

**SOUTHWESTERN OREGON WORKFORCE INVESTMENT BOARD
BYLAWS**

ARTICLE I: Name

The name of this corporation shall be Southwestern Oregon Workforce Investment Board. The business of this corporation may be conducted as SOWIB or as Southwestern Oregon WIB. Hereinafter the SOWIB shall be referred to as “the Board”.

ARTICLE II: Purposes and Powers

2.01 Purpose

The purpose of the Board is to develop, oversee and implement the Southwestern Oregon workforce area’s strategic plan and to perform the duties listed in the Governance Agreement and in grant agreements.

2.02 Powers

The powers of the Board shall be limited to those permitted by Section 501 (c) (3) of the Internal Revenue Code, by Oregon statutes applicable to nonprofit corporations, and by the Workforce Innovation and Opportunity Act of 2014 (WIOA), as amended from time to time.

ARTICLE III: Definitions

The following terms are used in these Bylaws:

CLEO. The Chief Local Elected Official, the Chair of the Consortium, who performs the duties as specified in WIOA, in the Intergovernmental Agreement and in grant agreements.

Consortium. The Coos, Curry, Douglas Workforce Consortium, established by intergovernmental agreement among the counties of Coos, Curry, and Douglas to develop and oversee the Coos, Curry, Douglas Workforce area and to perform local elected official duties listed in WIOA, in State of Oregon laws, policies, and procedures, in the Intergovernmental Agreement and in the Governance Agreement.

Governance Agreement. The agreement between the Consortium and the Board.

WIOA. Workforce Innovation and Opportunity Act of 2014, as amended from time to time.

ARTICLE IV: Membership and Meetings

4.01 Number of Members

The size of the Board shall vary but shall be no more than 19 members, with the specific number and composition of members to be determined by the Consortium in compliance with the WIOA and State of Oregon policy issuances.

4.02 Appointment of Members

Appointments to the Board shall be made by the Consortium, in the manner established by the Consortium Bylaws.

Appointments will be made from appropriately nominated individuals in conformance with WIOA Section 107 the final rules and State policy.

4.03 Terms of Members

The terms of Board members are three years from the date of appointment, except that initial appointments shall be staggered.

4.04 Resignation and Removal

Any Board member may be removed or suspended with or without cause by the Consortium. A Board member may resign at any time by delivering written notice to the Chair or to the Executive Director, who will immediately notify the Consortium. Unless the notice of resignation specifies a later effective date, the resignation will be effective when received.

A Board member must be immediately removed by the Consortium if any or the following occurs:

- A documented violation of conflict of interest
- Failure to meet the requirements of membership
- Documented proof of fraud and/or abuse
- Failure to attend three of five consecutive meetings

Board members will receive written warning after failing to attend two consecutive meetings and will be given the opportunity to appeal due to extenuating circumstances.

Any Board member who has been suspended or removed by the Consortium, has the right to appeal such decision. Appeals should be in writing to the Consortium Chair who will, within thirty (30) days, schedule an arbitration hearing with the full Consortium Board.

4.05 Meetings

A. Regular Meetings. The Board shall determine the time and place of its regular meetings in advance and authorize the Chair to call meetings.

B. Annual Meeting. Unless a different date is set by resolution of the Board, the annual meeting shall be the first regular meeting on or after July 1 of each year. During the annual meeting, Board officers shall be elected.

C. Special Meetings. Special meetings may be held as called by the Chair or by the Vice-Chair.

D. Minutes. Minutes of each meeting shall be reviewed and approved at subsequent meetings and copies of all approved minutes shall be maintained at the Board's principle office.

E. Sunshine Provision. All Board meetings shall be conducted in accordance with applicable public meeting and public records laws, these bylaws, and the Board's Code of Conduct.

F. Participation. Participation at Board meetings shall be limited to its members, with the following exceptions:

- a. Regularly scheduled agenda items that call for reports or participation by non- members;
- b. Local elected officials who sit on the Consortium board;
- c. At the discretion of the Chair, comment or other participation by non-members which is material to the matter under consideration;
- d. Individuals who are not Board members and who serve on Board committees; and,
- e. Comments from the general public as specified in meeting agendas or as permitted by the Chair.

G. Rules. All meetings shall be held in compliance with applicable Oregon law, grant terms, these bylaws and Robert's Rules of Order, provided that the use of Robert's Rules of Order shall be solely for the convenience of the Board and its committees. Failure to comply with Robert's Rules of Order shall not affect the validity of any action taken which is otherwise in compliance with these bylaws. In the event of a conflict, the order of precedence shall be Oregon law, grant terms, these bylaws, and Robert's Rules of Order.

