



BY LAWS
of the
PACIFIC MOUNTAIN WORKFORCE DEVELOPMENT COUNCIL

Doing Business in the Grays Harbor, Lewis, Mason, Pacific, and Thurston County Workforce Investment region in Washington State.

ARTICLE I

Name

The name of this organization shall be the Pacific Mountain Workforce Development Council, hereinafter referred to as PacMtn WDC.

ARTICLE II

Membership

The Corporation shall have no members.

ARTICLE III

Purpose

It is the responsibility of PacMtn WDC to provide workforce investment activities as authorized by the Workforce Innovation and Opportunity Act of 2014 and any subsequent replacement legislation to:

1. Increase, for individuals in the United States particularly those individuals with barriers to employment, access to and opportunities for employment, education, training, and support services they need to succeed in the labor market.
2. To support the alignment of the workforce investment, education, and economic development systems in support of a comprehensive, accessible, and high-quality workforce development system in the Pacific Mountain Workforce Development Area.
3. To improve the quality and labor market relevance of workforce investment, education, and economic development efforts to provide the Region's workers with skills and credentials necessary to secure and advance in employment with family-sustaining wages and to provide the Region's employers with skilled workers the employers need to succeed in the global economy.

4. To promote improvement in the structure of and delivery of services through Pacific Mountain Workforce Development system to better address the employment and skill needs of workers, jobseekers, and employers.
5. To increase the prosperity of workers and employers in the Region, the economic growth of communities, and Counties, and the global competitiveness of the State.

ARTICLE IV
Operations
Section 1

In order to carry out its functions, PacMtn WDC:

Shall in accordance with the Workforce Innovation and Opportunity Act (WIOA):

- a. Prepare and approve a budget.
- b. Develop and adopt its own By-laws that shall have final approval by PacMtn WDC Consortium.
- c. Operate in accordance with written policies and procedures approved by PacMtn WDC and the Consortium.
- d. Operate with a Fiscal Year of July 1 through June 30.
- e. Perform all duties with the highest regard for the public trust and proper management oversight and in all ways avoid actual or perceived “conflict of interest”, based on standards set forth by the Internal Revenue Service.
- f. Perform all functions assigned by the Act and any future replacement of the legislation to the local workforce council grant recipient and fiscal agent; described in Act, including the following:
 1. Maintain accounting systems for grant awards pursuant to the Act and other funds intended to be used for workforce development programs;
 2. Obtain commercial liability insurance and errors and omissions coverage that is acceptable to the Consortium Board;
 3. Deliver programs of Workforce Development activities and obtain bonds for all employees with financial control responsibilities;
 4. Assure that funds and programs are allocated for the highest and best use for regional workforce development pursuant to the law, state policy, and strategic plan requirements and as approved by the Governor of the State of Washington.

5. Negotiate and award contracts in accordance with federal and state contracting requirements to implement workforce development programs and the strategic plans and policies;
6. Develop and manage budgets for administrative and service delivery functions of Workforce Development in the five-County region.
7. Develop service delivery contracts, conduct audits and oversight of service providers.
8. Conduct oversight for workforce development activities; ensure the appropriate use, management and investment of funds to maximize performance outcomes.
9. Conduct an annual, joint meeting of the Consortium and Council for the purpose of reporting, updating, and coordinating regional activities.
10. Develop strategic local and regional plans pursuant to criteria established by the US Department of Labor, Washington State Workforce Training and Education Coordinating Board and the Employment Security Department;
11. Promote the participation of private sector employers and partnership in the statewide workforce system by connecting, brokering, and coaching activities. Convene, broker, leverage system stakeholders and partnerships.
12. Coordinate the workforce activities carried out within the area with economic development strategies and develop other employer linkages. Engage employers to promote economic growth and emerging employment opportunities and education and training partners to align, develop, and implement career pathways.
13. Identify, disseminate, and promote proven and promising strategies and initiatives to meet the needs of regional employer and job seeker customers.
14. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development systems.
15. Negotiate and reach agreement on local performance measures with the Governor of the State of Washington.
16. Establish goals, policies and performance accountability measures for workforce development programs in the Consortium region.
17. Designate or certify one-stop operators, identify eligible providers of youth activities, and identify eligible training providers for adult and dislocated workers for the diverse needs of a region.

