

BYLAWS

KANE, KENDALL & DEKALB COUNTY WORKFORCE DEVELOPMENT BOARD

ARTICLE I: General

The name of the Board shall be the Workforce Development Board for Kane, Kendall and DeKalb Counties hereinafter referred to as the Board. The Board shall serve the residents and employers of Kane, DeKalb and Kendall Counties. The official office location and mailing address shall be:

One Smoketree Business Park, Suite A
North Aurora, IL 60542

ARTICLE II: Purpose

The Board is responsible for developing a strategy to continuously improve and strengthen the workforce development system through innovation in, and alignment and improvement of, employment, training, and education programs to promote economic growth.

ARTICLE III: Roles

Section 1: Duties

Consistent with the Intergovernmental Agreement between Kane, DeKalb and Kendall Counties and the Workforce Development Board Agreement, the following will be the role of the Board:

1. Elect a chairperson and a vice-chairperson from among the business representatives of the Board.
2. Establish an Executive Committee that, at a minimum, includes a chairperson, vice-chairperson and representatives from each of the three counties in the workforce development area.
3. Establish additional standing committees, which may include individuals who are not formal members of the Board but who can provide expertise on topics pertaining to WIOA goals, for the purpose of expanding the capacity of the Board.
4. Connect with representatives of secondary and post-secondary education programs in the local area in order to develop and implement career pathways.
5. Authorize contracts related to the WIOA delivery system.
6. Promote the participation of private sector employers and workforce development partners, serving as an ambassador to the Board with community groups and businesses to effectively assist employers in meeting hiring needs.
7. Review local and regional economic and labor market information to assure that local and regional plans respond to identified issues and needs.
8. Provide input regarding convening local workforce stakeholders to identify and leverage resources in support of workforce development activities through committee involvement, the local planning process, and other means of engagement.
9. Through committee involvement board members shall engage a diverse range of employers in both local and regional areas to develop effective linkages that generate support among

- businesses for the local workforce system, enhancing collaboration among employers, economic development entities and service providers to assure employer needs are met.
10. Assist in identifying effective training strategies that promote in-demand industry sectors and occupations.
 11. Ensure employment, education and training services align with the local needs of adults and youth, particularly individuals with barriers to employment and career pathways.
 12. Encourage the use of technology to maximize the accessibility and effectiveness of the local workforce development system.
 13. Review adult education and literacy applications under Title II of WIOA to determine consistency with the Local Plan. Make recommendations to area community colleges to promote alignment with the plan.
 14. Authorize eligible training providers and programs in compliance with DCEO policy.
 15. Assess the physical and programmatic accessibility of local Illinois workNet centers to individuals with disabilities.
 16. Adopt formal policies to guide and support workforce activities, including: Individual Training Accounts, supportive services, needs-based payments, and Veteran's priority of service.
 17. Conduct business in an open manner and in accordance with the Open Meetings Act, including maintaining transparency through electronic means of communication and open meetings.
 18. Volunteer for standing and ad-hoc committees, officer status and/or special projects, when feasible, to demonstrate active participation in the local workforce system.

The Local Workforce Development Board shall provide the CEO input regarding the following:

1. Development and submission of Local and Regional Plans as required, with additional modifications reviewed and submitted as needed.
2. Approval of grant funding allocation in compliance with WIOA and in accordance with the Local Plan.
3. Development of a budget for Title I activities to be submitted as part of the Local Plan, including costs associated with Board-related expenses such as data collection and planning, subscriptions and travel, subject to the approval of the CEO.
4. Negotiation of local performance measures with the State.
5. Program oversight of workforce development activities to ensure appropriate management and use of funds in order to maximize performance outcomes under WIOA.
6. Review financial reports associated with workforce development funding provided to the Local Area.
7. Certification of one-stop centers.
8. Selection of eligible youth and career service providers, as well as one-stop operators in compliance with DCEO policy.
9. Approval of additional and/or non-required one-stop partners.
10. Consistent with the State Plan, development and execution of a Memorandum of Understanding with the one-stop partners concerning the operation of the one-stop delivery system in accordance with 20 CFR Part 678.500.

