the local area, in partnership with the CEO(s) and consistent with Section 108 of WIOA;
- B. Develop and submit a regional plan in collaboration with other local areas in the designed region. The local plan must be submitted as a part of the regional plan;
- C. Conduct workforce research and regional labor market analysis as defined in section 107(d)(2) of WIOA;
- D. Convene local workforce system stakeholders to assist in the development of the local plan under Section 108 and in identifying non-federal expertise and resources to leverage support for workforce activities;
- E. Lead efforts to engage with a diverse range of employers and other entities in the region in order to promote business representation on the Board, develop effective linkages with employers in the region, ensure that workforce investment activities meet the needs of employers, and develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers;
- F. With representatives of secondary and post-secondary 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;
- G. Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and jobseekers, and identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs;
- H. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce system for employers, and workers and jobseekers consistent with Section 107(d)(7) of WIOA;
- I. In partnership with the chief elected official for the local area, 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 entire one-stop delivery system in the local area; 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 ensure the appropriate use management, and investment of funds to maximize performance outcomes under WIOA Sec. 116;
- J. Negotiate and reach agreement on local performance measures with the CEO and the Governor;
  - K. 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 WIOA or must notify the Governor if they fail to reach agreement at the local level and will use a State infrastructure funding mechanism;
  - L. Select providers of youth workforce investment activities, training services, career services, and one-stop operators in the local area as specified in WIOA, and where appropriate terminate such providers in accordance with 2 CFR Part 200;
  - M. 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;
  - N. Coordinate activities with education and training providers in the local area, including reviewing applications to provide adult education and literacy activities under Title II for the local area to determine whether such applications are consistent with the local plan, making recommendations to the eligible agency to promote alignment with such plan, and replicating and implementing cooperative agreements to enhance the provision of services to individuals with disabilities and other individuals;
  - O. Develop a budget for the activities of the Board, with approval of the CEO and consistent with the local plan and the duties of the Board;
  - P. 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.); and
  - Q. Certification of one-stop centers in accordance with WIOA.

## **ARTICLE III MEMBERSHIP**

### **Section 1. Composition**

Board membership shall be composed of representatives required under WIOA and by policies established by the State of Illinois.

The Board members shall be appointed by the CEO(s) for Workforce Innovation Area # 24 in accordance with the following categories:

- A. Business Sector – Members of this category shall constitute a majority of the membership of the Board. Members must be owners of businesses, chief executives or chief operating officers or other business executives or employers with optimum policymaking or hiring authority. At least two business members must meet the requirements of a small business as defined by the Small Business Administration.
- B. Workforce Sector – Members of this category shall constitute at least twenty percent (20%) of the membership. The members shall include at least two (2) representatives of labor organizations and one (1) representative of registered apprenticeship programs (if they exist in the area); may include representatives from community-based organizations that have demonstrated experience and expertise addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and may include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.
- C. Education and Training Sector – Local educational program representatives which shall include an eligible provider of adult education and literacy activities, and a representative of institutions of higher education providing workforce investment activities (including community colleges). The members may include entities administering education and training activities that represent local education agencies and community-based organizations with demonstrated expertise addressing the education or training needs of individuals with barriers to employment. No single member of a local board shall serve as a representative of the adult education and literacy activities under Title II and the institution of higher education providing workforce investment activities.
- D. Governmental and Economic and Community Development Sector – Entities shall include economic and community development entities, Wagner-Peyser, Title I of the Rehabilitation Services Act of 1973. Members in this category may include a representative that administers local programs providing transportation, housing and public assistance in the local area or a representative of philanthropic organizations serving the local area.
- E. Other Sector – May include such other individuals or representatives of entities as the CEO(s) may determine to be appropriate.

**Section 2. Selection/Nomination**

- A. The CEO(s) shall make appointments and reappointments in accordance with the Chief Elected Official Consortium Agreement and criteria established by the State of Illinois.
- B. All representatives of organizations, agencies or other entities serving on the local board shall be individuals with optimum policy making authority within the organizations, agencies or entities they represent, and should represent the diverse geographic areas within the local area.
- C. Business representatives are to be from local businesses and are appointed from among individuals nominated by local business organizations and business trade associations.
- D. Labor representatives are to be nominated by local labor federations or (for a local area in which no employees are represented by such organizations) by other representatives of employees, such as employee organizations and/or the State AFL-CIO.
- E. Representatives of local educational entities providing adult education and literacy activities and institutions of higher education (including representatives of community colleges) are to be nominated by each respective group if there are multiple providers in the local area.
- F. Individuals may nominate themselves if they meet the criteria to nominate and represent the particular business, organization, or program for which they are being nominated.

