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Manitowoc, Marinette, Menominee, Oconto,
Outagamie, Shawano, and Sheboygan counties

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Green Bay, WI 54303
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BayAreaWDB.org

Wisconsin Bay Workforce Development Area #5
WORKFORCE DEVELOPMENT BOARD BYLAWS
Effective July 1, 2003
Amended February 17, 2022
Amended September 21, 2023

ARTICLE I - NAME AND PURPOSE OF CORPORATION

- A. **Name.** This corporation shall be known as the BAY AREA WORKFORCE DEVELOPMENT BOARD.
- B. **Principal Office.** The location of the principal office of the Corporation shall be 520 North Broadway, Suite 320, Green Bay, Wisconsin, 54303 (effective July 1, 2003, amended August 5, 2013, January 21, 2016, and January 20, 2022).
- C. **Purpose.** The purposes for which this corporation is formed are:
1. The Corporation shall serve as the Workforce Development Board (“WDB”) for the counties of Brown, Door, Florence, Kewaunee, Manitowoc, Marinette, Menominee, Oconto, Outagamie, Shawano, and Sheboygan.
 2. The Corporation’s primary purpose is to establish programs to prepare youth, unskilled adults, and dislocated workers for entry/reentry into the labor force and to afford job training to those economically disadvantaged individuals, and other individuals facing serious barriers to employment, who are in special need of such training to obtain productive employment; and pursuant thereto to provide, develop, and evaluate employment and training programs by the utilization of public and private funds designated for such purposes.
 3. The Corporation is designed to coordinate the activities of the public and private sectors so as to use constructively and cost effectively, the resources of each in developing and implementing employment and training activities. A further goal is to assist in increasing private sector employment opportunities for the economically disadvantaged and dislocated workers.
 4. The Corporation shall be organized under *Wisconsin Statutes* Chapter 181 (The Wisconsin Non-Stock Corporation Law), as a non-stock, non-profit, non-member corporation.
 5. The activities of the Corporation shall be limited as prescribed in the Articles of Incorporation so as to qualify the Corporation as exempt under Section 501 (C) (3) of the United States Internal Revenue Code of 1954, as it may be amended from time to time, and so as to ensure the requirements thereof are satisfactory.

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6. The activities of the Corporation shall be further limited to comply with the laws and regulations of any and all funding sources.

ARTICLE II - REGISTERED AGENT

The Corporation shall have and continuously maintain in Wisconsin a registered agent as required by statute. It is the responsibility of the Bay Area WDB Executive Committee to maintain the services of a registered agent. The registered agent is the Executive Director of the Bay Area WDB, at the home office of the Corporation: 520 North Broadway, Suite 320, Green Bay, WI 54303

ARTICLE III - POWERS

The Corporation shall have all powers permitted by law, to the extent that said powers do not conflict with either funding source regulations and/or regulations as imposed by Section 501 (C) (3) of the United States Internal Revenue Code of 1954 as it may be amended from time to time.

ARTICLE IV - BOARD OF DIRECTORS

- A. **Section 1 - Membership**. The initial Board of Directors shall consist of twenty-six (26) Directors, in accordance with an agreement between the Corporation and appropriate units of general local government. Thereafter, the number of Directors of the Corporation shall not be less than twenty-four (24) nor more than forty-five (45), as shall be determined from time to time by the Corporation's Board of Directors. Additional members over the previous limit of thirty-nine (39) shall be private sector representatives.
- B. **Section 2 - Compensation, Qualifications, Nomination and Appointment**
 1. A majority of Directors shall be owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority, who represent businesses, including small businesses, or organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area, and are appointed from among individuals nominated by local business organizations and business trade associations; and
 2. Not less than 20 percent (20%) of Directors shall be representatives of the workforce within the local area who shall include representatives of labor organizations nominated by local labor federations; and a representative who shall be a member of a labor organization or a training director from a joint labor-management apprenticeship program. In addition, representatives in this category may include representatives of community-based organizations that have demonstrated experience and expertise in 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 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.
 3. Directors who represent entities administering education and training activities in the local area, who shall include a representative of eligible providers administering adult education and literacy activities under Title II; a representative of institutions of higher education providing workforce

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investment activities (including community colleges); and may include representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment.