ARTICLE IV: Board Membership

Section 1: Membership

Board representation will comply with the dictates of WIOA, the Department of Commerce and Economic Opportunity (DCEO) and the Intergovernmental Agreement between Kane, DeKalb, and Kendall Counties. The Board membership shall total up to 40 seats and shall be inclusive of those mandated partners appointed to the Local Workforce Development Board pursuant to State policy. Board representation shall generally be apportioned to each County based on the most recent US Census Bureau decennial census population data available. It is anticipated that adjustments to said representation may be necessary from time to time in order to achieve overall Board Certification.

- A. The Board shall be composed of representatives from the following categories: Business (minimum 51% representation); Workforce (minimum 20% representation); Education and Training; and Government, Economic and Community Development. The CEOs may appoint other individuals to the Board at his or her discretion when seats are available, such as local agencies or entities administering transportation, housing and public assistance, and philanthropic organizations. The Board may make recommendations for new Board members to the CEOs for their consideration.
- B. Board members may represent more than one category. A Board member may not represent more than one entity within a category. The representatives appointed to the Board must have optimum policy-making authority, which is defined as an individual that may reasonably be expected to speak affirmatively on behalf of the entity he or she represents and to commit that entity to a chosen course of action.
- C. No other conditions exist for board membership except for those stated in the bylaws, the federal Act and Regulations, and state policy.

Section 2: Nominations

- A. In accordance with the WIOA and state policy, nominations will be performed as follows:
 1. Business Representatives to the Board must be nominated by local business organizations or business trade associations.
 2. Labor Representatives qualifying under the Workforce category to the Board must be nominated by a local labor federation.
 3. Education and Training Representatives shall be nominated from among the three community colleges represented in the local workforce area to fulfill the member requirements of "Adult Education and Literacy" and "Higher Education". The Adult Education and Literacy Representative must have direct oversight of the institution's Adult Education Program.

Community College representatives shall jointly nominate individuals satisfying the requirements of these two seats, along with a third individual that will provide "other" workforce expertise to the Board. This nomination process must conclude in August within the year the three community college member's terms are expiring and shall be reported to Board staff in order that the appointment process may be completed by the appropriate county.

4. Nominations for filling a vacancy mid-term shall be made in the same manner as the original appointment.
- B. Other representative seats not falling within the above mentioned categories do not require a nomination process.

Section 3: Terms

- A. Appointed members shall serve fixed two-year terms effective October 1st and concluding September 30th, with terms staggered to avoid excessive turnover in any given year. Should a delay in Board appointments occur, Board members may continue to serve until the appointment process can be completed even if their term of office has expired.
- B. Three consecutive, unexcused absences per plan year (July 1st through June 30th) from regularly scheduled meetings of the Board shall constitute a de facto resignation of the Board member. Whether to excuse the absences shall be determined by the Board Chairperson, and only unexcused absences shall be considered in determining the de facto resignation. Staff will monitor attendance on behalf of the Board Chairperson.
- C. Members must provide current contact information to Board staff. Board members shall notify staff of any changes to his or her employment status. Should a member cease to represent the category for which he or she was appointed to fill, the member may be reassigned to another category if available. In cases where no other slots are available, the Board member may be asked to resign if necessitated by DCEO for Board certification.
- D. Should a Board member become disabled, ill or unable to perform their duties on the Board, the member may voluntarily resign by emailing the Board Chairperson and copying a Board staff member. If no notification is received, the Executive Committee may recommend to the CEOs removal of members that are unable to perform their duties. Staff will notify the appropriate CEO so a new member can be nominated and/or appointed within ninety (90) days of the vacancy. Upon appointment, the member shall serve the unexpired term of the member whose vacancy he/she is filling.