**Section 3. Term Limitations**

Appointments to this board shall be made in accordance with the Chief Elected Official Consortium Agreement. Appointments and reappointments will occur October 1 of each year.

Board members will serve until their term of office expires; or their status under which they were appointed changes; or a majority of the CEO(s) agree to revoke their appointments; or the member becomes incapacitated or otherwise unable to complete their term of office; or the member resigns.

When possible, members shall serve until their successors are appointed.

**Section 4. Vacancies**

Staff to the board shall notify the CEO(s) of a board member vacancy within ninety (90) days of the vacancy in order to ensure a prompt appointment to the vacancy.

Nominations for filling vacancies shall be made in the same manner as was made for the resigning member. Upon appointment, the member shall serve the unexpired term of the member whose vacancy he/she is filling.

### **Section 5. Proxy/Alternate Designee**

In the event that a Board member cannot attend a meeting, he/she may not designate an alternate to represent him/her at the Board meeting.

### **Section 6. Compensation/Reimbursement of Expenses**

All members of the Board shall serve without compensation of services on the Board.

### **Section 7. Termination/Removal**

- A. Any member may resign from the Board upon written request to the Board Chairperson(s) and the respective CEO. If a member resigns prior to the expiration date of his/her term in office, the vacancy shall be filled by the CEO who appointed the resigning member.
- B. Board member appointments may be revoked by the appointing CEO, or by a request from the appointing CEO for a vote of the CEOs and the concurrence of at least 3 members of the Consortium of CEOs.
- C. Board membership requirements include regular attendance at meetings of the Board and assigned committees. Any member may be removed from the Board if he/she has 4 unexcused absences. The Executive Committee will review the reasons for the absences and may make a recommendation as to what actions, if any, should be taken.
- D. Should a Board member cease to represent the category to which he/she was appointed to fill on the Board through change in status, or otherwise become disabled, ill or unable to perform his/her duties on the Board, he/she shall be removed upon recommendation of the Executive Committee to the CEOs.
- E. A member may be removed for cause by 75% of the entire Board upon recommendation of the Executive Committee and in conjunction with the CEO(s).

### **Section 8. Other Conditions**

No other conditions exist for board membership except for those stated in the bylaws, WIOA, WIOA Final Regulations, and state policy.

## **ARTICLE IV BOARD OFFICERS**

Board members shall nominate a slate of officers for the Board. The officers shall consist of Chairperson, Vice Chairperson and Second Vice Chairperson. The slate of officers shall be selected based upon a majority vote of the quorum present at the regular meeting in October for a 1 year term. The slate of officers shall take office in February. Officers of the Board shall be

members with at least 1 year of Board experience. The Board Chairperson(s) and Vice Chairperson(s) must be nominated from among the Board's business representatives.

**Section 1. Chairperson(s)**

The Chairperson -

- Shall preside at all Board meetings;
- Shall preside at all Executive Committee meetings;
- Shall establish agendas for each Board and Executive Committee meeting;
- Shall sign, on behalf of the Board, all necessary legal documents;
- Shall establish, at the direction of the members, such ad hoc committees as the Board deems necessary to carry out its responsibilities;
- Shall appoint, all members of the standing committees and ad hoc committees;
- Shall be the official representative of the Board, as required;
- May call special meetings of the Board;
- Shall present the Annual Report to the Board; and
- Shall be an advisory member of all committees.

**Section 2. Vice Chairperson**

- Shall assume all duties and responsibilities of the Chairperson in the Chairperson's absence or disability.

**Section 3. Second Vice Chairperson**

- Shall assume all duties and responsibilities of the Chairperson in the Vice Chairperson's absence or disability.

**Section 4. Removal**

Any officer may be removed by an affirmative vote of 75% the entire Board whenever in its judgment the best interests of the Board may be served thereby. Grounds for removal shall include, but not be limited to, conduct involving moral turpitude.

**ARTICLE V  
COMMITTEES**

The Board's Chairperson(s) shall have the power to create standing and ad hoc committees and to assign committee chairs and members. Committees shall meet at the call of the committee chair as necessary. Meetings shall be conducted in the same manner and formality as regular Board meetings following Robert's Rules of Order and the Illinois Open Meetings Act.

All Committees, except the Executive, are advisory and will make recommendations to the full Board.

The responsibilities of each of the committees are outlined in **Addendum A** to these bylaws.

**Section 1. Executive Committee**

The Board shall have an Executive Committee consisting of the Board Officers and the Standing Committee Chairs.

The Executive Committee is authorized to act on behalf of the full Board in the event of an urgent matter that requires action prior to the next scheduled Board meeting.

Elected officers of the board may serve as committee chairs, but they have only one vote on the Executive Committee.

Decisions of the Executive Committee will be ratified by the Board at the next regularly scheduled meeting.