18. Annually assess the physical and programmatic accessibility of all one-stop centers in the local area.

Section 2

PacMtn WDC shall comply with Workforce Innovation and Opportunity Act, applicable Federal Regulations, applicable State Laws, Rules and Regulations and State of Washington Provisions.

Section 3

PacMtn WDC may pursue additional non-WIOA funds to develop ideas and programs that meet the general purpose of PacMtn WDC.

ARTICLE V

Board of Directors

Section 1

In accordance with the Pacific Mountain Workforce Consortium Agreement, the Consortium shall appoint Directors to the Board from individuals nominated pursuant to the applicable laws and adopted guidelines.

Section 2

PacMtn WDC shall consist of a maximum of 23 directors.

Section 3

Initial appointments to PacMtn WDC shall be staggered proportionally for two, three and four years as determined by the Consortium upon appointment. Subsequent appointments for a maximum of 3 terms will be for three years. Director shall remain seated until a new appointment is made to fill the seat.

Section 4

All regular terms shall begin on the first day of July and shall end on the last day of June.

Section 5

Any vacancies in the membership of PacMtn WDC shall be filled in the same manner as the original appointments and shall serve until the end of the term of the position.

Section 6

PacMtn WDC Directors serve on a voluntary, non-salaried basis. Directors may receive reimbursement for expenses and mileage while conducting PacMtn WDC business.

ARTICLE VI

Officers of the Corporation

Section 1

The officers of PacMtn WDC shall be a Chairperson, Chairperson-Elect, Vice-Chairperson and a Secretary/Treasurer.

Section 2

The Chairperson, Chairperson-elect, Vice-Chairperson, and Secretary/Treasurer shall be elected by the Directors. The Directors shall elect the Chairperson from among those Directors who represent the private sector.

Section 3

Election of officers shall take place at the last meeting of the calendar year.

Section 4

Any vacancy in an election office shall be filled by election at the next regular meeting.

Section 5

Terms of office shall be for two years. Officers may not serve more than two (2) consecutive terms in the same office.

Section 6

The duties and responsibilities of the PacMtn WDC Officers are:

Chairperson:

The responsibilities of Chairperson are to preside over the Board of Directors, convene the Executive-Finance Committee, make appointments to Board committees, and perform other functions generally performed by the President of a private non-profit corporation. The Chairperson may sign deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation, or are required by law to be otherwise signed or executed by some other officer in some other manner. The Chairperson shall be a representative of the private sector and shall be an ex-officio member of all committees.

Chairperson-Elect:

The responsibility of Chairperson-Elect is to act as Chairperson in the absence of the Chairperson. The Chairperson-Elect is a member of the Executive-Finance Committee. The Chairperson-Elect shall be a representative of the private sector.

Vice-Chairperson:

The responsibility of the Vice-Chairperson is to act as Chairperson in the absence of both the Chairperson and Chairperson-Elect. The Vice-Chairperson is a member of the Executive-Finance Committee. The Vice-Chairperson shall be a representative of the public sector.

Secretary/Treasurer:

The responsibilities of the Secretary/Treasurer are to review and assure accurate minutes are kept of full Board meetings; see all notices are given in accordance with the provisions of these Bylaws or as required by law; provide for the proper custody and maintenance of any appropriate and designated materials or information; signed by the Chairperson, or other officers authorized by the Chairperson or the Board, deeds, mortgages, bonds, contracts or other instruments; the Secretary/Treasurer assures the faithful discharge of duties in such sum and with such surety or

sureties as the Board determines; proper custody and management for all funds and securities of the corporation; including receipt, deposit and accounting of monies due and payable to the Corporation; report on a quarterly basis, the status of the Corporation's account. The Secretary/Treasurer is a member of the Executive-Finance committee.

ARTICLE VII

Contracts, Loans, Checks, and Deposits

Section 1

Contracts: The Board may authorize any officer or officers, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2

Loans: No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3

Loans to Officers and Directors: No loan shall be made by the corporation to its officers or directors.