ARTICLE V: Officers

- A. The Officers shall consist of the Board Chairperson, Vice Chairperson, and one Liaison per county.
- B. The Chairperson and Vice Chairperson shall be selected from among the business members of the Board. The County Liaisons can be selected from any of the membership categories within each county's membership.
- C. The Chairperson shall appoint an ad hoc Nominating Committee Chairperson at the June meeting. The Nominating Committee Chairperson will ask Board members to volunteer to serve on the committee. The Nominating Committee shall adhere to the following:

1. The committee must include a minimum of one member from each county, not including the Chairperson.
 2. The committee members will contact other Board members regarding willingness and ability to serve in officer roles.
 3. Committee members shall meet physically at least once to review and recommend the slate of officers for election.
 4. The Nominating Committee Chairperson will present the slate of officers for election by the Board at the August meeting.
 5. The Board Chairperson will ask for nominations from the floor in addition to the slate of officers presented by the Committee.
 6. If there are multiple nominations for any office, those Board members nominated for the same office shall temporarily exit the room while a show of hands vote is taken for the office. The remaining nominees may be voted on as a whole.
- D. The officers shall take office October 1 for a term of one year from October 1 through September 30. Should an officer resign his or her position on the Board, a replacement shall be elected by a quorum of the Board to serve the remainder of the unexpired term.
- E. The duties of each officer shall consist of the following:
1. The Chairperson shall:
 - a. Appoint all standing and ad hoc committee chairpersons;
 - b. Sign documents as required by WIOA to remain compliant on behalf of the Board;
 - c. Serve as the Chairperson of the Executive Committee of the Board; and
 - d. Perform other duties as appropriate.
 2. The Vice Chairperson shall:
 - a. In the absence of the Chairperson, perform all the duties of the Chairperson;
 - b. Serve as a member of the Executive Committee; and
 - c. Perform other duties as assigned by the Chairperson of the Board.
 3. The County Liaison shall:
 - a. Serve as a member of the Executive Committee;
 - b. In the absence of the Chairperson and Vice Chairperson, the Liaison having the longest tenure on the Board shall perform all the duties of the Chairperson.
 - c. In the event an ad hoc committee would include only a single County's membership, that County's Liaison would serve as the Chairperson of said ad hoc committee; and
 - d. Perform other duties as assigned by the Chairperson of the Board.

ARTICLE VI: Executive Committee

The Board shall have an Executive Committee consisting of the officers of the Board and the Chairpersons of any Standing Committees established under these bylaws. The Executive Committee shall meet at the call of the Board Chairperson, which shall chair the Executive Committee. The Executive Committee shall perform the following duties:

- A. Make recommendations to the Board on matters requiring Board approval.

- B. Address and vote on issues that require timely action on behalf of the Board when necessary.
 - 1. Prior to acting on behalf of the Board, the Executive Committee must take a vote to confirm the immediacy of the action.
 - 2. Any action taken by the Executive Committee on behalf of the Board shall be binding and will be communicated at the next regularly scheduled Board meeting.
- C. Defer any action item to the next Board meeting, should the Executive Committee so desire.
- D. Recommend changes to the Board bylaws as needed.
- E. Recommend removal of a Board member to the appropriate CEO.
- F. May approve training providers and/or programs, which will then be reported to the Board.

ARTICLE VII: Standing and Ad Hoc Committees

The Board shall have Standing and Ad Hoc Committees as established under these bylaws. The Board Chairperson shall appoint at least four (4) board members to serve on each committee, and shall designate one of the board members to serve as Chairperson of each committee. All committees shall meet at the call of the Board Chairperson or the Committee Chairperson. In addition to the required Board seats on a committee, committees may include individuals appointed by the Board Chairperson who are not members of the Board but who have demonstrated experience and/or expertise in the fields of workforce development, human resources, training and development, or other core program functions, or who have made valuable contributions in fields related to education or workforce development. Non-Board members will serve on committees in an ex-officio, or non-voting, capacity.

Section 1: Youth Committee

The Youth Committee shall be a Standing Committee of the Board. Committee membership shall reflect the needs of the local area and shall consist of board members, members of community-based organizations with a demonstrated record of success in serving eligible youth, and other individuals who are not members of the Board but who present appropriate expertise and experience. The Youth Committee shall perform the following duties:

- A. Make policy recommendations to the Board for the design, development and implementation of youth programming.
- B. Provide input on planning and operational issues pertaining to the provision of youth services.
- C. Maintain performance accountability and reporting oversight of the youth provider system.
- D. Assist with the provider selection process, including the issuance of Requests for Proposals.

