

**KANSAS LOCAL AREA 1
WORKFORCE DEVELOPMENT BOARD, INC.
AMENDED BYLAWS**

Article I

Name of Organization

Section 1 The name of this organization will be Kansas Local Area I Workforce Development Board, Inc. (d.b.a. Kansas WorkforceONE) sometimes hereinafter referred to as LWDB I, Inc. LWDB I includes Barber, Barton, Chase, Cheyenne, Clark, Cloud, Comanche, Decatur, Dickinson, Edwards, Ellis, Ellsworth, Finney, Ford, Gove, Graham, Grant, Gray, Greeley, Hamilton, Harvey, Haskell, Hodgeman, Jewell, Kearny, Kiowa, Lane, Lincoln, Logan, McPherson, Marion, Meade, Mitchell, Morris, Morton, Ness, Norton, Osborne, Ottawa, Pawnee, Phillips, Pratt, Rawlins, Reno, Republic, Rice, Rooks, Rush, Russell, Saline, Scott, Seward, Sheridan, Sherman, Smith, Stafford, Stanton, Stevens, Thomas, Trego, Wallace and Wichita counties in Kansas.

The Local Area I Workforce Development Board, Inc. is organized under Public Law 113-128, the Workforce Innovation and Opportunity Act. Section 107 of the act describes the role and authority of local workforce development boards.

Article II

Offices and Records

Section 1 Administrative Office. The principal office for the transaction of the business of the corporation is currently located at the Elmore Center, 631 Crawford, Suite 206, Salina, Kansas, 67401. The location of the principal office may be changed by action of the LWDB.

Section 2 Registered Offices. The corporation, by resolution of its board of directors, the Kansas Local Area I Workforce Development Board (LWDB), may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State.

Section 3 Other Offices. Branch or subordinate offices may at any time be established by the board of directors at any place or places where the corporation is qualified to do business.

Section 4 Records. LWDB I, Inc. shall keep correct and complete books and records of account and shall also keep minutes of all meetings or other proceedings of the Board and committees made mandatory under the provisions of these bylaws or as otherwise created and appointed by the Chairperson of the Board after direction therefore by the Board.

Article III

Membership

- Section 1 Membership. All business of LWDB 1, Inc. shall be managed by its Board. Members shall be selected as hereinafter provided. Members of the LWDB shall be appointed by the Kansas Workforce Development Area I CEO Board (CEO) in accordance with the Section 107 of the Workforce Innovation and Opportunity Act (WIOA) (Public Law 113-128) Accordingly, membership shall be representative of the general population of the Kansas Workforce Development Area I, including representatives of private business, industry, education and representatives of local and state public entities. Except as otherwise required to comply with the Workforce Innovation and Opportunity Act, members of the Board shall reside within the boundaries Local Workforce Development Area I, or their office or primary place of employment must be located within the boundaries of Local Workforce Development Area I.
- Section 2 Terms of Office. Appointments shall be for staggered three (3) year terms beginning on July 1, with approximately one-third (1/3) of the membership's terms expiring each year. Appointments are subject to prior resignation or removal. Any member whose term has expired, and who is willing to serve as a member of the Board, shall continue to serve until his or her successor is nominated and appointed.
- Section 3 Rights of Members. The right of a member to vote and his or her rights, title and interest in or to LWDB 1, Inc. shall cease on the termination of his or her capacity as a Member of the Board of LWDB 1, Inc. (termination being the replacement of such members by new member nomination and appointment).
- Section 4 Resignation of Members. A resignation from membership shall be presented to the LWDB and the CEO for its appointment to fill the unexpired term.
- Section 5 Attendance and Removal of Members. If, for any reason, an LWDB member no longer represents the WIOA membership category for which that member was appointed to represent on the LWDB, that member shall be automatically removed from LWDB membership. Any member who is absent without giving prior notice and cause from three (3) consecutive regular meetings of the LWDB is subject to removal and replacement by the CEO. As used herein, the term absent means not physically present and not present by telephone or other electronic means. If any member shall commit any act prejudicial to the conduct of the affairs of the corporation or the purposes for which it is formed, such person shall be notified in writing to appear personally before the LWDB at a designated time not less than thirty (30) days after such notification and at such time, be given a hearing. By a two-thirds vote of all of the LWDB members present at the meeting, the person may be removed from membership, written notices hereunder shall be delivered by registered mail to the member's last known address.
- Section 6 Board Composition Requirements.
- a) A majority of the members of the Board shall be appointed from businesses in the local area with such appointees being individuals who are owners, chief executive officers, chief operating officers or other individuals with optimum policy making or hiring authority. Such businesses shall be representative of businesses in the local area that provide high quality, work-relevant training and development in in-demand industry sectors or occupations in the local area. Whenever possible, at least one half of such business and industry representatives shall be representatives of small business, including minority business.
 - b) A minimum of 20 percent of the Board members shall include representatives of the workforce in the local area, who shall include representatives of labor organizations who have been nominated by local labor federations, and at least one representative of a joint labor-management apprenticeship program in the local area who shall be a member of a labor organization or training director of the program. Additional representatives of the workforce may include representatives of organizations with demonstrated experience and expertise in addressing the employment, training, or education needs of WIOA eligible youth, including out-of-school youth.