Section 4

Checks, Drafts, etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers of the corporation and in such as is from time to time determined by resolution of the Board.

Section 5

Deposits: All funds of the corporation not otherwise employed shall be deposited as the Board may direct to the credit of the corporation.

ARTICLE VIII

Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board; and shall keep at its principal place of business a record of the Board, including the names and addresses of all directors.

ARTICLE IX

Seal

The seal of the corporation, should one be instituted, shall consist of the name of the corporation, the state of incorporation and year of incorporation.

ARTICLE X

Indemnification

To the full extent permitted by the Washington Nonprofit Corporation Act, the corporation shall indemnify against actually and reasonably incurred expenses (including attorneys' fees),

judgements, fines and settlement amounts paid by any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that the person is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation; and the corporation may, at any time, approve the indemnification of any other person which the corporation has the power to indemnify under the Washington Non-profit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law of contract.

ARTICLE XI

Meetings

Section 1

PacMtn WDC shall meet on a regular basis as dictated by the press of business and not less than four (4) times a year. All meeting notices, including special meetings shall be posted on the PacMtn WDC website.

Section 2

Special meetings of PacMtn WDC may be called by the Chairperson or shall be called upon the written request of at least one third of the appointed Directors. The purpose of the meetings shall be stated in the call. At least three (3) days notice shall be given, except in emergencies in which 24 hours notice shall be required.

Section 3

A quorum will exist when at least 51 percent of the appointed Directors are present. A majority vote of those voting Directors present will be required for approving motions or adopting resolutions. The Chairperson will vote only to break a tie.

Section 4

Each regular or special meeting of PacMtn WDC shall be publicly announced and be open and accessible to the general public. The general public may be afforded the opportunity to be heard at each meeting, at a time designated by the Chairperson. Regular and special meetings may be conducted by conference call or similar methods of communication that allow comment and response by all Directors at the same time.

Section 5

PacMtn WDC meetings shall be conducted in accordance with the Open Public Meeting Act, Chapter RCW, as amended.

Section 6

Meeting notices, agendas, and background information shall be prepared and distributed to all Directors in advance of each regular and special PacMtn WDC meeting. The agenda for all regular and/or special meetings of PacMtn WDC shall be set by the Executive Committee and shall be transmitted to all Directors not less than five (5) days prior to the date of the meeting. Minutes shall be distributed prior to the next regular meeting of PacMtn WDC and shall be maintained by the Corporation.

Section 7

Action may be taken by email or correspondence in lieu of a vote at a meeting if all Directors sign or email a written consent to the corporate action and a record of such consents is kept and posted to the publicly accessible portion of the Corporations website.

ARTICLE XII

Committees

Section 1

PacMtn WDC shall have the following standing Committees of the Board: an Executive-Finance Committee and Youth and Specialized Populations Committee. Committee members shall be appointed for staggered two-year terms.

Section 2

Executive-Finance Committee: The purpose of the Executive-Finance Committee is to direct and manage the activities, as well as, development of financial policies and budgets of PacMtn WDC. The Immediate Past Chair may serve in an ex-officio capacity for a period of two years. The Consortium Board Chair shall serve and be recognized as a non-voting member of the Executive-Finance Committee. The duties of the Committee are to:

1. Act on appropriate fiscal and/or policy issues on the behalf of PacMtn WDC;
2. Act on behalf of the full council between regularly scheduled Council meetings, as directed by PacMtn WDC;
3. Recruit, select and hire the Chief Executive Officer,
4. Establish accountabilities and conduct an annual evaluation of the Chief Executive Officer,
5. Develop the Agreement between the Pacific Mountain Workforce Consortium and PacMtn WDC for approval by PacMtn WDC; and
6. Recommend policies related to the business practices of PacMtn WDC to the Board.
7. Develop an annual budget for PacMtn WDC; to be approved by the Board.
8. Monitor the cash flow and budget status and propose budget amendments as needed.
9. Oversee the annual financial audit of PacMtn WDC.
10. Propose financial policies to PacMtn WDC.

