

MINNESOTA WORKFORCE COUNCIL ASSOCIATION BY-LAWS

ARTICLE I **NAME AND PURPOSE**

- A. This Association shall be known as The Minnesota Workforce Council Association (MWCA) hereinafter referred to as the Association or the MWCA.
- B. The Purpose of this Association shall be as follows:
1. The Association shall represent the interests of the local employment and training partner in the workforce center system in the state of Minnesota.
 2. The Association will provide a central forum for the local partners to discuss common interests, develop policy consistence, share successful job training strategies and maintain lines of communication with the state and federal government.
 3. The Association will specifically emphasize the views and expectations held by the local partnership in the implementation, operation and evaluation of employment and training legislation, capacity building and related activities.
 4. The Association will communicate and provide information to the legislature.
 5. The Association will provide a vehicle for interface with agencies, organizations and associations, including state, regional and national agencies that have impact on workforce development.
 6. The Association will otherwise advocate and promote in any appropriate way the good of the workforce development system in the state of Minnesota and the United States.

ARTICLE II **DEFINITIONS**

- A. **Full Association:** The Minnesota Workforce Council Association is comprised of the Chief Local Elected Official (LEO), the Workforce ~~Investment~~ ~~Development~~ Board Chair (Chair) and the Director of each local partnership in the workforce center system in the state of Minnesota.
- B. **The Operations Committee:** This committee is comprised of the Director of each local employment and training service provider, in the sixteen ~~W~~workforce ~~service areas~~ ~~Development~~ ~~Areas (WDAs)~~ that exist in the state of Minnesota. In addition, the Operations Committee may include other

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entities that provide local employment and training services in the state of Minnesota.

- C. **The Executive Committee:** The Executive Committee is comprised of the officers of the Association, as specified in Article VI, plus four at-large representatives who shall be elected by the Full Association's voting members. At least four (4) members of the Executive Committee must be representatives of Workforce-~~Investment~~ Development Boards or Local Elected Officials.
- D. **Workforce ~~Service-Development~~ Area (WSA-WDA):** The sixteen geographically distinct areas that have been determined locally and approved by the Governor to operate employment and training services under the ~~Workforce Investment Act~~, Workforce Innovation and Opportunity Act in the state of Minnesota.

ARTICLE III **MEMBERSHIP / VOTING**

- A. **Voting Membership:** Eligibility for voting membership shall be given to each Workforce-~~Service~~ Development Area (WSDA) within the state of Minnesota. Members shall, as a condition of membership, be required to pay dues, if any, according to a schedule established by the ~~Full Association membership~~ Operations Committee. A list of the full voting membership shall be kept by the Secretary / Treasurer of the Association.
- B. **Voting Rights / Delegates:** Each Workforce ~~Service-Development~~ Area who is a member shall have three (3) votes. Each one of these votes shall be held and cast by the following individuals referred to as "voting members" of the Workforce-~~Service~~ Development Area local partner; the Workforce ~~Investment- Development~~ Board Chair, the Chief Elected Official or Chair of the Joint Powers Board and the Director of the Administrative Entity. Delegates shall be permitted to vote by proxy if an individual member cannot attend. The member receiving the privilege to vote by proxy must fall into the same category as the Board Member who is named in these By-Laws, e.g., a Chief Elected Official may appoint another Elected Official, a ~~WDB~~ Chair may choose a member of the ~~WDB~~ and a Director may appoint another staff person to receive voting privileges. All voting assignments must be given in writing.
- C. **Interest in Property:** The voting members of this Association shall not, as such, have any right, title or interest in the real or personal property of this Association.
- D. **Resignation:** Any member may resign their membership at any time by giving written notice to the Full Association, the Executive Committee or to the

Secretary / Treasurer. Such resignation shall take effect on the date specified therein. The acceptance of such resignation shall not be necessary to make it effective. Any member who resigns membership shall not be entitled to a refund of any dues or other payments made to this Association.

ARTICLE IV
FULL ASSOCIATION MEETINGS AND ACTIONS

- A. Voting and Quorums: The presence of twelve voting members at any meeting will constitute a quorum. A majority of the total votes cast by voting delegates, at any meeting at which a quorum is present, must be cast affirmatively to carry any action or transact any business. The majority of the minimum quorum must be comprised of Local Elected Officials and/or Workforce Chairs.
- B. Annual and Regular Meetings:
1. The Full Association will meet a minimum of two (2) times per year, with the first meeting following ~~October~~ July of any given year being considered the “annual meeting” of the Full Association. The purpose of the annual meeting will be to hear reports and elect officers as required by these By-Laws.
 2. The locations and times of the Full Association meetings will be determined by the Executive Committee of the Association in consultation with Association staff.
 3. Alternate meeting locations should be taken into consideration by the Full Association.
- C. Special Meetings: Special meetings of the Full Membership of the Association may be called at any time by (a) the Association’s Chair, (b) the Executive Committee, or (c) upon written demand of any two local Workforce ~~Service-Development~~ Areas.
- D. Notice
1. Written notice of the Full Association’s meetings, stating the time, date, location, and agenda, shall be given not less than ten days before the meeting.
 2. Each local Workforce ~~Service area~~ Development Area has the responsibility to keep the Secretary-Treasurer of the Full Association aware of any changes in the delegates from that local Workforce ~~Service~~ Area, along with the appropriate addresses and contact information.

