



**Workforce Investment Board of the  
Southwest Region, Incorporated**

**BYLAWS**

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## ARTICLE I

### 1.0 Establishment of the Workforce Investment Board of Southwest Missouri: Organizational Name

1.1 The board shall be known as The Workforce Investment Board of Southwest Region Inc. (hereinafter referred to as “WIB”), consisting of a seven (7) county region, comprised of the following counties: Barry, Barton, Dade, Jasper, Lawrence, McDonald, and Newton. Joint partnerships allow for the WIB to collaborate with workforce and economic development partners to serve constituents and counties in neighboring WIB areas when mutually- beneficial.

1.2 The WIB shall be incorporated under the general not-for-profit laws of incorporation of the State of Missouri. The WIB shall be exempted from taxation under Section 501 (c) (3) of the Internal Revenue Code.

1.3 The WIB is established under the criteria set forth by the Workforce Innovation & Opportunity Act of 2014.

1.4 The general purpose of the WIB, in partnership with the Chief Local Elected Officials of the 7-county region, shall be set policy for the portion of the statewide workforce investment system within the Southwest Region. Said general purpose shall also include, but not be limited to, the development of the local workforce investment plan, the oversight of all programs operated under the Workforce Investment Act, and the coordination of economic development strategies of the Southwest Region.

## ARTICLE II

### 2.0 Powers and Duties of the WIB

2.1 The functions of the WIB shall be consistent with those that are identified for a Regional WIB under WIOA Section 107 and any amendments thereto, including, but not limited to:

- Developing and submitting the Regional Plan
- Providing policy guidance and review for all employment and training programs in the Region. Developing appropriate linkages with other programs to assure non-duplication among the programs and activities; coordinating activities with local Missouri Job Centers Partners.
- Regularly analyzing (i) local economic conditions, (ii) the knowledge and skills needed by workers and employers for jobs in the local area, (iii) the workforce activities, education and training needed in the region.

2.2. Conducting research, data collection, and analysis related to the workforce needs of the regional economy after receiving input from stakeholders as needed to carry out the board's functions.

2.3. Engaging employers to:

- Promote business representation on the local Board.
- Develop effective linkages with employers including through intermediaries which may be WIB staff.
- Support employer use of the local workforce system and workforce activities.
- Enhance communication, coordination, and collaboration among employers, economic development entities, and service providers to ensure workforce activities meet employer needs and support economic growth.
- Develop and implement strategies to meet the employment and skill needs of workers and employers such as through industry and sector partnerships that provide the skilled workers for employers and expand employment and career advancement for workers in in-demand industry sectors or occupations.

2.4. Developing and implementing career pathways together with secondary and postsecondary education input by aligning employment, training, education, and support services needed by adults and youth especially those with barriers.

2.5. Identifying and promoting strategies and initiatives to meet employer, worker and jobseeker needs including providing physical and programmatic accessibility, in the one-stops and identifying and sharing best practices of other local areas meeting such needs.

2.6. Developing strategies for using technology to maximize the accessibility and effectiveness of the local workforce system for employers, workers and jobseekers by:

- Facilitating connections among the intake and case management information systems of the one-stop partners to support a comprehensive workforce development system.
- Facilitating access to one-stop services including in remote areas.
- Identifying strategies that augment traditional services to meet the needs of individuals

with barriers to employment, and increase access to services and programs such as improving digital literacy skills.

- Leveraging resources and capacity of the workforce system.

**2.7.** Conducting oversight in partnership with the CLEO, over youth, adult, dislocated worker, and one stop WIOA activities ensuring the appropriate use and management of the funds and that the funds are used to maximize performance outcomes.

**2.8.** Together with the chief elected official negotiating and reaching agreement on local performance accountability measures with the Governor.

**2.9.** Except as provided in Article II section 2, above, with the agreement of the chief elected official and consistent with section 121(d), the board shall designate or certify one-stop operators on a competitive basis and may terminate one stop operators for cause.

**2.10** The WIB shall select youth service providers on a competitive basis, except as provided in section 123(b)) and terminate their contracts. If there is a youth standing committee the WIB shall consider the recommendations of the youth standing committee on selection and termination of youth providers.

**2.11.** Identifying eligible providers of training services consistent with WIOA section 122.

**2.12.** Identifying eligible career services providers by awarding contracts If the one-stop operator does not provide career services.

**2.13.** Working with the State to ensure there are sufficient numbers and types of providers of career services and training services, and assuring services are provided in a manner that maximizes consumer choice, and offer opportunities for integrated employment for individuals with disabilities consistent with section 122 and paragraphs (2) and (3) of section 134(c).

**2.14.** Coordinating activities with education and training providers, adult education and literacy activities, providers of career and technical education and local agencies administering plans under title I of the Rehabilitation Act of 1973.

**2.15.** Reviewing the applications to provide adult education and literacy activities to determine whether the applications are consistent with the local plan.