The members of the Executive Finance Committee shall be officers of the corporation and the Chairperson of Standing Committees and assigned Task Forces. The majority of the Executive-Finance Committee will be representatives of the private sector. The Committee's membership shall be appointed to assure that it includes not only the designated representatives but also at least one member from each county in the PacMtn WDC region.

Section 3

Youth and Specialized Populations Committee: The purpose of the Youth and Specialized Populations Committee is to direct and manage activities that provide and expand services to youth and other individuals with barriers to employment as defined in WIOA in Section 24

which means a member of 1 or more of the following populations: displaced homemakers, low-income individuals, Indians, Alaska Natives and Native Hawaiians, individuals with disabilities, (including youth who are individuals with disabilities), older individuals, ex-offenders, homeless individuals or homeless children and youths, youth who are in or have aged out of the foster care system, individuals who are English language learners, individuals who have low levels of literacy, and individuals facing substantial cultural barriers, eligible migrant and seasonal farm workers, individuals within 2 years of exhausting lifetime eligibility of Social Security, single parents (including single pregnant women), long term unemployed individuals and other such groups as the Governor determines to have barriers to employment. The duties of the Committee are to:

1. Develop the portions of the local plan relating to eligible youth and other specialized populations as defined above.
2. Recommend eligible providers of supportive activities.
3. Coordinate supportive activities that are authorized by WIOA.
4. Other duties as assigned by the PacMtn WDC Board.

The members of the Youth and Specialized Populations Committee shall be chaired by a member of PacMtn WDC. Membership shall include no more than three representatives from each of the following stakeholders:

- Business/Employers who represent in-demand industries and occupations and those who hire youth or are connected to other businesses that hire youth
- Social Service agencies and clubs, including those that represent disabled populations
- Youth development practitioners, including one or more educators
- A delegate from the regional Alliance of Youth
- A Labor Representative

Subject to the wishes of the Youth and Specialized Populations Committee Chair and as logistics allow, two youth representatives shall be encouraged to participate fully in the Committee discussions and cast “advisory” ballots. One youth participant should ideally, but not required, be a WIOA program participant. The Committee’s membership shall be appointed to assure that it includes not only designated representatives but also at least one member from each county in the PacMtn WDC region.

Section 4

Ad-Hoc Task Forces: The purpose of Ad-Hoc Task Forces is to establish a workgroup chaired by a member of the Board and comprised of regional subject matter experts in specified areas of knowledge and practice brought together to accomplish specified objectives. Such external members shall enjoy all the rights and membership on the Ad Hoc Committee, such as voting

and reimbursement of business-related expenses. Task Forces shall be chartered and reviewed on a biannual basis. Task Forces may include:

1. One-Stop and Program Operations Task Force - providing recommendation and guidance of the One-Stop System, and activities related to service delivery and programs.
2. Industry Sector and Employer Services Task Force - providing recommendation and guidance of initiatives specific to industry and employer services. They are also directly sought for matters related to One-Stop, Program and Special Populations.
3. people with disabilities and other populations for which the Board desires specific and focused attention.
4. Other Task Forces as Needed - providing recommendation and guidance for which the Board desires specific and focused attention.

Section 5

A quorum on any committee will exist when at least 51 percent of the committee membership is present. A quorum is not required to complete assignments, but can be cited to support actions and describe intent.

ARTICLE XIV

Conduct of Meetings

Robert's Rule of Order shall govern the conduct of the meetings of PacMtn WDC, but the Council shall strive for full discussion and consensus. The Chair may appoint individuals who can assist with process and the orderly conduct of meetings.

ARTICLE XV

Amendment of Bylaws

Section 1

These Bylaws may be amended at any regular or special meeting of PacMtn WDC provided that any proposed amendment shall be acted upon in advance by the Executive Committee and shall be submitted in writing to the Directors at least 30 days prior to the regular or special meeting of PacMtn WDC.

Section 2

An amendment to the Bylaws shall take effect immediately upon its adoption unless the motion to adopt specifies another time for its becoming effective, or PacMtn WDC has set such a time by a previously adopted motion.

The foregoing Bylaws were adopted by the Directors on this day, the 25th of the month of June, 2015.

Duane Evans

PacMtn WDC Board Chair