Commented [KA3]: Executive Committee recommends voting at the Annual Summer Meeting, rather than the Annual Winter Meeting, as attendance of voting members is consistently higher at the Summer Meeting.

ARTICLE V
EXECUTIVE COMMITTEE OF THE ASSOCIATION

- A. Composition. The Association's Executive Committee shall be comprised of the three (3) officers of the Association specified in Article VI, plus the Chair of Operations Committee, plus four (4) at-large representatives who shall be elected by the Association's voting members. At least four (4) members of the Executive Committee must come from representatives of ~~W~~DBs or LEOs.
- B. Terms. Each officer of this Association shall serve for a term consistent with their term as officers. ~~At large representatives shall hold office for the term of one (1) year.~~
- C. Removal and Vacancies. Any member of the Executive Committee may be removed by the affirmative vote of a majority of the members. Vacancies occurring because of the death, resignation or removal of a member shall be appointed by the Association Chair for the unexpired term. The Association Chair shall consult the full membership before making this appointment.
- D. Regular Meetings. Regular meetings of the Executive Committee may be held at such time and place as shall from time to time be determined by resolution of the Executive Committee or the Association Chair. Once the time and place of such regular meetings have been so determined, notice of at least ten days of all such meetings shall be given to all members.
- E. Special Meetings. Special meetings of the Executive Committee for any purpose or purposes shall be called by the Chairperson or at the written request of any member. Such request shall state the purpose(s) of the proposed meeting. The Chairperson of this Association shall give notice of all special meetings to each member, stating time and place thereof, and the purposes for which such meeting in convened, in the same manner as provided for in Section D of this Article.
- F. Quorum. A majority of the Executive Committee shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the members present at such meeting shall be the act of the Executive Committee. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.
- G. Written Action, Telephone, or Video Meetings. Any action permitted to be taken at a meeting of the directors may be taken by written action signed by all of the directors entitled to vote on the action. Telephone or video

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conference meetings are allowed. Action normally taken at either a regular or special meeting may be acted upon in this manner.

- H. Member Conflicts of Interest. This Association shall not enter into any contract or transaction with (a) one or more of its members, officers, or a member of the immediate family (including domestic partner) of its member or officer, (b) a member or officer of a related organization, or a member of the immediate family (including domestic partners) of a member or officer of a related organization, or (c) an organization in or of which the Association's director or officer, or member of the immediate family (including domestic partners) of its director or officer, is a director, officer, legal representative or has a material interest; unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) are fully disclosed or known to the Executive Committee, and The Executive Committee authorized, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum) or unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) are fully disclosed or known to the voting members, and the voting members accordingly act to approve or ratify the contract or transaction in good faith by the affirmative vote of a majority of the members (not counting any vote that an interested director or officer might have as delegate of a voting member). For purposes of this section "immediate family" and encompass the following: domestic partners, spouses, parents, children, children's spouses or domestic partners, siblings, domestic partners or spouse siblings. Failure to comply with this Section shall not invalidate any contract or transaction to which this Association is a party.

ARTICLE VI OFFICERS

- A. Officers. The officers of the Association shall be as follows: a Chairperson, a Vice-Chairperson, and a Secretary/Treasurer. The Chairperson and Vice-Chairperson shall, at the time of election, be an LEO or Workforce ~~Council~~-Board Chair. The Secretary/Treasurer shall be a voting member of the full association.
- B. Tenure of Office and Removal. The term of office of each of the offices of this Association shall be for two (2) years, and officers remain in office until the election of their successors, or death, removal, or resignation. Officers may be re-elected for an additional term, but may not serve more than two consecutive terms in any office. An officer may be removed at any time prior to the expiration of his or her term by affirmative vote of a majority of the Full Association. Any vacancy occurring in the offices of Vice-Chairperson or Secretary/Treasurer shall be filled by appointment by the Association Chair for the unexpired term of such

office. The Association Chair shall consult the full membership before making this appointment.

- C. Election. Officers shall be elected by the voting members at the annual meeting each ~~even-odd~~ numbered year.
- D. Chairperson. The Chairperson shall be responsible for the general management of the business of the corporation; preside at meetings of the board and of the members; see that orders and resolutions of the board are carried into effect; sign all instruments pertaining to the business of the corporation.
- E. Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in her or his absence, and if the Chairperson's office becomes vacant, succeed to same for the balance of the term remaining.
- F. Secretary/Treasurer. The Secretary/Treasurer shall ensure that a list of the members of the Association is maintained, minutes of meetings of voting members and of the Executive Committee are recorded, fulfill all other usual duties required by the Secretary's office and assure accurate financial reporting of the Association. The Secretary Treasurer will also work with the Accountant of the Association to ensure accurate records of all income and disbursements are maintained.

Commented [KA5]: Changed to be consistent with voting at Annual Summer Meeting, as noted above.

