



Spokane Area Workforce Development Council

2000 N Greene Street, MS2158
Spokane, Washington 99217-5499
(509) 533-8480/Fax (509) 533-8479
E-mail: admin@wdcspokane.com
Mark Mattke
Chief Executive Officer

Bylaws

Article I. Name.

The name of this body shall be the Spokane Area Workforce Development Council, hereinafter referred to as Council, and is established pursuant to Section 107 of the Workforce Innovation and Opportunity Act of 2014, P.L. 113-128, hereinafter referred to as the Act.

Article II. Purpose.

It is the responsibility of the Council to provide policy guidance for, and exercise oversight with respect to, activities under the Act for Spokane County in partnership with the elected officials of the City and County of Spokane.

Article III. Members.

Section 1. Designation. Members shall be appointed to the Council by the chief elected officials (Mayor, City of Spokane and Commissioner of the Spokane County Board of Commissioners as designated under the Interlocal Agreement) pursuant to criteria established by the Workforce Training and Education Coordinating Board. Members may not delegate alternates to represent them at Council meetings, with the exception of the chief elected officials who may name and utilize alternates to represent them when they are not able to attend council meetings.

Section 2. Terms. Members shall be appointed for terms of up to three years, which shall be assigned on a staggered basis. Terms may be renewed without limitation in three year increments. Vacancies in un-expired terms shall be filled for the remainder of that term.

Section 3. Right to Resign. Members desiring to resign may do so by submitting his/her resignation in writing to the Chair of the Council.

Section 4. Removal of Members. If a member is absent from three (3) consecutive regular meetings or is absent from fifty (50) percent of regular, scheduled meetings in any calendar year, such member may be removed from the Council. A member may be removed at any time upon affirmative vote of a majority of Council members at any regular or special meeting of the Council. Notice of proposed removal must be given to the member five (5) days prior to the date of the meeting at which such removal is to be voted upon and such notice shall state the reason for removal. Should a member cease to represent the category to which he/she was appointed to fill on the Council through change in status, or otherwise become disabled, ill or unable to perform his/her duties on the Council, such member shall be removed upon recommendation of the Membership and the Executive Committees to the full Council.

Section 5. Indemnification of Members. SAWDC members are indemnified by the City of Spokane for work carried out in good faith on behalf of the Council. The City of Spokane will not indemnify any director, officer, committee member, employee, or agent for: (a) that persons' acts or omissions adjudged to be intentional misconduct or a knowing violation of law; (b) conduct making the person liable for an unlawful distribution; or (c) any transaction in which the person is adjudged to have received a benefit in money, property, or services to which the person was not entitled.

Article IV. Officers.

Section 1. Designation. The Officers of the Council shall be the Chairperson and the Vice Chairperson.

Section 2. Qualifications. Officers of the Council shall be representatives of the Business sector.

Section 3. Duties of Officers. The Officers shall have the duties prescribed in these Bylaws and any other duties delegated by the Council.

Section 4. Chairperson. The Chairperson shall be the principal elected officer of the Council and shall, be subject to the control and approval of the Council, generally supervise and control all of the business and affairs of the Council. He/she shall preside at all meetings of the Council and shall be an *ex officio* member, without voting privileges, of all Committees of the Council except the Executive Committee. He/she shall see that all order, policies, and resolutions of the membership are carried into effect. He/she shall sign contracts, grants or other instruments binding the Council that the Council has approved and authorized to be executed. He/she shall establish the agenda for all meetings of the Council. He/she shall perform all other duties and functions, which are assigned to him or her by the Council.

Section 5. Vice-Chairperson. The Vice Chairperson shall perform all duties and functions as assigned to him or her by the Chairperson or by the Council. In the absence of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson. In the event the office of the Chairperson becomes permanently vacant for any reason whatsoever, the Vice-Chairperson shall fill the un-expired term of the Chairperson and shall assume all the duties of such office.

Section 6. Committee Chairs. The Chairperson of the Council, subject to the approval of the Council, shall appoint the chairpersons of all standing or special committees.