**Section 2. Standing Committees**

The standing committees of the Board shall consist of: The Systems Development and Oversight Committee, the Marketing and Economic Development Committee and the Youth Council.

The Board Chairperson(s) shall select committee chairs from among the Board's membership. The committee chairs shall come from the business sector whenever possible and feasible.

The standing committees must include board members and individuals appointed by the Board who are not members and who the Board has determined have demonstrated experience and expertise by contributing to the field of workforce development, human resources, training and development, or a core program function; or the Board recognizes for valuable contributions in education or workforce development related fields.

At least 50% of each of the standing committee members must be Board members.

To ensure Board members actively participate in board functions, each member will actively serve on a committee. The Executive Committee will survey the membership as to their interest and appoint members to the committees.

Non-Board members will serve on a committee as voting members

**Section 3. Ad Hoc Committees**

The Board may have ad hoc committees, as necessary, and as determined by the Board Chairperson(s). Chairpersons of ad hoc committees shall not be voting members of the Executive Committee.

**ARTICLE VI  
MEETING PROCEDURES**

**Section 1. Procedures**

- a. Regular meetings of the Board shall be held at a place or places to be determined by the



members, at such times and as often as they may deem necessary. Board meetings shall be held not less frequently than quarterly.

- b. Committee meetings shall be conducted in the same manner and with the same formality as regular Board meetings. Committee meetings shall be held not less frequently than quarterly.
- c. When parliamentary procedures are not covered by these bylaws, Robert's Rules of Order, Revised, shall prevail.
- d. All Board and related meetings such as committee meetings shall be subject to the Sunshine provisions under WIOA and the Illinois Open Meetings Act. The Board shall conduct its meetings according to the provisions of these current laws and any and all subsequent amendments.
- e. Minutes of the Board, Standing Committees, and Ad Hoc Committees shall be kept of all meetings and shall be available for anyone who requests to see them, and shall be reviewed and approved at the next Board or Committee meeting as appropriate.
- f. Board committees shall meet at the call of the Standing or Ad Hoc Committee Chairperson.
- g. Special meetings of members may be called at any time by the Chairperson(s) or by a petition signed by not less than 25 % of the membership of the Board setting forth the reason for calling such a meeting.
- h. Board staff shall send written notice of each meeting to Board members following the Illinois Open Meetings Act requirements.
- i. The public shall be informed of meetings through notice which shall state the purpose of the meeting, the time and the place(s). Special meeting notices shall state the purpose of the meeting and whether it has been called by the Chairperson(s) or by petition.
- j. Participation in meetings shall be limited to the voting members of the Board and the CEO(s) with the following exceptions:
  - Committee meetings, in which it is mandated by law that members be both Board members and non-members.
  - Regularly scheduled agenda items that call for reports or participation by non-members.
  - At the discretion of the Chairperson(s) and with the consent of the Board, comment or other participation by non-members which is relevant or material to the matter under consideration before the group.
  - There shall be a "Comments from the Floor" item regularly scheduled at all meetings at which the Chairperson(s) may recognize members of the public and non-voting Board members.

- k. In matters of routine business, the chair may assume general (unanimous) consent unless or until someone objects. In those cases, a regular vote will be required.

**Section 2. Quorum**

The Board or its committees shall conduct no official business in the absence of a quorum. A quorum of the full Board and the Executive Committee shall consist of (1) forty percent (40%) of the acting voting members are present at any meeting of the Board and (2) forty percent (40%) of the quorum are business members. A quorum of the standing committees or ad hoc committees shall be 33% of voting members of standing committees or ad hoc committees.

**Section 3. Technology**

The Illinois Open Meetings Act (5 ILCS 120/2.01) as amended requires that all public meetings be held at specified times and places which are convenient and open to the public.

It also requires that a quorum of members of a public body must be physically present at the location of an open meeting.

The geographic area of Clinton, Monroe, Randolph, St. Clair and Washington counties which makes up local workforce innovation area is not more than 4,500 square miles. Therefore, the exception granted under the Illinois Open Meetings Act which allows for the public body to meet the quorum requirement when people are assembled at more than one location and connected via video conference does not apply.

**Section 4. Voting Rights – Absentee Voting**

Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members unless a conflict of interest arises. Members must be present at meetings to cast a vote.

**Section 5. Conflict of Interest**

When an issue presents a possible conflict of interest for a member, that member shall disclose the potential conflict of interest and shall abstain from voting on the matter for which a potential conflict of interest exists. A conflict of interest is any matter that has a direct bearing on services to be provided by the member or any organization such member directly represents, or any matter which would provide direct financial benefit to the member or the immediate family of the member or any organization they represents.