Section 2: One-Stop Committee

The One-Stop Committee shall be a Standing Committee of the Board. Board members representing the various partner agencies will be encouraged to serve on the One-Stop Committee. The One-Stop Committee shall perform the following duties:

- A. Oversee the certification process of the one-stop center.
- B. Procure the One-Stop Operator.
- C. Provide input on planning and operational issues pertaining to the one-stop center(s).
- D. Maintain performance accountability and reporting oversight of the one-stop operator and the one-stop center.

Section 3: Additional Standing Committee

The Board may establish additional Standing Committees at any time by amending these bylaws.

Section 4: Ad Hoc Committees

Ad hoc committees may be established at the discretion of the Board Chairperson. A WIOA Transition Committee has been previously established as an ad hoc committee for the purpose of overseeing the transition to the new Workforce Innovation and Opportunity Act. This Committee consists of members from the Board that equitably represent each county. The Committee will continue to review updated foundational documents and policies to reflect changes of the WIOA, make recommendations to the Executive Committee regarding Board and Program updates necessary to be compliant with or to implement WIOA, and will dissolve once WIOA is fully implemented in LWIA 5.

ARTICLE VIII: Meeting Procedures & Voting Rights

Section 1: Meetings

- A. Regular meetings of the Board shall be held at a place to be determined by the members at such times and as often as they may deem necessary, but at a minimum the Board shall meet four times a year. The Board Staff shall send written/electronic notice of each meeting to the Board members at least 48 hours prior to the meeting. Transmittal of the Board agenda shall constitute written notice.
- B. Technology shall be used in announcing meeting times and locations through electronic mail, providing Board members with calendar reminders through Microsoft Outlook, as well as posting meeting materials on the Kane County website. Board members may not attend via phone or web-based meeting.
- C. A schedule of meetings shall be established each plan year and will be presented to the membership no later than the June meeting. The Board Staff may cancel a meeting at the direction of the Board Chairperson.
- D. The Board shall conduct meetings according to Robert's Rules of Order, Revised and the Open Meetings Act.

Section 2: Quorum and Minutes

- A. In order to vote on any matter coming before the Board or a committee of the Board, a quorum must be present. A quorum shall consist of at least fifty-one percent (51%) of the membership at the time of the meeting. The continued presence of a quorum is presumed unless the Chairperson or a Board member voices that a quorum is no longer present. It is the duty of the Board Chairperson and Board members to declare the fact or make a point of order in the event a quorum is no longer present. If a vote has been taken and the absence of a quorum is unclear, the vote shall stand unless the absence of a quorum can be clearly shown. Disclosure of a conflict of interest prior to discussion of an action item shall not affect quorum.
- B. If a quorum is not present, the Board or committee of the Board may review and discuss items that do not require action, such as reports, presentations, and other informational items.

Deliberation over action items, however, will be delayed until such time as a quorum is achieved. If action items requiring Board approval are time-sensitive, they may be considered and acted upon by the Executive Committee as provided in Article VII, Section 1 of these Bylaws. In such instances, the Executive Committee Chairperson shall report the results at the next Board meeting.

- C. Minutes shall be reviewed and approved at the following Board or standing committee meeting as appropriate. Minutes from dissolved ad hoc committees shall be reviewed and acknowledged as approved by signature of the ad hoc committee Chair. Board members may approve meeting minutes regardless of attendance at said meeting, in accordance with Robert's Rules of Order, Revised. Approved minutes of all meetings conducted four years past the grant close-out date shall be retained on the Board webpage within the Kane County website.

Section 3: Votes

- A. Each member shall have one (1) vote. Members must be present at meetings to cast a vote. A member may send someone in his or her stead as a proxy to vote on their behalf. A proxy form must be completed and submitted to the Board staff 48 hours prior to each meeting of the Board.
- B. Any item voted upon is considered to have passed when 51% of the member's (or their proxies) present vote yes (not including those abstaining from the vote).
- C. All significant actions of the Board are subject to approval by the CEO, including, but not limited to those items listed in Section 'C' of the Workforce Development Board Agreement.
- D. All action items of a financial matter must be voted upon via a roll-call vote by the full board and/or committee membership.