Section 7. Elections and Voting. Any member representing the Business sector may run for office. The election of officers shall be conducted at the Annual Meeting. A candidate for any office of the Council shall need a plurality of votes cast to be elected to such office. Officers shall assume such office on July 1. A candidate for any office of the Council shall be nominated by the Membership Committee or from the floor at the Annual Meeting. In the event of a tie vote for any office, the Membership Committee shall establish a procedure for declaring a candidate elected. Each member is entitled to one (1) vote. No proxy voting will be permitted except by authorized alternates for the chief elected officials.

Section 8. Terms. Officers shall be elected for a one-year term and may have the privilege of succeeding himself or herself for office, but may not serve more than two (2) consecutive terms in the same office. Filling out the un-expired term of an officer shall not be counted for the purposes of restricting succession as provided herein. No officer shall be eligible for re-election to that office until at least two (2) years has elapsed from the conclusion of his/her last term. No person may hold more than one (1) office at the same time.

Article V. Meetings.

Section 1. Regular Meetings. The Council will determine whether to have regularly scheduled meetings or whether to delegate authority to the Chairperson to call meetings as needed. All meetings of the Council are to be open meetings and are subject to the Sunshine Provision of the Act. All notices, agenda, minutes of the last meeting and other pertinent information on items to be acted upon by the Council shall be mailed to the membership prior to the meeting date. Any member may request that items be placed on the agenda. Each agenda shall include an "Other Business" section which shall be the time when proposals, recommendations and reports from the floor that were not included as specified agenda items may be brought before the Council.

Section 2. Special Meetings. Special meetings of the Council shall be held at the call of the Chairperson or by written notice sent by a majority of the Council members. The purpose of any special meetings must be disclosed in the notice sent to the Chairperson. The notice of the time, place and purpose of any special meetings shall be sent to the last recorded address of all members at least one (1) week prior to said meeting.

Section 3. Use of Technology or Other Means. The Board of Directors, Executive Committee, standing and ad hoc committees, internal employee committees, and special committees may conduct their business by electronic or conventional means including mail, telephone, fax, computer, email, or other appropriate means if all members have access to the information and/or debate through one or more of the means listed.

Section 4. Quorum. A quorum of the Council shall consist of a majority of the members of the Council. Once established, a quorum shall exist for the duration of the meeting unless the number of Council members in attendance drops below 25% of the membership.

Section 5. Conflict of Interest. In accordance with the Workforce Innovation and Opportunity Act, Workforce Development Council members (WDC), as well as members of the Youth Committee, who directly represent, are employed by, or act as consultants to organizations or agencies having business before the Council shall not vote on any matter or issue regarding said organization or agency. Any member having a conflict of interest will declare the conflict prior to any discussion on the matter.

The conduct of personal business between any member or officer and the WDC is prohibited. Business transactions of the WDC in which a member or officer has an interest shall not be prohibited, but they shall be subject to close scrutiny. Such proposed transactions shall be reviewed carefully to determine that they are in the best interests of the WDC and that they will not lead to conflict of interest. For the purposes of this policy, a member or officer has an interest in a proposed transaction if he/she has a substantial financial interest in it, or has a substantial financial interest in any organization involved in the proposed transaction, or holds a position as trustee, member of the board of directors, general manager, or principal officer in any such organization. Prior to the start of any negotiations, or consideration of a grant request by the organization, members and officers are expected to make full disclosure to the best of their knowledge of any dual interest in a proposed transaction by notifying the Chief Executive Officer or an officer designated by the Board to handle such matters. In matters requiring prior approval of the WDC or one of its committees, the Chief Executive Officer or other officer shall ensure that the WDC or committee is informed of the potential for conflict of interest before a vote is taken.

A WDC member or officer with a dual interest in a proposed transaction shall not vote on the matter and shall declare this conflict of interest before entering any discussion of the matter. A WDC member or officer shall not use inside information of the WDC for his/her personal benefit or the benefit of his/her business or organization; or use such inside information or his/her position as a WDC member or officer to the detriment of the WDC. Inside information is information obtained through the individual's position as a WDC board member that has not become public information. If, due to a member's affiliation (private sector, Labor, education, CBO, etc.), there is a conflicting opinion by that affiliation, not in agreement with the WDC's stance on a particular issue, it is incumbent on the board member to bring that conflicting opinion to the attention of the Chief Executive Officer prior to it becoming a public stance. Each member and officer has a "standard of loyalty" duty to place the interests of the WDC foremost in any dealings involving the organization and has a continuing responsibility to comply with the requirements of this section.

