

SOUTHWEST MINNESOTA WORKFORCE DEVELOPMENT BOARD, INC.
AMENDED & RESTATED BY-LAWS

ARTICLE I
NAME

The name of the organization shall be the Southwest Minnesota Workforce Development Board, hereinafter called the "SW MN WDB." The Board may at times be referred to as the Southwest Board or the Local Workforce Development Board (LWDB).

ARTICLE II
AUTHORITY

The SW MN WDB is incorporated exclusively for charitable purposes in accordance with laws and regulation associated with Section 501(c)(3) of the IRS code.

The Board shall fulfill all local workforce responsibilities designated under the Workforce Innovation and Opportunity Act (WIOA), which was signed into law on July 22, 2014, as Public Law 113-128, and replaces and supersedes the Workforce Investment Act (WIA) of 1998. WIOA mandates the establishment of local workforce development boards for each workforce development area within the State, and in accordance with Minnesota Statutes Chapter 268.665 creating local Workforce Development Boards. The local workforce development area shall be referred to herein as SW MN Workforce Development Area #6.

ARTICLE III
PURPOSE

As cited in WIOA Section 107 -The purpose of the SW MN WDB is to identify and align workforce development strategies to meet the needs of the Southwest Minnesota area employers and job seekers through comprehensive and coordinated systems. More specifically, the SW MN WDB shall:

1. Ensure development and submission of a local and regional plan to the Governor in partnership with the Chief Elected Official Board.
2. Perform periodic workforce research and regional labor market analysis as part of the local planning process.
3. Convene local stakeholders and leverage resources to carry out local workforce development activities.
4. Lead efforts to engage with a diverse range of employers and entities in the local area and region:
 - a) To promote business representation.
 - b) To develop effective linkages with employers to promote utilization of the local workforce development system and support local workforce investment activities.
 - c) To ensure that workforce development activities meet the needs of employers and support economic growth in the region; and
 - d) To develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers (such as the establishment of industry and sector partnerships).
5. Provide program oversight, which includes developing Memorandums of Understanding (MOUs) with required one-stop partners.

6. Identify and promote proven and promising practices, strategies, and initiatives for meeting the needs of employers, workers, and job seekers in the local workforce development system, including providing physical and programmatic accessibility.
7. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers, jobseekers.
8. In conjunction with the Southwest MN Chief Elected Official Board (CEOB), the SW MN WDB will negotiate performance accountability measures for the local area.
9. Designate and certify the One-Stop Operator and evaluate accessibility to the One-Stop Center for individuals with disabilities.
10. Approve eligible training providers.
11. Conduct oversight of local youth workforce investment activities.
12. Lead efforts in career pathway development with representatives of secondary and postsecondary education programs and other partners.

ARTICLE IV
OFFICE AND STAFF

The principal office of the SW MN Workforce Development Board shall be the headquarters of the SW MN Private Industry Council, located at the Marshall Workforce Center-607 West Main St; Lyon County Government Center; Marshall, MN 56258.

The staff of the Board shall be as defined by the SW MN WDB as follows.

1. Administrative Staff - Subject to the Workforce Development Board of Director's approval the SW MN WDB may employ or contract for Administrative Staff to perform to the extent it considers necessary, any portion of its authority to manage, control and conduct the current operations of the SW MN WDB. The SW MN WDB shall establish and annually review the position description of the Administrative Staff. The required and necessary resources related to covering Administrative Staff costs and WDB expenses will be negotiated through the Memorandum of Understanding (MOU's) negotiated with each Workforce Center Partner and/or other identified revenues to support the budget.
2. Delegated Duties -Any duty of the Secretary/Treasurer may be performed by the designated Administrative Staff or under his/her supervision pursuant to resolution of the SW MN WDB. Further, the SW MN WDB may grant general or specific authority to the Administrative Staff to execute instruments for and on behalf of the SW MN WDB.

ARTICLE V
AREA SERVED

The SW MN WDB will serve the Southwest service area, defined as Southwest Minnesota Local Workforce Development Area #6. LWDA #6 is comprised of: Big Stone, Chippewa, Cottonwood, Jackson, Lac qui Parle, Lincoln, Lyon, Murray, Nobles, Pipestone, Redwood, Rock, Swift, and Yellow Medicine Counties.

In addition, the SW MN WDB will assist with implementation of regional workforce strategies in partnership with Local Workforce Development Area #7 and the South Central Workforce Development Board.

ARTICLE VI
MEMBERSHIP

Membership on the SW MN WDB shall be in accordance with the federal statute under which the SW MN WDB operates, and the SW MN WDB shall operate in accordance with Minnesota Statute 268.665 which creates Workforce Development Boards.