4. Directors who are representatives of governmental and economic and community development entities serving the local area, who shall include a representative of economic and community development entities; a representative from the State employment service office under the Wagner-Peyser Act serving the local area; a representative of the programs carried out under Title I of the Rehabilitation Act of 1973 serving the local area; and may include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and may include representatives of philanthropic organizations serving the local area.
 5. Membership may include other individuals or representatives of entities as the chief elected official in the local area may determine to be appropriate.
 6. All directors shall reside and work in the WDA. If it is in the best interest of the WDA one of the two requirements may be waived by the Local Elected Officials Board (“LEO Board”) for the WDA. When the WDB Chairperson has knowledge of any change of residency or employment, **or** other resignation or death of any WDB member, they shall see that the Chairperson of the LEO Board is notified if such change or residency or employment, resignation, or death through written communication (letter or email) within thirty (30) days and ensure that the vacancy is included as an agenda item for the next LEO Board meeting. The WDB Chairperson will also notify the Chair of the LEO Board of the WDB members whose terms will expire on June 30 of any given year by April 1 of that same year.
 7. A slate of potential WDB members, to replace those whose terms have expired, shall be approved at the May LEO meeting. Specific nominations for new WDB members will be appointed at the September LEO Board meeting of each year following the Workforce Investment and Opportunity Act (WIOA) § 106 as amended from time to time.
 8. Vacancies shall be filled for unexpired terms of resigned WDB members or otherwise unfilled seats on the WDB by the LEO Board consistent with WIOA § 107 (b) (2) as amended from time to time.
- C. Term.** The terms of the initial WDB shall be for fixed and staggered terms not to exceed three (3) years, as further determined by the WDB. Thereafter, WDB member terms shall be for three (3) years.
- D. Compensation.** The WDB may authorize compensation for services rendered to the Corporation, consistent with funding source guidelines and law.
- E. Resignation.** A member of the WDB may resign at any time by filing their resignation with the Chair of the WDB thirty (30) days prior to any meeting of the corporation.
- F. Removal.** A WDB member may be removed for good cause at any meeting of the WDB by the affirmative vote of two-thirds of the filled positions of the WDB. Good cause shall include:
1. Those causes specified in *Wisconsin Statutes* Section 17.15 (2).

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2. A WDB member may be removed by the LEO Board for not attending at least fifty percent (50%) of the scheduled meetings each program year. The WDB Chair and Executive Director shall keep accurate meeting attendance records, remind members who are not regularly attending meetings about their responsibility to participate in meetings, and communicate concerns about members' absences to the LEO Board.
 3. Failure of a WDB member to fulfill in a timely manner their obligations under these Bylaws, or if the WDB member shall violate any of the covenants or stipulations of the Bylaws. However, nothing herein shall be construed to permit removal of any WDB member for failure to concur in any proposed agreement with the WDB.
 4. For conviction of any federal or state felony.
 5. For changes in status that effect representation as outlined in Section IV (2) (B) of these Bylaws.
- G. **Vacancies**. When a vacancy occurs on the WDB, the vacancy shall be filled to carry out the balance of the term in accordance with the procedures in Article IV, Section 2 of these Bylaws.

ARTICLE V - FUNCTIONS

The Board of Directors shall:

- A. Serve as the Administrative Entity/Grant Recipient/Substate Grantee for the WDA by designation of the LEO Board to the eleven (11) counties.
- B. Establish the overall goals, policies, and priorities for the Corporation.
- C. Develop and approve WDA Local Plan for submission to the Governor in conjunction with the LEO Board and administer and oversee the programs conducted under the Local Plan to ensure its implementation pursuant to the policy, goals, and procedures set for the WDA. Such oversight shall include review, monitoring, and evaluation of the programs conducted under Title I of WIOA. Program operation will be contracted and may include intake, certification, assessment, career services management, placement and follow up services.
- D. Approve and submit any modifications of the Local Plan to the Governor in conjunction with the LEO Board.
- E. Oversee the hiring of staff necessary to carry out its responsibilities as the Administrative Entity/Grant Recipient/ Substate Grantee.
- F. Prepare and approve a budget for itself and incorporate grant funds to operate programs under the Local Plan in accordance with the contractual requirements of the funding sources.
- G. Approve all contracts and program budgets for the provision of services to carry out the goals and objectives of the Local Plan.
- H. Establish guidelines for the level of skills provided by skills training programs conducted under the Local Plan.

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- I. Remove any member of the WDB for just cause.
- J. Determine the number of members of the WDB with the concurrence of the LEO Board.
- K. Designate a depository for corporate funds and establish proper monetary controls and accounting procedures.
- L. Appoint appropriate standing and ad hoc committees necessary to effectively carry out the purposes of the Corporation. All standing committees will include at least one other non-WDB member.
- M. Establish Corporation personnel policies, grievance procedures and other policy directives as necessary.
- N. Board of Directors, in approving the nomination of Standing Committee members, shall not approve such individuals as a member of the committee, who may or are serving in the role of a “vendor” to the Bay Area WDB.