Section 6. Majority Vote. A majority vote shall carry any question put before the membership at any membership meeting after the establishment of a quorum.

Section 7. Notice. Notice is deemed given when deposited in the U.S. Mail, faxed, or emailed to a Council member at his/her last recorded address. Notice may be waived in writing by any member and is automatically waived if the member is present at the meeting.

Section 8. Rules of Order. The parliamentary rules of order as set forth in Robert's Rules of Order, Newly Revised, shall govern at all Council meetings, except where in conflict with these Bylaws.

Article VI. Committees.

Section 1. Appointment. The Chairperson of the Council, subject to the approval of the Council, shall appoint the members of all committees

Section 2. Designations. The standing committees of the Council shall be as follows:

- A. **Executive Committee.** The Executive Committee shall consist of the Council Chairperson, Vice Chairperson, Immediate Past Chairperson, Youth Committee Chairperson, and up to four (4) additional Council members, and shall be chaired by the Chairperson of the Council. The Executive Committee shall be authorized to act on behalf of the Council between meetings and will disclose such actions to the full Council. The Executive Committee will act as the Budget Committee and will determine and monitor budget allocations for other committees and plan for Council member capacity building activities (e.g., training, conference travel, retreat planning, etc.). The Executive Committee will also review and recommend changes to these Bylaws as needed, research and develop goals for inclusion in Requests for Proposals, act as steering committee for any ad hoc committees, assist with Request for Proposal and agenda development, and provide needed direction between regular meetings as necessity demands. The Committee will focus on strategies development and implementation processes for the Council.
- B. **Youth Committee.** There shall be established, as a subgroup within the Council, Youth Committee appointed by the Council, in cooperation with the chief elected officials of Spokane City and County. The membership may include at least four (4) members of the Council with special interest or expertise in youth policy; representatives of youth service agencies, including juvenile justice and local law enforcement agencies; representatives of local public housing authorities; parents of eligible youth seeking assistance under the Act; individuals, including former participants, and representatives of organizations, that have experience relating to youth activities; and such other individuals as the chairperson of the Council, in cooperation with the chief elected officials, determines to be appropriate.

Members of the Youth Committee who are not members of the Council shall be voting members of the Youth Committee and nonvoting members of the Council. The duties of the Youth Committee, subject to the approval of the Council, include: developing the portions of the Operations Plan relating to eligible youth; recommending eligible providers of youth activities; conducting oversight with respect to the eligible providers of youth activities; coordinating youth activities authorized under the Act; and other duties determined to be appropriate by the chairperson of the Council.

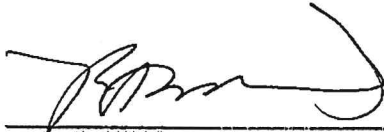
Section 3. Special Committees. Special Committees, task forces, or councils shall be designated by the Chairperson to deal with special areas of interest to the Council and to assist in developing more fully its goals and objectives. Generally, they shall be considered advisory, unless authorizing legislation dictates otherwise or the Council prescribes action with the specific areas for which they were constituted when it is not feasible for the Council to meet. The role of special committees, task forces or councils shall be to review and make recommendations to the Council only.

Article VII. Amendment of By-Laws.

These Bylaws, or any part thereof, may be amended at any regular meeting of the Council by a two-thirds vote of the membership, provided that written notice of the proposed change has been submitted to the Chairperson not less than thirty (30) days prior to the scheduled meeting at which they are to be acted upon. Proposed amendments will be distributed to all Council members not less than seven (7) days prior to the meeting.

Article VIII. Allocation of Funds.

The award of grants and contracts to carry out activities under the Act shall be done on an open, competitive basis in accordance with applicable state and federal bulletins, guidelines, policies, regulations, rules and statutes.



Rob Goranson, Chair

Date

2/10/2016

Adopted: June 28, 2000
Amended: July 25, 2001
November 13, 2002
November 12, 2003
September 13, 2006
December 9, 2009
April 10, 2013
February 10, 2016