**ARTICLE VII  
INDEMNIFICATION**

**Section 1.**

The Board shall indemnify any Board member, staff person, officer, or former Board member, staff person, or officer for expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a Board member, staff person, or officer, except in

relation to matters in which he/she was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his/her Board duties.

**Section 2.**

The right to indemnification under this Article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.

**Section 3.**

The Board shall have the power to purchase and maintain insurance sufficient to meet this Article's indemnification requirements.

**ARTICLE VIII  
GENERAL**

**Section 1. Right of Policy**

Nothing in these bylaws shall be construed to take precedence over Federal, State, or local laws or regulations or to constrain the rights or obligations of the CEOs.

**Section 2. Enactment Provision**

These bylaws shall become effective after approval by a quorum of the full Board as defined in Section 2 after due notice to Board members. Said notice shall be made no less than three (3) days prior to the meeting at which these bylaws are enacted.

**Section 3. Amendment**

These bylaws may be amended at any regular or special meeting of the Board by an affirmative vote of a quorum of the full Board as defined in Section 2. Notice must be given to Board members specifying or summarizing the proposed changes. Such notice shall be made no less than 3 days prior to voting.

**Section 4. Termination of Board**

The Board shall remain in existence until the Workforce Innovation and Opportunity Act expires or is repealed by Congress; it is dissolved for cause by the Governor of the State of Illinois; or if the Workforce Innovation Area is re-designated by the Governor of the State of Illinois.

**Section 5. Contracts**

The Board may authorize, when appropriate, any officer, member or staff, in addition to the officers so authorized by these bylaws, to enter into any contract in the name of and on behalf of the Board. Such authority will be limited to specific instances.

**Section 6. Books and Records**

The Board shall keep correct minutes of the proceedings of the Board and its Standing Committees, which shall include but are not limited to:

- the date, time and place of the meeting;
- the members of the public body recorded as either present or absent; and
- a summary of discussion on all matters proposed, deliberated, or decided, and a record of any votes taken.

The minutes along with a record giving the name and address of all members and officers of the Board entitled to vote shall be kept in the Administrative Entities' office. Board attendance records will be kept and reviewed by the CEO(s) on a regular basis.

**Section 7. Effective Dates**

These bylaws and any amendments thereto shall become effective immediately upon adoption, and shall remain in continuous effect from that date until otherwise amended.

**Adopted on the 4<sup>th</sup> day of August, 2016.**

**Revisions:**

**Revised on the [Enter Date].**

**Revised on the [Enter Date].**



**Richard Sauget, Jr. Chairman**

## **Addendum A**

### **Executive and Standing Committee Responsibilities**

#### **Executive Committee**

The Executive Committee's responsibilities include, but are not limited to:

- a. Serve as liaison to elected officials;
- b. Link with other community boards;
- c. Coordinate agendas of other committees;
- d. Develop a committee/board dispute resolution policy;
- e. Review recommendations from committees to ensure they are in accordance with federal, state, and local criteria in order to make recommendations to the Board;
- f. Review and revise bylaws periodically;
- g. Oversee the development of the four-year local plan, review to assure alignment of Core Partner Programs, and recommend modifications as needed;
- h. Determine local labor market needs;
- i. Propose new initiatives to meet local needs;
- j. Recommend an annual Board budget;
- k. Explore new funding streams and options, include fee-for-service options; and
- l. Responsible for reviewing one-stop operator proposals and recommending their choice to the full board.

#### **System Development and Oversight Committee**

The System Development and Oversight Committee's responsibilities include, but are not limited to:

- a. Negotiate a Memorandum of Understanding that will be executed by the Board Chairperson, CEO and the One-Stop Partners.
- b. Ensure that the One-Stop System effectively delivers the necessary services to both the business and job seeking customers.
- c. Review and provide guidance to the MAWIB on workforce development matters pertaining to One-Stop operations.
- d. Coordinate the annual Jobs Plus event with regional and local partners.

#### **Marketing and Economic Development Committee**

The Marketing and Economic Development Committee's responsibilities include, but are not limited to:

- a. Market the Workforce Innovation and Opportunity Act (WIOA) programs to job seekers and employers.
- b. Market the progress and success of the organizations objectives in a visible manner
- c. Promote economic development in the local and regional workforce area

#### **Youth Council Committee**

The Youth Council Committee's responsibilities include, but are not limited to:

- a. Recommend eligible providers of youth activities to be awarded grants or

- contracts on a competitive basis by the board to carry out youth activities
- b. Conduct oversight with respect to eligible providers of youth activities in the local area
  - c. Increase direct interaction between educators and the business community
  - d. Encourage alignment of education, training and career preparation with the region's major economic sectors.
  - e. Develop a path for non-college bound students to have a productive place in the workforce.