Section 4: Open Meetings Act

- A. The Workforce Development Board is subject to the "Illinois Open Meetings Act" and will notice and conduct meetings in accordance with the Act. The public shall be informed of Board, Committee, and other public meetings through notice, which shall state the purpose of the meeting, the time and the place.
- B. All Board Members are required to complete the Open Meetings Act training within ninety (90) days of assuming responsibilities as a member of the Board. The certificate of completion must be filed with the Board Staff. Failure to file a copy of the certificate with the Board Staff is cause for removal from the Board.
- C. Consistent with the Open Meetings Act, members of the public will be given an opportunity to speak at all Board or committee meetings. Members of the public wishing to express concerns and/or opinions regarding business before the Board shall do so either in writing or in person to the Board as a whole or at an applicable committee meeting. Written comments may be directed to the address listed in Article I of these bylaws.

ARTICLE IX: Conflict of Interest

- A. Members of the Board and any committee members shall comply with conflict of interest provisions in Section 107(h) of the Workforce Innovation and Opportunity Act and with State policy, taking the following actions as appropriate:
1. Publicly disclose to the Board if he/she has a real or perceived conflict of interest prior to discussion;
 2. Refrain from participation in Board discussion in areas of real or perceived conflict of interest;
 3. Abstain from voting on any matter under consideration by the Board:
 - a. Regarding the provision of services by such member (or by a program that such member represents); or
 - b. That would provide direct financial benefit to such member or the immediate family of such member, or the organization the member represents; and
 4. Abstain from engaging in any other activity determined by the Governor to constitute a conflict of interest as specified in the State Plan.
- B. Additionally, Board members must comply with the Illinois Governmental Ethics Act. All Board members must complete the Economic Interest Statement required through Kane County. In accordance with State and local policy, members will incur a \$15 fine levied by the Kane County Clerk's office for failure to file by May 1st. Members failing to file the Statement by May 15th may incur an imposed fine of \$100 for each day thereafter. Failure to file the Economic Interest Statement is cause for removal from the Board.
- C. All disclosed conflicts and abstentions must be recorded in the minutes of the Board, committee or subcommittee meeting.
- D. A Board member may be recommended for removal from the Board by a majority vote of the Executive Committee if the member's conduct or action, in his or her capacity as a member or in his or her personal and/or professional dealings, is having or will have a severe detrimental effect on the ability of the Board to conduct business. The recommendation of the Executive Committee would be forwarded to the appropriate CEO.

ARTICLE X: Staff to the Board

- A. Staff support to the Board is provided by a consortium of workforce agencies including the Kane County Office of Community Reinvestment Workforce Development Division as per the Intergovernmental Agreement between Kane, Kendall and DeKalb Counties. The Consortium shall assist the Board in carrying out its duties as defined in Article III of these bylaws. Specific roles of the Kane County Office of Community Reinvestment's Workforce Development Division include, but are not limited to:
1. Coordinating certification of the Board and ensuring compliance with applicable State and Federal policies.
 2. Serving as the custodian of official records for the Board.

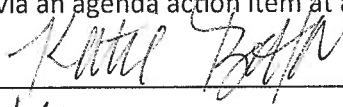
3. Preparing relevant program and financial reports for presentation to the Board and committees.
 4. Preparing background information and making recommendations to the Board regarding action items.
 5. Issuing letters of support on behalf of the Board to entities deemed appropriate that if funded would generate grant dollars to the local area.
 6. Applying for competitive grant awards that serve to augment workforce services in the local workforce development area.
- B. To ensure Board business matters will not be directed at Board members' homes or workplaces, staff will not publish or distribute member addresses, phone numbers or email addresses. However, member names are listed on the Board web page within the Kane County website.

ARTICLE XI: Conflict with the Bylaws

- A. Nothing in these bylaws shall be construed to take precedence over federal, state or local laws or regulations, or to constrain the rights or obligations of the units of government party to the Intergovernmental Agreement.
- B. If any provision of these bylaws is held invalid by any court of competent jurisdiction, this shall not affect any other provision of these bylaws which can be given effect without the invalid provision or application. To achieve this purpose, the provisions of these bylaws are declared to be severable.

ARTICLE XII: Amendment & Ratification of the Bylaws

These Bylaws will be effective on August 31, 2016, upon adoption by a recorded vote of fifty-one (51%) of those present at a meeting of the Board as a whole called for such purpose. These bylaws may be amended or replaced via an agenda action item at a meeting of the Board.

Board Chairperson: 

Date: 8/31/16