



Executive Finance Committee Agenda

03/09/2023 ▪ 2:30-4:00p

Join online via Microsoft Teams

Meeting ID: 255 971 655 607

Passcode: MTOLd9

I. Welcome & Check-In Items

- A. Introductions & Establish Quorum
- B. **Action Item:** Motion to Approve January 12, 2023 EFC Minutes (Attachment #1)
- C. Board Chair Comments
- D. [CEO Report](#) (Attachment #2)

II. Discussion and Action Items:

- A. **Discussion Item:** Incoming Board Chair Vacancy
- B. **Discussion Item:** 2023 Amendment of By Laws
 - a. [WDC By Laws \(2017\)](#) (Attachment #3)
 - b. Addition of EFC Meeting; April 11-13, 2023
 - i. [Doodle Poll for availability](#)

III. Executive Session

The Board can move to close the meeting for select and appropriately limited conversation on matters best conducted in confidence including meeting with an auditor on sensitive financial issues, handling top-level personnel matters including the CEO's compensation and performance review, planning for an important transaction like a real estate deal or a merger, matters where "personal or organizational confidentiality is requested or prudent", dealing in a preliminary way (including investigation) with crisis situations or with allegations of improper conduct by the CEO or a board member - before disclosure to staff or others who ordinarily attend full board meetings. Any specific action requiring a vote will be taken in the public portion of the meeting.

IV. Committee & Task Force Updates (Committee Leads)

- C. One Stop Operations Committee
- D. Priority Populations Committee
- E. Adult Basic Education & Literacy (ABEL)
- F. Business and Sector Engagement (BaSE)

V. Good of the Order & Announcements

Proposed 2023 Executive Finance Committee Meetings

| Date | Location |
|----------------------------------|-------------------------------------|
| April 27, 2023 - Budget Workshop | Hybrid: MS Teams and PacMtn Offices |
| May 11, 2023 | Hybrid: MS Teams and PacMtn Offices |
| June 8, 2023 | Hybrid: MS Teams and PacMtn Offices |
| July 13, 2023 | Hybrid: MS Teams and PacMtn Offices |
| September 14, 2023 | Hybrid: MS Teams and PacMtn Offices |
| October 12, 2023 | Hybrid: MS Teams and PacMtn Offices |
| November 9, 2023 | Hybrid: MS Teams and PacMtn Offices |
| December 7, 2023 | Hybrid: MS Teams and PacMtn Offices |

Executive Finance Committee Members

| Name | Business | County | Position |
|---------------------|-----------------------------------------|--------------|-------------------------------------------|
| 1. Alissa Shay | Port of Grays Harbor | Grays Harbor | Board Chair |
| 2. Michael Cade | Thurston Economic Development Council | Thurston | Vice Chair |
| 3. Tennille Johnson | WA Employment Security Department | Regional | Treasurer |
| 4. Jacquelin Earley | Sierra Pacific Industries | Mason | Previous Board Chair, Ex Officio |
| 5. Cheryl Heywood | Timberland Regional Library | Regional | One Stop Committee Lead |
| 6. Jonathan Pleger | Morningside | Regional | Targeted Populations Committee Co-Lead |
| 7. Christina Riley | Labor and Apprenticeship Representative | Regional | Target Populations Committee Co-Lead |
| 8. Sharon Trask | Mason County Commissioner | Mason | Consortium Chair, Ex Officio |
| 9. Jennifer Barber | South Puget Sound CC | Thurston | ABEL Committee Lead |
| 10. Derek Epps | Seattle Shellfish | Mason | Business At-Large |
| 11. David Schaffert | Thurston County Chamber of Commerce | Thurston | BaSE Co-Lead |

Workforce Development Speak (Commonly Used Acronyms)

| | | | |
|---------|-----------------------------------------------|-------|---------------------------------------------------|
| ABE | Adult Basic Education | IFA | Infrastructure Funding Agreement |
| CBO | Community Based Organizations | ITA | Individual Training Account |
| CJ | Community Jobs | MOU | Memorandum of Understanding |
| CLEO | Chief Local Elected Official | MyJob | My Journey Out Beyond |
| CSO | Community Service Offices | OJT | On the Job Training |
| DOL | Department of Labor | OURR | Opioid Use Reduction & Recovery |
| DSHS | Department of Social of Health Services | TAA | The Trade Adjustment Assistance |
| DVR | Division of Vocational Rehabilitation | TANF | Temporary Assistance for Needy Families |
| ESD | Employment Security Department | WDA | Workforce Development Areas |
| DW | Dislocated Worker | WEX | Work Experience |
| ESD 113 | Educational Service District - Capital Region | WIOA | Workforce Innovation & Opportunity Act |
| ETPL | Eligibility Training Provider List | WTECB | Workforce Training & Education Coordinating Board |

PacMtn Board Member Values

Customer needs are priority #1.

Innovate and be creative.

In all things demonstrate: Integrity, honesty, transparency, personal excellence, constructive self-assessment, continuous self-improvement, and mutual respect

Ensure all counties are included.

Honor diverse perspectives.