- c) The Board shall include representatives of entities administering education and training activities in the local area, who—
 - i) shall include at least one representative of eligible providers administering adult education and literacy activities under WIOA Title II; and
 - ii) shall include at least one representative of institutions of higher education providing workforce investment activities (including community colleges); and
 - iii) 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.
- d) The Board shall include representatives of governmental and economic and community development entities serving the local area, who—
 - i) shall include a representative of economic and community development entities; and
 - ii) shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act serving the local area; and
 - iii) shall include an appropriate representative of the programs carried out under Title I of the Rehabilitation Act of 197e (other than section 112 or part C) serving the local area; and
 - iv) may include representatives of local agencies or entities administering programs related to transportation, housing, and public assistance; and
 - v) May include representatives of philanthropic organizations serving the local area.
- e) Any additional individual or representative of entities as determined by the Chief Elected Officials Board.

Section 7 Nomination. Business members are appointed from individuals who are nominated by local business organizations and business trade associations. Other members are appointed from individuals who are nominated by local organizations, agencies, institutions and federations of which they belong. Members of the Board shall take office immediately upon their appointment to the Board.

Section 8 Compensation. Board members shall not receive any stated salary or other compensation for their services as members, but, subject to the availability of funds and allowability under law or any regulations adopted by the United States Department of Labor, or the State of Kansas, may be reimbursed for all necessary expenses incurred in connection with the performance of their duties as members of the Board, or as members of a committee provided, however, that any such reimbursement shall be allowed only as a result of prior approval by the Board, the Executive Committee or the Board Chairperson.

Article IV

Powers

Section 1 General Powers. Subject to limitations of the Articles of Incorporation, of the bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of and the business and affairs of the corporation shall be controlled by, the LWDB.

Section 2 Specific WIOA Duties.

- a) Develop the local plan required under WIOA Section 108 in cooperation with local stakeholders, conducting oversight of the One-Stop system, youth activities and employment and training activities under Title I of WIOA in partnership with the Chief Elected Official, and ensuring appropriate use and management of WIOA funds to maximize performance outcomes.
- b) In Partnership with the CEOB and other applicable Partners within the planning region, develop and submit a single regional plan including a description of the activities undertaken by all LWDBs and their Partners, and incorporates plans for each of the Local Areas in the planning region
- c) With the agreement of the chief elected official board designate or certify a one-stop operator through a competitive process; and to terminate for cause the eligibility of such operators. Eligible parties shall be an entity (public, private, or nonprofit), or consortium of entities (including a consortium of entities that, at a minimum, includes 3 or more of the one-stop partners), of demonstrated effectiveness, located in the local area, which may include—(i) an institution of higher education; (ii) an employment service State agency established under the Wagner-Peyser Act (29 U.S.C. 49 et seq.), on behalf of the local office of the agency; (iii) a community-based organization, nonprofit organization, or intermediary; (iv) a private for-profit entity; (v) a government agency; and (vi) another interested organization or entity, which may include a local chamber of commerce or other business organization, or a labor organization. EXCEPTION.—Elementary schools and secondary schools shall not be eligible for designation or certification as one-stop operators, except that nontraditional public secondary schools and area career and technical education schools may be eligible for such designation or certification. The LWDB ensures that the above process will be free from conflict of interest. The LWDB ensures that in carrying out the designation and certification of the One-Stop Operator the process will be free from conflict of interest, encourage provision of services to individuals with barriers to employment and in full compliance with Federal and State regulations and procurement policies.
- d) Selecting eligible youth service providers based on the recommendations of the Youth Committee, and identifying eligible providers of adult and dislocated worker career services and training services, and maintaining a list of eligible providers with performance and cost information.
- e) Developing a budget for the purpose of carrying out the responsibilities of the Board, subject to the approval of the Chief Elected Officials.
- f) Negotiating and reaching agreement on local performance measures with the Chief Elected Officials and the Governor.
- g) Appointing or hiring an Executive Director and/or staff to serve the Board.
- h) Assisting the Governor in developing the statewide employment statistics system under the Wagner-Peyser Act.
- i) Coordinating private sector involvement activities with economic development strategies and developing employer linkages.
- j) Leading local efforts to engage with a diverse range of employers and other entities to promote business representation, to develop effective linkages with employers, to support employer utilization of the workforce development system, to ensure that workforce development activities meet the needs of employers and support economic growth, and to develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers.
- k) Establishing oversight and accountability structures for the government-funded workforce development programs and services.
- l) Carrying out analyses of the economic conditions of the region, the needed knowledge and skills for the region, the workforce in the region, and workforce development activities (including education and training), and conducting such other research, data collection, and analysis related to the workforce needs of the regional economy as the Board determines to be necessary to carry out its functions.