H. Notices and Agendas.

- a. **Meeting Notices.** Meeting notices shall be given at least three (3) days prior to the date of the meeting or in accordance with applicable laws unless special conditions make advance notice impracticable, in which case notice and a description of the purpose of the meeting shall be given not less than 24 hours prior to the meeting. Notwithstanding the forgoing, a special meeting can be conducted at any time and without notice if all members are present in person or by electronic means, and do not object to the meeting. Notices may be given electronically.
- b. **Agendas.** Meeting notices shall contain an agenda of the topics scheduled for consideration. The Board may consider and act upon matters at a regular meeting (including the annual meeting) which are not included in the notice agenda, but may not act upon any matter during a special meeting unless that matter was described in the special meeting notice, or all of the members are present in person or electronically and do not object to the matter being considered.

I. Quorum. A majority of Board members shall constitute a quorum and must include 25% business representation. No suspended member shall be included as a member. A member is deemed to be present at a meeting for the purpose of determining a quorum even if the member abstains from voting on one or more items on the agenda.

J. Manner of Acting. Each Board member shall have one vote. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board. To the extent permitted by Oregon law, members may attend meetings by telephone or through other electronic means.

Board members may assign a proxy and alternative designee when unable to attend a meeting, a designee must be assigned per the following requirements:

- a. If the alternative designee is a business representative, he or she must have optimum policy making hiring authority.
- b. Other alternative designees must have demonstrated experience and expertise and optimum policy making authority.
- c. The designee or proxy must be from the same category of representation/membership as the member as noted in State policy.

ARTICLE V: Officers

5.01 Required Officers

The officers of the Board shall include a Chair, who shall be a private sector business representative, a Vice-Chair, and Secretary. The Board may elect other officers as deemed necessary. A single member may perform the duties of more than one office, with the exception of the duties of Chair and the Vice-Chair, which must be performed by separate members.

5.02 Duties of the Chair

The Chair shall preside at meetings; shall serve as the Board's chief spokesperson and signatory; shall appoint committee chairs and committee members subject to these bylaws and the Governance Agreement; and, shall perform other duties assigned by the Board.

5.03 Duties of the Vice-Chair

The Vice-Chair shall perform the duties of the Chair in the Chair's absence and shall perform other duties designated by the Board.

5.04 Duties of the Secretary

The Secretary shall perform the duties of the Chair in the Chair and Vice-Chair's absence and be sufficiently familiar with legal documents (articles, governance, bylaws) to note applicability during meetings and other duties designated by the Board. The Secretary shall also serve as signatory in absence of the Chair.

5.05 Election and Term

The Board's officers shall be elected at the annual meeting and shall serve until the conclusion of the officers' election at the subsequent annual meeting.

ARTICLE VI: Committees

6.01 Creation of Committees

The Board may create standing committees. Standing committees must be established by motion adopted by the Board in which the purpose and membership of the committee is described. Ad hoc committees and task groups may be appointed by the Chair. Chairs and members of all committees shall be appointed by the Chair, subject to Board direction.

6.02 Executive Committee

The Board may form an Executive Committee comprised of no less than 25% of the members of the Board. The Executive Committee may serve as the Board of Directors under terms established by the Board in the motion under which it is established. Members appointed to the Executive Committee shall include representation proportional to Board membership and shall include the Chair and Vice Chair.

ARTICLE VII: Code of Conduct

The Board shall adopt a Code of Conduct, which shall meet all Federal, Oregon and Consortium requirements.

ARTICLE VIII: Executive Director

The Board's Executive Director shall staff the Board and the Consortium. The Executive Director shall assign other staff to perform Board and Consortium functions within the confines of budget constraints and direction from the Board and Consortium. The Executive Director shall work at the direction of the Board Chair and shall have an annual performance evaluation.

ARTICLE IX: Amendment

These bylaws may be amended or repealed by an affirmative vote of a majority of the Board members at a regular or special meeting, provided that notice, which shall specify the changes to be made, shall be delivered to all members no less than seven (7) days prior to the meeting at which bylaw amendment or repeal is to be acted upon. An affirmative vote in favor of bylaws amendment may be delivered in writing.

ARTICLE X: Bylaws Enactment

These Workforce Investment Board bylaws take effect on the date of adoption, July 1, 2021.

APPROVED BY THE SOWIB

Chair: *Joe Benetti*
Joe Benetti (Oct 18, 2021 14:52 PDT)

Joe Benetti

Date: Oct 18, 2021

Consortium Chair: *Melissa Cribbins*
Melissa Cribbins (Oct 18, 2021 15:36 PDT)

Melissa Cribbins

Date: Oct 18, 2021

05-21 SOWIB Bylaws

Final Audit Report

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