ARTICLE VI - OFFICERS

- A. **Number**. The WDB shall elect from its private sector representatives a Chairperson. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be members of the Executive Committee.
- B. **Election and Term**. The initial principal officers shall be elected at the first meeting of the WDB and those elected shall take office immediately upon election until the next annual meeting. Thereafter, the principal officers shall be elected by the WDB bi-annually or at any special meeting called for such purpose and serve a two (2) year term.
- C. **Vacancies**. If any office of the WDB becomes vacant, the WDB shall elect a successor at the next regular meeting, or a special meeting to fulfill the remainder of the term.
- D. **Removal**. Any officer may be removed for good cause at any time by majority vote of the WDB.
- E. **Duties and Qualifications of Officers**
 - 1. **Chairperson**: The Chairperson shall be from among the WDB members who are representatives of the private sector; shall preside over all meetings of the WDB and the Corporation; shall be an ex-officio member of all committees and task forces, subject to the approval of the WDB,, and shall have the general powers and duties usually associated with the office of President of Chapter 181 Wisconsin Corporations, including but not limited to powers allowed by law to sign certificates, contracts and other instruments of the corporation which are authorized by the WDB. The Chairperson shall make all appointments to committees and task forces, subject to approval from the full WDB. The Chair is also directly responsible for supervising the work of the Executive Director of the WDA and is the individual to whom the Executive Director reports. The Executive Committee will conduct an annual evaluation of the Executive Director.

2. Vice-Chairperson. The Vice-Chairperson shall serve in the Chairperson's stead if the Chairperson is unable to perform such duties as the Chairperson and WDB may direct. At such times, the Vice-Chairperson shall have all the powers of the Chairperson.
3. Secretary. The Secretary shall be responsible for ensuring that WDB and committee meeting Minutes are accurately and appropriately recorded, distributed, and preserved, and shall perform other duties as the Chairperson and WDB may direct.
4. Treasurer. The Treasurer shall ensure that accurate records of all funds collected and spent are properly kept and that an accurate account of the assets and liabilities of the Corporation is maintained. This includes approving the check payment register before checks are issued as part of the internal control process and approving the Executive Director's bi-weekly timesheet, requests for leave, and requisitions. Under the Treasurer's direction, the Board of Directors shall decide which officers and staff may authorize spending of funds and shall decide an amount for which WDB officers and staff shall be bonded.
5. Any document required or permitted by *Wisconsin Statutes* Chapter 181 (The Wisconsin Non-Stock Corporation Law) to be signed by the President, Vice-President, Secretary or Assistant Secretary, shall be signed by the WDB Chair, Vice Chair, or by the Executive Director regarding specific actions taken by the WDB.

ARTICLE VII - MEETINGS

- A. **WDB Meetings**. All WDB meetings shall conform to Wisconsin Open Meeting law.
- B. **Annual Meeting**. The Annual Meeting of the Corporation shall be held in May of each year for the purpose of seating new officers (if required) and for the transaction of business as may come before the Corporation.
- C. **Regular Meetings**. The regular meetings of the Corporation shall be held at least quarterly, and at a time and place designated by the WDB.
- D. **Special Meetings**. Special meetings of the Corporation may be called at the request of the Chairperson or a member of the WDB by petition and signed by at least one-third of the WDB and properly filed with the Secretary.
- E. **Meeting Notice**. Notice of each regular and annual meeting shall be given by written notice delivered through the mail or other electronic means no less than one (1) week prior to the meeting. Such notices shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid or with an electronic date. Members may request that notices be sent to them solely through the U. S. Postal Service in hard copy. Notice of Special Meetings shall be given at least twenty-four (24) hours in advance of meeting. All meetings shall comply with the requirements of the Wisconsin open meeting law.
- F. **Quorum**. A simple majority of the filled seats of the WDB membership shall constitute a quorum of any regular or special meeting. A WDB member who attends any regular or special meeting and

discloses a potential conflict of interest and removes themselves from the meeting while such item is being addressed, shall continue to be counted for purposes of determining whether there is a quorum.