- m) With representatives of secondary and postsecondary education programs, leading 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.
- n) Leading efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting labor market needs, and disseminating such information.
- o) Developing strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers, and job seekers.
- p) Coordinating activities with education and training providers in the local area, including providers of workforce investment activities, provider of adult education and literacy activities, and providers of career and technical education, including reviewing applications to provide adult education and literacy activities under WIOA Title II for consistency with the local plan, and making recommendations to the state agency to which applications are submitted.
- q) Annually assessing the physical and programmatic accessibility of One-Stop centers, in accordance with the Americans with Disabilities Act, and coordinating with stakeholders to enhance the provision of workforce services to individuals with disabilities.

Section 3 Other Duties.

- a) Receiving any funds obtained through competitive bid, solicitation, fund raising, fees-for-service, or grant application at the discretion of the board and procuring or designating service provider(s), consultants, staff, or any other means of conducting tasks relevant to the funds received. The Board with approval of the CEOs, may establish its own bank account to receive any non-federal funds.

Article V

Officers and Committees

- Section 1 Elected Officers. The officers of the LWDB shall be a chairperson, a vice-chairperson, a secretary and a treasurer. At the discretion of the LWDB, other officers as may be appointed. The secretary and treasurer may be held by the same person.
- Section 2 Election and Terms. The officers of the LWDB shall be chosen annually by the LWDB, and each shall hold his/her office until he/she shall resign or shall be removed or otherwise, disqualified to serve, or his/her successor shall be elected and qualified. New officers will assume their offices on July 1 of the new program year.
- Section 3 Duties of the Chairperson. The chairperson shall, if present, preside at all meetings of the LWDB and the Executive Committee represent the LWDB in dealings with federal, state and local entities, execute and deliver in the name the LWDB, letters, contracts and other official documents and exercise and perform such other powers and duties as may be from time to time assigned to him by the LWDB or prescribed by these bylaws. The chairperson is the direct supervisor of the Executive Director. The chairperson is the chief executive officer of the LWDB and shall be selected from among the business sector representatives on the LWDB.
- Section 4. Chair Emeritus. The Chair Emeritus position will be represented by past Chairperson/s.
- Section 5 Duties and Powers of Vice-Chairperson. The Vice-Chairperson shall carry out such duties as may be delegated to her or him by the Chairperson or the Board. In the temporary absence of the Chairperson, the Vice-Chairperson may exercise and perform the duties of the Chairperson.
- Section 6 Duties and Powers of Secretary. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the LWDB may order, of all meetings of the LWDB, with the

time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present, the members present and the proceedings thereof.

The secretary shall, give, or cause to be given, notice of all the meetings of the LWDB and its committees, as required by these bylaws or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the LWDB or these bylaws.

Section 7 Duties and Powers of Treasurer. The treasurer shall:

- a) Be responsible for the oversight of funds available to the Board.
- b) Perform all of the duties of the Treasurer and other duties as from time to time may be assigned by the Chairperson or the Board.
- c) Perform all of the duties of the Secretary and other duties as from time to time may be assigned by the Chairperson or the Board.

Section 8 Executive Committee. The Executive Committee shall consist of the chairperson, vice-chair, secretary/treasurer and chairs of the LWDB standing committees and shall include at least one Human Resources Professional. The Executive Committee is empowered to act in lieu of the LWDB when matters arise that must be dealt with between regular meetings of the LWDB that are not of the magnitude to warrant a special meeting of the entire LWDB, including the handling of personnel issues. In such cases, the Executive Committee should remain consistent with the existing philosophies, policies and procedures of the LWDB and such action should be reported to the entire LWDB in writing.

Section 9 Other Standing Committees. The other standing committees of the LWDB are Operations, One-Stop, Youth Development and Fiscal. The chairs and members of these committees are annually appointed by the chairperson of the LWDB. These committees are empowered to provide oversight and formulate recommendations for consideration by the LWDB but not to act in lieu of the LWDB unless specifically empowered to do so as a limited exception by majority vote of the LWDB or Executive Committee. A motion coming to the LWDB from the Executive Committee or one of these standing committees does not require a second for consideration by the LWDB. The LWDB and/or the chairperson of the LWDB may establish additional interim/standing committees when needed to assist the LWDB.