ARTICLE VII PROGRAM ADMINISTRATION

- A. The Executive Committee has the right to either hire individuals to administrate the activities of the Minnesota Workforce Council Association or contract with another agency to provide staffing for the Association.
- B. If contracting with another organization, the Executive Committee will work with that organization to obtain adequate staff resources to handle the affairs of the Association.
- C. The Chair of the Operations Committee will serve as the immediate supervisor of any staff of the Association, in conjunction with the highest ranking official of any agency contracted with if that is appropriate.
- D. If contracting with another agency to provide staff services, the Chair of the Operations Committee will make recommendations relative to changing of the duties of appropriate staff, appropriate changes in salary and fringe benefits for that staff and any disciplinary action that would be recommended to the top official of that agency to implement relative to the staff of the Association.

ARTICLE VIII
COMMITTEES

A. Committee Authority. The Executive Committee may act by and through such committees as identified in this Article or through ad hoc committees established by resolutions adopted by a majority of the Executive Committee. Each committee shall have duties and responsibilities as are granted to it by these By-laws or from time to time by the Executive Committee, and shall at all times be subject to the control and direction of the Executive Committee. Committee members need not be members of the Association.

B. Standing Committees. There shall be the following standing committees:

1. Policy and Legislative Committee. The Policy and Legislative Committee shall consist of representatives of the Association. All committee members shall be appointed by the Chairperson, subject to removal by the same process. The Committee shall examine laws and regulations, existing or proposed, affecting Association business and submit its recommendations concerning such laws and regulations to the Association. To the greatest extent possible, the Committee shall assist in the implementation of the Legislative educational programs of the Association, in accordance with the laws and regulations associated with non-profit 501 (c) (3) limitations and restrictions on lobbying and influencing of legislative policy and practice.

The Committee shall also develop program activities to promote membership in the Association and to aid the individual members in becoming more knowledgeable and involved in effective politics and government. The Committee shall seek to make members aware of the purposes and opportunities of the Association.

- ~~2. Operations Committee. The Operations Committee shall consist of all WDSA members' administrative entities plus the following entities:~~

- ~~• Arrowhead Economic Opportunity Agency~~
- ~~• Scott County Human Services~~

- ~~3. Carver County Community Social Services~~

Other entities may apply and be considered for membership in the Operations Committee. Such applicants shall include job training program operators that meet the intents and purposes of the Association. Such applicants may submit their application to the Operations Committee for consideration.

The purpose of the Operations Committee shall be as follows:

- A. Exchange information between WDSA's
- B. Communication link between local and state entities
- C. To serve as a forum to discuss operations issues
- D. Discuss state rules and regulations

Commented [KA6]: Staff recommendation: as this changes from year to year, eliminate specific examples. Language below allows for other entities to be members of the Operations Committee.

- E. Provide directive to Staff Associates
- F. Initiate projects to improve delivery services to clients
- G. Develop recommendations for Full Association

The Operations Committee will meet on a regular basis at a time and location to be determined by the Committee.

ARTICLE IX
DISCIPLINE

- A. Any member being three ~~(30)~~ months in arrears in payment of membership dues or fees or any other indebtedness to this Association shall automatically stand suspended. If all such indebtedness is not paid during the calendar year in which the suspension of such member becomes effective or if the Association or Committee does not reinstate the member during that year, then membership in this Association shall automatically terminate at the end of that calendar year.
- B. A member can be removed with or without cause if approved by a majority vote of the Full Association.
- C. Any person whose membership in this Association has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this Association and all right to the use of the name, emblem, or other insignia of this Association.

Commented [KA7]: Staff recommendation: allows a bit more flexibility for WDAs to pay dues based on federal and state allocation timelines. Would not provide a hardship to the Association's financial standing.

ARTICLE X
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall be from January 1 to December 31.

The Association may use electronic communication as an alternate to mail at any time, including meeting notices, or to meet any other requirements in these By-Laws.

ARTICLE XI
AMENDMENTS

- A. Amendment. These By-laws may be amended only as proposed and acted upon by the Full Association.
- B. Proposal. A voting member, acting through its registered delegate, shall submit in writing a resolution setting forth proposed amendments. Same shall be made available to all voting members ~~by mail,~~ by mail or electronic means not less than ten (10) days prior to the members' meeting at which same shall be voted upon.

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C. Vote. Amendments shall only be effected by the affirmative vote of two-thirds of the delegates present and voting at a meeting of the Full Association upon which such vote was given proper notice, and at which a quorum of the voting members is present.

D. Review. At least annually, and as otherwise needed, the Association's By-laws shall be reviewed by the Board of Directors for appropriateness of language, content, and possible amendments to recommend to the voting members.

First Board of Directors reading:	December 8, 1994
First Membership Reading	January 18, 1995
Amended: Board of Directors	May 16 and August 30, 1995
Approved: Board of Directors	August 30, 1995
Membership Approval	October 26, 1995
Membership Approval-Name Change (MN Workforce Council Association)	January 22, 1998

Approval: Board of Directors (Modifications to By-laws and Restated Articles of Incorporation on name change to documents)	April 23, 1998
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Amended: Executive Committee	August 25, 2004
Membership Approval	December 1, 2004