**2.16.** Making recommendations to the eligible agency to promote alignment with the plan.

**2.17.** Replicating and implementing cooperative agreements in accordance with the Rehabilitation Act to enhance 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.

**2.18.** Developing a budget for the board's activities, consistent with the local plan and the WIB's duties subject to the approval of the chief elected official.

**2.19.** Soliciting and accepting grants and donations from non-federal sources.

**2.20.** Negotiating the one-stop memorandum of understanding with the one-stop partners, assessing and certifying the one-stop in accordance with state and local criteria.

**2.21.** Annually, assessing the physical and programmatic accessibility, of all one stop centers in the local area.

## ARTICLE III

### 3.0 Organization of the Board

3.1 The membership of the WIB shall be determined by the Workforce Innovation Opportunity Act (WIOA), with the majority of said membership being from the private sector.

3.2 The Chief Local Elected Officials (CLEO) shall appoint the membership of the WIB, in accordance with the criteria established in the WIOA Nominations to the CLEOs must come from local business organizations, chambers of commerce, or local business trade organizations. Labor representatives must be appointed from among individuals who are nominated by local labor federations.

3.3 WIB Board member shall serve a three-year term, renewable for one additional term. Term may also be extended for officer roles (such as immediate past chair) on the Executive Committee. The WIB observes staggered terms for board succession and continuity.

3.4 Any member without proxy who is absent for one-half of the meetings in any program year, and/or more than three (3) consecutive meetings of the WIB may be terminated. The WIB Executive Committee shall review the circumstances and recommend termination or retention to the full WIB.

3.5 A member may be recommended for expulsion from the WIB when their inappropriate actions are deemed to be averse to the credibility and mission and/or violation of the Code of Ethics of the WIB as a whole. Expulsion will occur when two thirds of the current WIB members elect to so remove by a public vote. Each WIB member should sign and adhere to the Code of Ethics statement contained in the membership nomination form.

3.6 A Board Member replacement will complete the term of the replaced member and then serve a two-year full term.

3.7 No member shall engage in any activity, including casting a vote for participation in the selection, award, or administration of a sub-grant or contract, if a conflict of interest, real or perceived, would be involved. Such a conflict would arise when:

- the individual
  - any member of the individual's immediate family
  - the individual's partner, or WIB
  - an organization that employs, or is about to employ,
  - any of the above, has a financial or other interest in the firm or organization selected for award.
- Members voting by proxy must also declare any potential conflicts of interest.

3.8. Members of the WIB will neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, potential contractors, or parties to sub-agreements.

## ARTICLE IV

### 4.0. Officers

- 4.1. The officers of the **WIB**, to be chosen by vote of the membership of the entire **WIB**, shall include a Chairperson, Chairperson-Elect, Secretary, and Treasurer. All officers shall be voting members of the **WIB**.
- 4.2. The normal term of office for all officers shall be from July 1 through June 30 of each two consecutive calendar years. Elections shall be held at the June **WIB** meeting, prior to the beginning of the next program year.
- 4.3. The Chairperson shall serve a term of two years and shall be from the private sector membership of the **WIB**. The Chairperson shall preside over all meetings of the **WIB** and execute all instruments for, and on behalf of, the **WIB**. The Chairperson shall perform other such duties as, from time to time, are prescribed and authorized by the members. Upon completion of the normal term of office, the Chairperson shall be referred to as Past Chairperson, and shall assume a position on the Executive Committee. The Past Chairperson shall have full voting rights on said committee and shall serve on the committee for two years.
- 4.4. The Chairperson-Elect shall serve a term of two years and shall be from the private sector membership of the **WIB**. Upon completion of the normal term of office, the Chairperson-Elect shall assume the office of Chairperson, for the following program year. The Chairperson-Elect shall, in the absence of disability of the Chairperson, perform the duties and exercise the powers for the Chairperson. The Chairperson-Elect shall perform other such duties as, from time to time, are prescribed and authorized by the members.
- 4.5. The Secretary shall cause to be recorded all the proceedings of any meeting of the **WIB** in a book to be kept for that purpose. The Secretary shall give notice of all meetings as required and shall provide for the safekeeping of all documents of the **WIB**. The Secretary shall be recognized as the Parliamentarian of the **WIB**. The Secretary shall perform other such duties as, from time to time, are prescribed and authorized by the members.
- 4.6. The Treasurer shall have responsibility for all funds of the **WIB** and shall have cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the **WIB**. The Treasurer shall ensure that all monies in the name and to the credit of the **WIB** are deposited in a depository as may be designated by the **WIB**. The Treasurer shall ensure that the funds of the **WIB** are disbursed and ordered by the members, taking proper vouchers for such disbursement and shall ensure that the members are provided an accounting of all transactions and of all financial conditions of the **WIB** as required by the members. The Treasurer shall perform other such duties as, from time to time, are prescribed and authorized by the members.
- 4.7. Any duty by the Secretary or Treasurer may be delegated to a designee of the Chairperson.
- 4.8. An officer elected by the members of the **WIB** may be removed at any time with cause by an affirmative vote of the majority of the **WIB**. Any vacancy occurring in any office shall be filled for the unexpired term thereof, by the membership, in the same manner as provided for in elections.
- 4.9. The membership may, by proper resolutions, grant either general or specific authority to the appropriate designee to execute instruments for and on behalf of the **WIB**.
- 4.10. All officers, members of the **WIB**, and authorized staff members shall be provided with adequate insurance coverage so as to provide protection from claims of personal liability in connection with **WIB** actions.