Article VI

Meetings

Section 1 Regular Meetings. Regular meetings of the LWDB shall occur at least once each quarter of the year according to an annual schedule approved by the LWDB at its first meeting after July 1st of each year. Upon approval of the annual schedule, which shall also include regularly scheduled committee meetings, the annual schedule shall be published in the newspapers regularly utilized to provide notice of meetings of the LWDB. The notice requirements of the Kansas Open Meetings Act and all other applicable laws shall be complied with concerning regular and special meetings of the LWDB and its committees. All meetings shall be conducted according to Roberts Rules of Order

Section 2 Special Meetings. Special meetings of the LWDB, for any purpose or purposes whatsoever, may be called at any time by the chairperson of the LWDB with at least two (2) working days notice to the members of the LWDB and CEO and the public. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for regular meetings of the LWDB. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

- Section 3 Quorum - A majority of the Board members holding office and a majority of the committee members of any committee, when present in person, by telephone or other electronic means, shall constitute a quorum. The acts of a majority of the members present at a meeting, at which a quorum is present, shall be acts of the Board or committee.
- Section 4 Order of Business. The regular order of business at all meetings of the Board shall be set by the Chairperson.
- Section 5 Adjournment. If a quorum shall not be present at any meeting of the Board, or a committee, a majority of the members present shall have power to adjourn the meeting without notice other than the announcement at the meeting of adjournment with specification of the adjourned meeting date and time.
- Section 6 Voting. Each Board member present at any meeting shall be entitled to cast one (1) vote on each matter coming before such meeting for decision.
- Section 7 Open to the Public. To the extent required by law, meetings of the Board and its committees shall be open to the public. Meetings or segments of a meeting (Executive Session) may be closed to the public by the Chairperson of the Board or by a committee chairperson in compliance with exemptions granted by law.
- Section 8 Open Records. The LWDB and its staff shall comply with the WIOA and all other applicable state and federal laws concerning the availability for public access and inspection of its official documents.
- Section 9 Written Notice.
- a) Whenever written notice is required by law or by these bylaws to be given to any member, it may be given, either personally or by sending a copy through the mail or by electronic means to his or her address to the Board for the purpose of such notice. If the notice is sent by mail or electronic means, it shall be deemed to have been given to the person entitled thereto when deposited in the U.S. mail or sent by electronic means to such people. Such notice shall specify the place, day and hour of the meeting and where required, the purpose thereof and the nature of business to be transacted thereat.
 - b) Whenever any written notice is required to be given by law or by these bylaws to any member, such notice may be sent by the Chairperson or by his or her designee.
 - c) Whenever written notice is required by law, by these bylaws or the Board to be given to any committee, then such notice shall be given in the same manner as provided for in the foregoing subsections (a) and (b) of this Section provided, however, that any such notice may also be sent by the Chairperson of any such committee or his or her designee.

Article VIII

Conflict of Interest and Code of Conduct

- Section 1 Board and Committee Members shall be required to announce a "conflict of interest" and abstain from voting on any item of business which might reasonably be expected to benefit any person or immediate family member or organization in which the Member has any financial or other personal interest distinguishable from the interests of the general public. Each member of the Board and its committee shall sign the Local Area I Code of Conduct and Conflict of Interest Disclaimer form on an annual basis.

Article IX

Amendments

Section 1 New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of the LWDB at any regular or special meeting thereof.

Article XI

General Provisions

Section 1 Program Year. The program year of the Board shall begin on the first day of July of each year and end of the last day of June each year.

Section 2 Indemnification of Members and Officers. Indemnification of LWDB members and officers is conditioned upon the provisions of WIOA and other state and federal laws, including possibly the Kansas Tort Claims Act. Members and Officers are also covered by the LWDB insurance coverage.

Section 3 Inspection of Bylaws. The LWDB shall keep in its principal office for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the member's at all reasonable times during ordinary business hours.

Article XII

Dissolution

Section 1. Any dissolution of the LWDB shall be accomplished pursuant to and in compliance with the WIOA and all other applicable federal and state laws.

CERTIFICATE OF CHAIR

I, the undersigned, do hereby certify that I am the duly elected and acting Chair of Kansas Local Area I Workforce Development Board, Inc., a Kansas not-for-profit corporation; and the foregoing amended bylaws were duly adopted on the _____ day of _____, 2018 and amended the original bylaws of said corporation which were adopted on the _____ day of _____, 2018.

Signature of Chair

Printed Name