Members of the Board shall be comprised of members appointed by the Southwest MN Chief Elected Official Board and shall be consistent with the membership requirements established by the federal Workforce Innovation and Opportunity Act, and as modified by any amendments, reauthorizations of the Act, and/or final rules, regulations, and policy guidance letters. Where possible, members may represent more than one category to meet membership requirements. The Board membership shall endeavor to be representative of the diversity of the workforce region in terms of gender, ethnicity, and business demographics.

1. At least 51% of members shall be representatives of business in the local area who:
 - a. Are owners of businesses, chief executives or operating officers of businesses, or other individuals with optimum policymaking or hiring authority.
 - b. Provide employment opportunities in in-demand industry sectors or occupations, and provide high-quality work-relevant training and development opportunities to its workforce or the workforce of others in the case of organizations representing business; and
 - c. Are appointed from among individuals nominated by local business organizations and business trade associations; and
2. At least 20% of the members must be workforce representatives with optimum policy making authority.

This shall include:

- a. At least one (1) representative of labor organizations, nominated by local labor federations or other representatives of employees.
 - b. At least one (1) representative of a joint labor-management, or union affiliated, registered apprenticeship program within the local area who must be a training director or member of a labor organization.
 - c. This may include one or more representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of individuals with barriers to employment, including organizations that serve veterans or support competitive integrated employment for individuals with disabilities; and
 - d. This may also include one or more representatives of organizations that have demonstrated experience in addressing the employment, training, or education needs of eligible youth, including representatives or organizations that serve out-of-school youth.
3. The balance of the SW MN WDB membership shall include individuals with optimum policy making authority, as follows:
 - a. At least one (1) eligible provider administering adult education and literacy activities under WIOA Title II, selected from among the providers serving in the local area.
 - b. At least one (1) representative from an institution of higher education providing workforce development activities, including community colleges.

- c. At least one (1) representative from economic and community development entities.
- d. At least one (1) representative from the state Employment Service office under the Wagner-Peyser Act
- e. At least one (1) representative from the programs carried out under Title I of the Rehabilitation Act of 1973, other than sec. 112 or Part C of that title (i.e., the State Vocational Rehabilitation Program or the state agency responsible for the State Vocational Rehabilitation Program). This category may include additional local area representatives appointed by the CEOB to include:
- f. Entities administering education and training activities who represent local educational agencies or community-based organizations with demonstrated expertise in addressing the education or training needs for individuals with barriers to employment.
- g. Governmental, economic and community development entities who represent transportation, housing, and public assistance programs, and local area philanthropic organizations.
- h. At least one (1) representative of a minority owned small business; and
- i. Other appropriate individuals as determined by the CEOB.

ARTICLE VII
APPOINTMENT, REMOVAL & VACANCIES

Board members are appointed by the Southwest Minnesota Chief Elected Official Board (CEOB).

When vacancies occur, the SW MN WDB, in collaboration with the Executive Director, shall solicit and receive nominations.

The SW MN WDB shall consider the candidate nominations and make recommendations to the CEOB based upon meeting the federal and state Board composition requirements and the appropriateness and degree of fit for the needs of the Southwest region's economy, targeted industry sectors and occupations, and businesses, workers, and job seekers. The CEOB will make appointments from the list of candidate nominations submitted by the Director.

The term of membership shall be for two (2) years with the option of continuous renewal. The term of appointments will be staggered to the extent possible to ensure only a portion of the membership expire in a given year. Membership year will run from July 1 to June 30.

Retirement/Resignations. Any member may resign from the SW MN WDB by sending a letter of resignation to the Chair of the Board or the Director. The resulting vacancy shall be filled according to the above process in accordance with the resigned member's status or term or a new two (2) year term may be provided, to be determined at the discretion of the CEOB. If a SW MN WDB member retires during their term, they may serve out the remainder of their term and may be reappointed for one additional term.

Removal from the Board. Any member may be removed from the SW MN WDB by the SW MN WDB or the CEOB. In addition, any member who, in the view of the SW MN WDB, is acting in violation of Public Law 113-128 (Workforce Innovation and Opportunity Act) may be dismissed by the SW MN WDB by a two-thirds majority vote of members in attendance at the meeting provided the members have been notified in advance of the pending action.

A SW MN WDB member may be removed for the following:

- a. Receipt by the SW MN WDB Chair of the written resignation of the member.

- b. A change in the member's qualifications that were the basis for the initial appointment.
- c. Any behavior deemed inappropriate by the SW MN WDB in maintaining a positive image of the workforce system, the inability to represent the SW MN WDB in a supportive manner, in violation of any law, the code of conduct of the SW MN WDB or involves acts of moral turpitude, may be removed by the SW MN WDB and the Chief Elected Officials.
- d. Three (3) consecutive absences or four (4) absences in a twelve (12) month period, without good cause and notification to the SW MN WDB Chair shall be sufficient reason for the elected officials to find a vacancy exists in terms and membership held by the member involved.
- e. Vacancies created by dismissal will be filled in accordance with Article VII, 2.