Duty of Attention= Full participation and Practical inquiry

Duty of Allegiance=Address conflict of interest & confidentiality, care about funding sources & potential opportunities

Duty of Agreement = abide by Federal, State & Local laws and PacMtn mission, vision, values, services, policies & programs

Board Member Reminders

Conflict of Interest: In accordance with the Workforce Innovation and Opportunity Act and the standards of honorable business practice. Workforce Development Council members (WDC), as well as members of WDC Committees and Task Forces, 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 and must recuse themselves from any formal action related to the conflict.

Concern about misuse of public resources: PacMtn Board of Directors takes seriously all matters of fiscal integrity and the ethical and lawful conduct of its business. Any concerns about fraud, abuse or unethical conduct should be reported to a Board Officer, the CEO or the [State Auditor's Office \(SAO\)](#).



Executive Finance Committee Minutes
01/12/2023 ▪ 2:30 - 4:00

PacMtn Office & Online Via Microsoft Teams

Attendees: Alissa Shay, Michael Cade, Cheryl Heywood, Sharon Trask, David Schaffert, Jacquelin Earley, Jonathan Pleger, Jennifer Barber
Staff: William Westmoreland, Wil Yeager, Arissa De Lima, Kelly Fujimoto, Dan Cooling

I. Welcome & Check-In Items

A. Introductions & Establish Quorum

Alissa Shay called the meeting to order at 2:36pm. Quorum established and self-introductions were made.

B. Action Item: Motion to Approve November 10, 2022 EFC Minutes

Sharon Trask motioned to Approve the November 10, 2022 EFC Minutes as presented. Jacquelin Earley seconded. Motion carries.

Sharon Trask motioned to Approve the November 10, 2022 EFC Minutes as presented. Jacquelin Earley seconded. Motion carries.

C. Board Chair Comments

There were no Board Chair comments.

D. CEO Report

William reviewed highlights of the CEO report. The full report can be found on our website www.pacmtn.org

II. Discussion and Action Items:

A. Discussion Item: Spring Board Retreat

William led the discussion on the Spring Board Retreat with the Committee. He reviewed the areas of focus of the retreat and how it will set the activities around how the local plan will be developed and its impact on the System MOU. This will included a report out from Doug Mah of Doug Mah & Associates, LLC and facilitation from PointNorth. He also announced that guest speaker for the Retreat will be Jon Tunheim, Thurston County Prosecuting Attorney.

Alissa Shay discussed the short-term items from Doug Mah's Fall 2022 Board Retreat report out. It was confirmed that the Spring 2023 Retreat's focus was aligned with these items.

B. Discussion Item: Board of Directors Secretary/Treasurer Vacancy

William discussed the vacancy of the Board of Directors Secretary/Treasurer and that there will be an action item at the January 26, 2023 Board Meeting for nominations.

C. Discussion Item: Quest NDWG Grant

William reviewed this grant with the Committee. He discussed how the funding will support the Development Team and that the three identified sectors (Food & Accommodation, Food Production & Specialty Manufacturing) have a dedicated resource to support their engagement in the system.

This grant has opportunity to meaningfully fund activities in the communities that will support the three identified sectors. The resource for the Development Team will be used to define careers/occupations, career pathways and what it takes to be successful in these sector occupations. These will be cultivated and added to the catalogue of career pathways within the system that we align job seekers to.

D. Discussion Item: MOU/IFA PY22 Update

William started this discussion with an update on the progress on the MOU language. It is estimated that the MOU will be sent out for circulation of signatures in February. The discussion moved on to the IFA. Main drivers of the IFA are the approach to WS Thurston's 2nd floor lease, shared costs & the membership model. There has been positive feedback about the updated of the MOU language and IFA model.

III. Executive Session

- A. No Executive Session requested at this time

IV. Committee & Task Force Updates (Committee Leads)

- A. One Stop Operations Committee - Cheryl Heywood reported that there was no meeting in December.
- B. Priority Populations Committee - Jonathan Pleger reported that the committee took a few months off but are meeting this month to review Charter and start to discuss actions of committee.
- C. Adult Basic Education & Literacy (ABEL) - Arissa De Lima reported that there was no meeting in December but committee will resume at the end of this month.
- D. Business and Sector Engagement (BaSE) - David Schaffert reported that the committee meets quarterly so there will be no monthly report outs but will share results of activities and outcomes at each Board meeting.

Good of the Order and Announcements

Chery Heywood announced that she was invited to speak to the Policy Council at ESD113. The

council would like her to present on early learning resources, GED, ESL and workforce development.

Michael Cade wanted to share and celebrate that Cheryl Heywood and TRL has been recognized by the Lacey Chamber of Commerce.

Meeting adjourned at 3:59p.