- G. **Voting**. At all Corporate meetings, each Director shall have one (1) vote. No proxy votes shall be permitted. A simple majority of WDB members present shall prevail in all matters except when an act of a greater proportion is required by these Bylaws or *Wisconsin Statutes* Chapter 181 (The Wisconsin Non-Stock Corporation Law). Any WDB member abstaining from voting for reason of conflict of interest shall not be considered present for that vote. Roll call vote will be taken and duly recorded for all funding decisions.
- H. **Minutes**. The WDB shall keep a correct and complete record of all Corporation proceedings which shall be attested by recorded WDB Minutes.
- I. **Procedure**. All meetings of the Corporation shall be governed by the Bylaws, or standing rules of the Corporation, or Robert's Rules of Order, in all matters not covered therein.
- J. **Video and Telephone Conferencing**. WDB and/or committee meetings may be conducted using telephone conferencing or video conference platforms provided the meetings are properly noticed to the members and to the public, and any interested party is provided a means to listen to the meeting proceedings.
- K. **Local Elected Officials**. Local Elected Officials of the WDA shall be granted speaking privileges at WDB meetings but shall have no voting rights.

ARTICLE VIII - JOINT WDB/LEO COMMITTEES

The WDB shall name its members to the Joint Committees of the WDB and the LEO Board as delineated in the WDB/LEO Board Agreement for the WDA. These joint committees may include Planning and Evaluation, Joint Executive, and Administrative Budget Committees.

ARTICLE IX - LOCAL PLAN

- A. **Development of the Local Plan**. The WDB, in conjunction with the LEO Board, is responsible to develop and approve a Local Plan for the WDA. To this end, both the WDB and the LEO Board may establish the Planning and Evaluation Committee to work with staff in the development of that Plan. Final approval of the Plan, and a budget for the Plan, rests with the WDB and the LEO Board.
- B. **Public Comment on the Local Plan**. The WDB, shall make the Local Plan available for public comment prior to final approval by the WDB and the LEO Board for submission to the Governor. Public comment shall be reviewed and summarized for inclusion in the Plan. Written justification shall be provided if the Plan is not altered to conform to public comments pursuant to *Wisconsin Statutes* Section 19.83.
- C. **Modification or Update of the Local Plan**. Modification or update of the Local Plan will be submitted to both the WDB and the LEO Board for approval. Either body may request modification or update of the Plan. Such requests should be forwarded to the respective LEO Board Chair or WDB Chair, and to the Executive Director.

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ARTICLE X - WDB EXECUTIVE COMMITTEE

- A. Duties and Powers.** The Executive Committee shall function for the WDB between meetings of the WDB. The Executive Committee shall have full authority to act on behalf of the WDB and the Corporation between meetings of the WDB. All Executive Committee decisions are to be brought to the full WDB for validation at the next meeting of the WDB. The Executive Committee shall function as the authorized representatives of the WDB to meet with representatives of the LEO Board which together shall constitute a committee for the negotiation of any disagreements over any WIOA related matters. The Executive Committee shall also function as the HR and Finance Committee.
- B. Composition.** The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary, and Treasurer of the Corporation, and up to three (3) at-large members of the WDB appointed by the membership at a duly constituted meeting of the WDB. At-large members shall serve two (2)-year terms on the Executive Committee. The immediate past Chair, at the discretion of the WDB, may be appointed to a one-(1) year term as a member of the Executive Committee to facilitate the transition of WDB leadership.
- C. Term.** The Term of the Executive Committee members shall be two (2) years. Said term shall commence upon the election at the annual meeting and continue until their successors are elected at the subsequent annual meeting.
- D. Vacancies.** If an Executive Committee position becomes vacant during said term, the WDB shall elect a successor as soon as possible following the vacancy to fill the position for the remainder of the term.
- E. Meetings.** Meetings of the Executive Committee shall be held at a time, place and date selected by the members. Special meetings of the Executive Committee shall be called by the Chair as needed. Telephone or video conference meetings shall be permitted as deemed necessary by the WDB Chair and the LEO Board Chair.
1. Notice of any special Executive Committee meetings shall be given at least twenty-four (24) hours prior to said meeting by written or electronic notice delivered personally or mailed or sent electronically to each Executive Committee member. Written notice of all regular Executive Committee meetings shall be given one (1) calendar week in advance, indicating time, place and agenda.
 2. A simple majority of the filled seats of the Executive Committee shall constitute a quorum at any regular or special meetings of the Executive Committee.