## ARTICLE V

### 5.0. Meetings

5.1. All regular, special, and committee meetings of the WIB shall be open and public meetings, except as provided by the most recent edition of the State of Missouri Open Meetings Law. All said meetings shall be conducted using the most recent edition of Robert's Rules of Order.

5.2. The WIB shall meet a minimum of four (4) times per program year.

5.3. The Chairperson shall call all meetings of the WIB at such time and places and for such purpose(s) as the Chairperson designates. Actions shall not be limited to designated purposes.

5.4. The Chairperson may also call special meetings of the WIB at such times and places for such purposes as the Chairperson shall designate. Special meetings of the WIB may also be called by the written request of one-third (1/3) of the members of the WIB, filed with the Secretary. Said requests shall designate the time, place, and purpose of the special meeting. The business of any special meeting shall be limited to the stated purpose of that meeting.

5.6. Written notices of regular and special meetings of the WIB shall be given to include an agenda of the meeting. A notice shall be deemed to be duly given when transmitted by email or postage-paid regular mail to each member of the WIB at the last address that appears on records of the WIB, not less than five (5) days prior to said meeting.

5.7. Each member of the WIB shall have one (1) vote on all matters. Proxy voting shall be permitted. In order to have a proxy accepted by the WIB the voting proxy must be committed in writing (print or email) by the official member and presented to the WIB Chair (or designate presiding over the meeting) prior to the start of the meeting. Each member representing a proxy vote is limited to one proxy. The attendance of members by written proxy vote is limited to one proxy shall be announced immediately following the call of order.

5.8. A quorum shall be present when a majority of members in attendance 51% of Board members present overall as verified by the Board Secretary. Proxy votes may count in the quorum.

5.9. In the event of a lack of quorum, or if additional deliberation or action is needed between regular board meetings, the Chairperson is authorized to present follow-up voting matters to board members with individual votes to be collected through electronic means such as email or online polling.

5.10. At the discretion of the chairperson, members may participate and vote in board meetings remotely through electronic means such as teleconferencing, videoconferencing, or web-conferencing.

5.11. The minutes of each meeting shall be prepared and distributed to members within five (5) days prior to the next meeting. The minutes of each meeting and corrections thereto, duly adopted, shall be signed by the Secretary or the designee of the Chairperson.

## ARTICLE VI

### 6.0. Committees

6.1. The Executive Committee shall consist of seven (7) members. The composition of the Executive Committee shall be as follows: Past Chairperson, Chairperson, Chairperson-Elect, Secretary, Treasurer, one duly elected at-large member from the private sector of the WIB, and one duly elected at-large member from the public sector of the WIB. The at-large members shall serve a term of two years and shall be nominated and elected at the first meeting of the new fiscal year.

6.2. The WIB may establish other standing or ad hoc committees as may be required to properly carry out the described functions.

## ARTICLE VII

### 7.0. Amending the By-Laws

7.1. The by-laws of the **WIB** may be amended by a two-thirds (2/3)-majority vote of the members present at any regular meeting. No amendment shall be voted upon without having first been presented in writing to the full membership of the **WIB** at least five (5) days prior to the scheduled meeting.

## ARTICLE VIII

### 8.0. Fiscal Year, Audit, and Budget

8.1. The fiscal year of the **WIB** shall be from July 1 to June 30 of the next calendar year.

8.2. A complete audit of the books of the **WIB** shall be performed by an independent Certified Public Accountant and shall be submitted to the **WIB** as soon as possible following the close of the fiscal year. Said audit shall be presented to the **WIB** and shall be available to any local, state, or federal entity which requires such audit.

8.3. The Executive Committee shall develop an annual budget providing fiscal support for the programs and administrative activities established by the **WIB**. The budget shall be presented for approval to the membership of the **WIB** no later than the first meeting that budget allocations are available.

## ARTICLE IX

### 9.0. General

9.1. In any case where provisions of these by-laws and amendments thereto may be in conflict with the agreement and resolution establishing the **WIB** and any amendments thereto, said agreement and resolution and any amendments thereto should prevail.

9.2. All revisions to the budget and/or plan are subject to **WIB** approval. The signature of the Chairperson is required on all revisions.

9.3. Upon the dissolution of the **WIB**, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the **Internal Revenue Code**, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the **Court of Common Pleas** of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said **Court** shall determine, which are organized and operated exclusively for such purposes.