Submitted by: Arissa De Lima, Chief of Staff | WDC Board Secretary

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| 1. Alissa Shay | Port of Grays Harbor | Grays Harbor | Chair |
| 2. Michael Cade | Thurston Economic Development Council | Thurston | Vice Chair BASE Committee Co-Lead |
| 3. Vacant | | | Treasurer |
| 4. Cheryl Heywood | Timberland Regional Library | Regional | One Stop Committee Lead |
| 5. Jonathan Pleger | Morningside | Regional | Priority Populations Committee Co-Lead |
| 6. Christina Riley | Labor and Apprenticeship Representative | Regional | Priority Populations Committee Co-Lead |
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The Consortium of Elected Officials, Board members and staff convened at Alderbrook Resort & Spa on February 23, 2023, for PacMtn's **Winter Retreat**. This annual event is an opportunity for key partners in the region to discuss PacMtn's strategic direction and the local plan. The coming program year (PY2023) will mark the end of PacMtn's [Local Plan](#), which is set to expire on June 30, 2024. Every four years, the Department of Labor requires that each state submit an updated workforce development plan, known in Washington as the [Talent and Prosperity Plan](#). Subsequently, each local workforce development board must respond with a local plan that supports the State's plan. These plans require a significant amount of local input. PacMtn has procured PointNorth to facilitate the process of developing the local plan. In April, PointNorth will present their recommendations on how this work will be accomplished, release a tentative schedule for community input sessions, and identify the target completion date of the local draft. PacMtn will also share this information via PacMtn's website and direct communication to partners. More to come on this important task.

During the February Board meeting, which took place during the morning session of the Winter Retreat, the Board took action to open the "**Period of Negotiations**" for the System MOU/IFA annual renewal. The draft plan is the result of several months of input from key partners. Effective July 1, 2023 - June 30, 2024, once codified this agreement will serve the system of partners for the final year of the current local plan, which expires June 30, 2024. The period of negotiations is 3 weeks with weekly input sessions (Tuesday's at 1:30), with final input due no later than end of day March 16, 2023. On March 17, 2023, the MOU will be circulated for signature, which will be due no later than March 30, 2023. Public comments are welcome. Details related to the [process](#) and the draft plan can be found on PacMtn's website.

February marks a point of transition for PacMtn. As the system continues its efforts to execute the **One Workforce** vision and strategy, PacMtn recognized the need to better resource employer engagement and strengthen its communications strategy. To that end, PacMtn created three new roles to define and accomplish key aspects of the model. The following individuals have joined our team:

- Megan Fiess, Chief Development Officer
- Naomi Sky, Director of Business and Sector Engagement
- Emma Seymour, Communications Manager

In her CDO role, Megan will lead both Naomi and Emma with the team focusing on understanding the demand side of our work. They will focus on resourcing the system's

response and alignment to opportunities in the region. These roles will serve the entire system, with particular focus on partner needs. The team will provide a wide range of support including grant writing, fiscal management, convening, and policy work. This team complements PacMtn’s strategy team lead by Chief Strategy Officer, Korbett Mosely. Megan’s team will also lead the local plan development, including the initial draft of the PY2024 Local Plan.

The **Quest Request for Proposal** will hit the streets on March 7, 2023. Full details on the Quest program, including eligible organizations, fundable activities, target outcomes, and timeline for submissions can be found in the [RFP](#) available on our website.

Key dates include:

| | |
|-------------------------------------------------|------------------------------------------------|
| Request for Proposals Issued | March 7, 2023 |
| Virtual Information Session | January 18, 2023, 11:00 AM – 12:00 PM PST |
| Bidders Conference/ Virtual Information Session | March 15, 2023 at 11:00 AM PST to 12:00 PM PST |
| Deadline to Submit Questions | March 31, 2023 at 12:00 PM PST |
| Deadline to Submit Proposals | April 9, 2023 at 11:59 PM PST |
| Formal Review Process Begins | April 10, 2023 |
| Announcement for Successful Proposals | April 17, 2023 |
| Appeals Window | April 17-24, 2023 |
| Contract Start Date | May 1, 2023 |

PacMtn staff has begun the planning process of developing the PY2023 Budget. Planning with the full board and consortium will begin at the Board Meeting and Budget Workshop on April 27, 2023. Key themes for the year include:

- Development of the local plan and expansion of the One Workforce Integrated Service Delivery Model
- Sector strategies and demand drive solutions
- Professional development and continuous improvement for system partners

- Priority population best practices with a focus on justice impacted and intergenerational poverty

These meetings are open to the public. Input is sought and welcomed.

Stories of Impact and Meaning

Provided by our partners at Equus Workforce Solutions

One of our participants was co-enrolled into Adult WIOA funding and EcSA. Participant came to us interested in completing one of our career focused cohort programs. The Participant completed our Peer Navigation training cohort and was successfully placed in a work experience. Through their work experience, they secured employment with Coastal Community Action. During the time the participant was in the program, they earned \$2,625 in incentives, with another \$1000 available as they complete 30 days in their new role.

Participant came to our program looking to obtain training to become a peer navigator after previously only working in labor. Adult funding was invested to assist with training costs associated with peer navigation training and work experience. The client started in one location for their work experience and had to be transferred to another site to complete. They worked diligently on their personal development using LinkedIn during the break between assignments, and was able to complete it with EcSA incentives. The Participant has recently been hired on at their work site and is now successfully serving clients at coastal Community Action Program in Grays Harbor.



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