

**BYLAWS of the  
Waukesha-Ozaukee-Washington  
Workforce Development Board**

Revised: 03.12.2020



## ARTICLE I. NAME AND PURPOSE

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

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

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

## ARTICLE II. MEMBERSHIP

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

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

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

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

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

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

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

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

### ARTICLE III. WDB MEETINGS AND ATTENDANCE

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

**3.3 NOTICE OF WDB MEETINGS:** Written notice (in the format of an agenda) of each meeting of the WDB stating the place, date, and hour of the meeting shall be given to each WDB member by email at least 48 hours prior to the meeting. The same notice of WDB meetings shall be provided to the County Clerks of the respective Waukesha-Ozaukee-Washington Wisconsin Counties Consortium. WDB meetings shall be open to the public, with notice of such meetings given pursuant to section 19.84 of the Wisconsin Statutes, except when the WDB convenes in executive session in accordance with the Freedom of Information Act requirements. Conclusions, if any, derived from information received and subsequent discussions among the members during an executive session must be acted upon in public session. No votes may be taken during an executive session.

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

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

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

**3.7 ATTENDANCE:** Members of the WDB shall be expected to attend all meetings of the WDB and assigned committee meetings. Members shall miss no more than (3) meetings in a twelve (12) month period unless excused by the WDB Chairperson, Vice Chairperson, or WDB Director. Absences may be excused for priority business activities or at the discretion of the WDB Chairperson, Vice Chairperson, or WDB Director. WDB members must call or provide notice by email prior to the posted time of the specific WDB meeting. A resignation will be requested by the WDB Chairperson upon a member's inability to actively participate in business of the WDB. Members may participate in regular, special, and emergency meetings of this organization through teleconferencing or videoconferencing to the extent such participation is allowable by state law and policy. Members who participate via teleconference or videoconference will be considered in attendance.

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

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

**3.10 ELECTRONIC VOTING:** Voting by electronic mail (email) is permitted under these bylaws. Such calls of vote are to be reserved for issues of importance. This may arise, for example, in the event a quorum is not present at a formal meeting, or in the event that WDB action is considered desirable at a time between regularly scheduled meetings. In such cases, all board members have the right to submit a vote within a specified time period (no less than 48 hours and no more than 7 calendar days). Vote by email will be conducted in the following manner:

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- a. The WDB Chairperson may request a vote via email. Members shall have 3 options regarding their vote:
  - i. Vote to pass the motion
  - ii. Vote to reject the motion
  - iii. Express the opinion that the motion is not amenable to an electronic vote.
- b. If any member objects to the electronic vote, the motion would remain subject to the “in person” quorum voting rules. If no objections are received, a simple majority of all board members is required to pass the vote.
- c. All members must have access to electronic mail, and it is the responsibility of each member to inform the Administrative Entity of the correct email address for purposes of correspondence and email voting.

### ARTICLE IV. VOTING

**4.1 VOTING AUTHORITY:** Votes shall be cast only by the WDB/Committee members present. The public may participate in discussion only upon recognition by the Chairperson, but may neither make motions nor vote on issues before the WDB. Each WDB member shall have one vote. At all meetings, except for the election of officers and directors, all votes shall be by voiced by “yeas and nays”. For election of officers, ballots shall be provided and voting shall be done anonymously. The results of such election shall be recorded in the minutes indicating the number of votes received by each candidate as certified by the WDB Director.

**4.2 CONFLICT OF INTEREST:** No member of the WDB or Committee shall cast a vote on the provision of services by that member (or any organization which that member directly represents) or vote on any matter which would provide direct financial benefit to that member.

A member of the WDB may not:

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

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

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

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

### ARTICLE V. OFFICERS

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**5.3 ELECTION OF OFFICERS:** The WDB shall elect a Chairperson and Vice Chairperson to serve two-year (2-year) terms. Officer terms will align with the WDB's fiscal year and will commence July 1 of the first fiscal year and conclude on June 30 of the second fiscal year. In an election year, the election shall take place at the last WDB meeting before the conclusion of the fiscal year.

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

**5.2 VICE CHAIRPERSON:** The Vice Chairperson of the WDB shall be a member of the private sector and shall be elected to a two-year (2-year) term by a majority vote of the members of the WDB. The Vice Chairperson shall perform the duties of the Chairperson in the event of the Chairperson's absence, disability, or resignation. The Vice Chairperson will conduct WDB meetings in the absence of the Chairperson.

### ARTICLE VI. COMMITTEES AND WORKGROUPS

**6.1 GENERAL:** The WDB shall have two (2) committee – the Executive Committee and the Joint Executive Committee. Time-limited ad hoc workgroups may be formed from time-to-time at the discretion of the WDB.

**6.6 EXECUTIVE COMMITTEE:** The Chairperson shall appoint an Executive Committee to serve the term length of the Chairperson. The Executive Committee shall consist of the Chairperson, Vice Chairperson, and four (4) members at large who will be named by the Chairperson. The committee is responsible for:

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

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

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

**6.3 AD HOC WORKGROUPS:** Time-limited ad hoc workgroups may be formed from time-to-time at the discretion of the WDB. Ad hoc workgroups may be formed to tackle a specific issue, project, or similar short-term item. Ad hoc workgroups shall consist of at least three (3) WDB members who will be appointed by the Chairperson. Ad hoc workgroups may consult non-WDB members for subject matter expertise. Ad hoc workgroups will not have formal agendas or meeting minutes.

### ARTICLE VIII. RECORDS

**8.1 GENERAL:** The Administrative Entity shall maintain correct and complete copies of records of their activities in all major areas, including all meeting agendas and minutes for the WDB, contracts, fiscal and management documentation. The Administrative Entity is the custodian of the public records for the WDB. In case of doubt, authorization for release of any public records of the WDB is authorized by the Chairs of the respective bodies. The WDB adopted policies under the public records law for the duplication and distribution of copies of public records and the charges therefore. The Administrative Entity posts the policies in its office. The WDB has complete access to all records, except for records of closed sessions pursuant to

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Section 19.85, Wisconsin Statutes and this agreement wherein persons not members of that body may be excluded.

### ARTICLE IX. COMPENSATION

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

### ARTICLE X. FISCAL YEAR

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

### ARTICLE XI. INDEMNIFICATION

**11.1 GENERAL:** The WDB's Administrative Entity will maintain errors and omissions insurance, bonding and general liability insurance. WDB Officers and Members will be named as additional insured on the general liability policy and errors and omissions insurance. The WDB Officers and Members will agree to indemnify and hold harmless the Administrative Entity from and against any and every claim, demand, suit payment, damage, loss, costs and expense that the WDB Officers and Members may hereafter suffer, incur, be put to, pay or lay out by reason of performing its obligations under its bylaws. The provisions of this section shall not apply to claims, demands, suits, payments, damages, losses costs and expenses caused by or resulting from the sole negligence of the WDB Officers and Members.

### ARTICLE XII. AMENDMENT OF BY-LAWS

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

*The Waukesha-Ozaukee-Washington Workforce Development  
Board is an Equal Opportunity Provider*