Policy Compliance. SW MN WDB members are expected to adhere to all Board policies as they may be enacted or amended by a simple majority of the SW MN WDB, specifically including:

Attendance. SW MN WDB members are expected to attend all SW MN WDB meetings and actively participate in the work of the SW MN WDB. When members are unable to attend a meeting, they shall notify SW MN WDB staff in advance of the meeting which shall constitute an excused absence.

Conflict of Interest. The SW MN WDB is to have a written policy to ensure that its members conduct themselves in an unbiased manner and serve the goals established for the Southwest Minnesota Workforce Development Area. A member of the SW MN WDB may vote on each matter presented to the SW MN WDB for action unless the member has a conflict of interest in connection with the matter to be voted upon. A "conflict of interest" shall mean that a vote on the matter could substantially affect the financial interest of the member, or it may affect an organization with which the member is associated. Members will sign a 'conflict of interest' statement on an annual basis.

No member may designate any person to act as an alternate. No proxies will be permitted.

ARTICLE VIII OFFICERS

1. At the first meeting of each Program Year, the SW MN WDB shall elect a Chair, Vice-Chair, Secretary, and other offices the SW MN WDB deems necessary. The Chair shall be elected from the business representatives who serve on the SW MN WDB. The officers and other elected representatives shall comprise the Executive Committee. Such officers shall take office immediately.
2. Members may be re-elected to any office for as many terms as they are members of the SW MN WDB in accordance with Article VI.
3. Any officer may be removed from office by a two-thirds vote of the SW MN WDB at any time during the membership year, providing the officer has been notified in advance of pending action.
4. The Chair shall preside over meetings of the SW MN WDB and shall execute all documents on behalf of the SWMNWDB.
5. The Vice-Chair shall act as a proxy in absence of the Chair, with all assigned duties and powers.
6. The Secretary shall be responsible for signature of the officially recorded meeting minutes.

ARTICLE IX
OPEN MEETINGS

All meetings of the SW MN WDB shall be open to the general public and be conducted in accordance with the Sunshine Provision of Sec. 107(e) of WIOA.

The SW MN WDB meeting dates will be set by the SW MN WDB membership at the Annual Meeting of the SW MN WDB at the first meeting of the new Program Year.

Special meetings of the SW MN WDB may be called by the Chair at his/her initiative or when two or more members request that the Chair call a meeting. Notice of such meetings may be given by mail, email, fax, or personally, to each member at least three days prior to the special meeting and shall state the purpose of the meeting. A conference telephone meeting convened may be considered a special meeting. Action which was taken at any regular meeting may also be acted upon at any special meeting.

A quorum for conducting SW MN WDB votes shall be observed. A quorum shall consist of 50 percent of current membership (filled positions) plus one member.

It is the preferred practice of the SW MN WDB that meetings take place in person so that a quorum of members can interact, discuss, and vote on actions. Board members may attend meetings via teleconference or other electronic means when necessary.

No proxies will be permitted.

The SW MN WDB shall make available to the public information regarding the activities of the SW MN WDB, including information regarding the local plan prior to submission of the plan, and regarding membership, the designation and certification of One-Stop Operators, and the award of grants or contracts to eligible providers of youth activities, and on request, minutes of formal meetings of the SW MN WDB.

All meetings of the SW MN WDB shall be open to the public.

ARTICLE X
OBJECTIVES

The SW MN WDB shall carry out the functions described in WIOA, and such other grants as may be awarded to the SW MN WDB, SW MN Private Industry Council (fiscal agent), or the elected officials who have been granted or sub granted to the SW MN WDB.

In accordance with the Chief Elected Officials Board and the SW MN WDB Agreement, the SW MN WDB shall:

- a. Initiate, review and evaluate the strategic planning activities of Local Workforce Development Area #6.
- b. Review, monitor and evaluate all activities carried out under the WIOA Law in WDA #6.
- c. Provide policy guidance to the workforce area's administrative entity.
- d. Determine procedures for the development of the Regional and Local WIOA Plans
- e. Approve and submit the WIOA Regional and Local Plan for WDA#6 and WIOA Region #5.
- f. Identify key industries and establish guidelines for skill levels within skill training programs.
- g. Select One-Stop Program Operator.

- h. Select Service Providers as deemed appropriate.
- i. Responsible for joint planning and collaboration as well as on-site reviews and oversight of program performance outcomes.
- j. Select local priorities for services and target populations for supplemental programming within the Workforce Board, state, and federal guidance parameters.

ARTICLE XI
COMMITTEES

SW MN WDB Committees will consist of:

- Standing Committees - shall be permanent committees as identified by Executive Committee and outlined in the WIOA Plan.
- Ad Hoc Committees - shall be established for a specified purpose and function and shall be dissolved upon completion of its purpose as determined by the SW MN WDB.