ARTICLE XI - STATUS

This Corporation is a non-stock corporation organized under *Wisconsin Statutes* Chapter 181, (The Wisconsin Non-Stock Corporation Law), and is not conducted for pecuniary profit. All aspects of the operation of the Corporation shall be conducted in accordance with applicable laws, rules and regulations of funding sources, state and federal law and Section 501(C)(3) of the United States Internal Revenue Code of 1954, as it may be amended from time to time, for the tax-exempt organization.

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ARTICLE XII - CONFLICT OF INTEREST

No WDB member, officer or employee of the Corporation shall have or acquire any interest, direct or indirect, in any project which the Corporation is operating or promoting, or in any contract relating to any such project of the Corporation without making written disclosure to the Corporation of the nature and extent of their interest. No WDB member who has had such interest shall vote on any matter relating to it. Further, no WDB member, officer or employee of the Corporation shall violate the conflict-of-interest regulations as established by funding sources or as established by or contrary to *Wisconsin Statutes* 181.0831 or its successors thereto, or the following conflict of interest procedure guidelines:

- A. Each WDB member shall disclose in writing, annually with updates, on prescribed forms any conflict of interest pertaining to any act or transaction of the WDB prior to the WDB addressing said act or transaction
- B. The conflict shall be disclosed at the meeting in which said act or transaction is being addressed and the conflict shall be noted in the minutes. The WDB, if necessary, shall hold a discussion regarding the conflict.
- C. Any WDB member having a conflict shall not participate in any discussion or voting relative to such item, unless answering questions directly addressed to them by the WDB Chair.
- D. Any conflict disclosed prior to a meeting shall, if possible, be made part of the agenda of that meeting.
- E. Any WDB member who believes another has a conflict may disclose said possible conflict to the WDB. The WDB shall hear statements from both parties and, if necessary, discussion shall be held by the WDB. Wherever possible, the staff shall advise ahead of time if there is a conflict. The WDB Chair, or whoever is presiding in the place of the Chair, shall make the final determination whether a conflict of interest exists.
- F. A WDB member whose organization receives any form of funding from the Bay WDA must abstain from voting on any contract award, regardless of the funding source (WIOA, DOC, DCF, DOT, etc.)

ARTICLE XIII - DEPOSITS, PROPERTY DISSOLUTION

- A. **Loans.** No indebtedness for borrowed money shall be contracted on behalf of the Corporation, and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the WDB of the Corporation. Such authorization may be general or confined to specific instances. Unless otherwise stated in such authorization, all such loans shall be signed by the Chairperson (or Vice-Chairperson in the Chairperson's absence) and the Secretary.
- B. **Drafts, etc.** All checks, drafts, or other orders of payment of money, notes, or other evidence of indebtedness issues in the name of the Corporation, shall be signed by such officer, or officers, or approved staff member of the Corporation in such manner as shall from time to time be determined by or under authority of a resolution of the members of the Corporation. Bonding or insurance protection shall be provided to those eligible to disburse funds.

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- C. **Corporate Powers.** The Corporate powers, property, funds, and affairs of the Corporation, except as may be otherwise provided by law, the Articles of Incorporation, or the Bylaws, shall be vested in, exercised, and controlled by the WDB. The Corporation shall have all powers permitted by law.
- D. **Dissolution.** Upon dissolution of the Corporation for any cause, the properties then in possession of the Corporation shall be turned over to such successor organization as the WDB shall determine. In no event shall any property of the Corporation inure to the benefit of any individual member or the benefit of any organization which does not qualify as a tax-exempt organization under the pertinent provisions of the Internal Revenue Code as provided by the Charter of the Corporation.

ARTICLE XIV - AMENDMENTS

These Bylaws may be amended by the affirmative vote by two-thirds of the WDB in office at a duly called meeting, provided the proposed amendment shall have been submitted in writing to all WDB members at least seven (7) days in advance of such meeting.

ARTICLE XV - FISCAL YEAR

The Corporation's fiscal year shall be the first day of July through the last day of June the following year. (July 1st – June 30th.)

ARTICLE XVI - COMMITTEES

The WDB may establish such committees as it chooses from time to time in accordance with WIOA regulations. Except as herein provided for the Executive Committee, the WDB shall set the number of members to sit on said committees. Reasonable effort shall be made to notify committee members of the time and place of such meetings.

ARTICLE XVII - NON-DISCRIMINATORY PROVISION

Wisconsin Statute 111.31 shall establish the basis by which the WDB will ensure that there will be no discrimination exercised in the implementation of WIOA. It is understood that the *Wisconsin Statutes* must in all regards be at least as restrictive as the WIOA.