Standing Committees: Standing committees shall meet at the call of the respective committee Chair. A majority of the officially appointed committee members in attendance of a called meeting shall constitute a quorum which will be required for official votes related to the standing committee's business. Committee chairs shall be elected by majority vote of committee members. The SW MN WDB may establish standing committees as it deems necessary to accomplish the objectives set forth in Article III. The Executive Committee is a required Standing Committee and must remain in existence.

Executive Committee: The membership of the Executive Committee will be comprised of the Chair, Vice Chair, Secretary and elected (3) and appointed (1) At-Large members. Meetings will be held as needed or requested by any member of the committee or the Director. The executive committee has oversight authority for the business and administrative activities of the Southwest Workforce Development Area, coordination of the strategic planning process, coordination of new member recruitment, and development and administration of SW MN WDB policies.

Ad Hoc Committees: Ad Hoc committees and task forces may be formed by the SW MN WDB or standing committees for specified purposes to carry out SW MN WDB responsibilities. Meetings of the Ad Hoc committee shall be at the call of the committee Chair. A majority of the assigned committee members shall constitute a quorum required for purposes of official votes. Ad hoc committees and task forces shall be dissolved by the SW MN WDB upon completion of designated work.

Membership to SW MN WDB committees is subject to the approval of the Board Chair. Committee and task force voting privileges shall be limited to committee or task force members. Persons serving on committees or task forces need not be members of the SW MN WDB; however, the Chair of any committee or task force must be a member of the SW MN WDB.

ARTICLE XII
REIMBURSEMENT

SW MN WDB members may be reimbursed for expenses incurred as a result of official SW MN WDB business provided that required forms and/or receipts are submitted with request for payment and that requests relate to expenses directly attributable to an official activity of the SW MN WDB, including participation in related conferences (with pre-approval) and committee/task force meetings.

Members are not eligible for reimbursement if they are reimbursed by their respective organization that they are representing. Reimbursement of expenses shall be made in accordance with prevailing rules and regulations of the State of Minnesota.

Members may receive a per diem, the amount determined by the SW MN WDB.

ARTICLE XIII
AFFIRMATIVE ACTION

The SW MN WDB shall require compliance from all service providers and participating entities in WIOA programs to the Affirmative Action requirements set forth in applicable federal or state law, whichever are more stringent.

ARTICLE XIV
AMENDMENTS

SW MN WDB By-Laws should be reviewed by the Executive Committee or the full Board at a minimum of once every five (5) years.

These By-Laws may be amended at any regular or special meeting by the affirmative vote of two-thirds (2/3) of the members provided that the members were notified two weeks in advance that the vote would be taken, and members were given a copy of the proposed change.

ARTICLE XV
PARLIAMENTARY AUTHORITY

The SW MN WDB Board of Directors shall determine procedures for conducting SW MN WDB meetings and Board business, and that only in the case of an impasse would the rules contained in Roberts Rules of Order be invoked to provide procedural ground rules.

ARTICLE XVI
FINANCE

Fiscal Year: The fiscal year of the SW MN WDB shall be from July 1 through June 30 annually.

Contracts: The SW MN WDB may authorize any officer or officers, including any administrative agent(s) of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation and such authority may be general or confined to specific instances.

Execution of Obligations: Contracts, bonds, undertaking checks and other writings which the corporation is authorized to make, and which require such execution shall be executed by such officers or employees as designated by the SW MN WDB.

Deposits: All funds of the corporation shall be deposited to the credit of the corporation at such banks, trust companies, or other depositories as the SW MN WDB may select.

Gifts: The SW MN WDB may accept any contributions, gifts, or devise for the general purpose of or for any special purpose of the organization.

ARTICLE XVII
LIABILITY

Pursuant to Minnesota Statute 317A.257, any person who serves without compensation as a director, officer, trustee, member, or agent of the SW MN WDB, which is an organization exempt from State income taxation under Minnesota Stat. 290.05, subd. 2 is not civilly liable for an act or omission by that person if the act or omission was in good faith, was within the scope of the person's

responsibilities as a director, officer, trustee, member, agent, and did not constitute willful or reckless misconduct, except that the grant of statutory immunity does not apply to:

1. An action or proceeding brought by the Attorney General for a breach of a fiduciary duty as a director.
2. A cause of action to the extent it is based on federal law.
3. A cause of action based on the person's express contractual obligation; or
4. An action or proceeding based on a breach of public pension plan fiduciary responsibility; and
5. The statutory grant of immunity does not limit an individual's liability for physical injury to the person of another or for wrongful death that is personally and directly caused by the individual.

Adopted this 5th day of August 2021

SW MN Workforce Development Board Chair

SW MN Workforce Development Board Secretary