

BYLAWS OF THE MINNESOTA ASSOCIATION OF WORKFORCE BOARDS

ARTICLE I: NAME AND PURPOSE

Section 1. *Name.* This association shall be known as the Minnesota Association of Workforce Boards (MAWB) hereinafter referred to as the association or MAWB. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2. *Purpose.* It is the mission of the Minnesota Association of Workforce Boards (MAWB) to provide Minnesota with a skilled and competitive workforce through engaged and proactive local elected officials, workforce development boards, and staff. The association will:

1. Represent the interests of the local employment and training partner in the workforce center system in the state of Minnesota.
2. Provide a central forum for the local partners to discuss common interests, develop policy consistence, share successful job training strategies, and maintain lines of communication with the state and federal government.
3. Specifically emphasize the views and expectations held by the local partnership in the implementation, operation, and evaluation of employment and training legislation, capacity building, and related activities.
4. Communicate and provide information to the legislature.
5. Provide a vehicle for interface with agencies, organizations, and associations, including state, regional and national agencies that have impact on workforce development.
6. Otherwise advocate and promote in any appropriate way the good of the workforce development system in the state of Minnesota and the United States.

ARTICLE II: MEMBERSHIP AND VOTING

Section 1. *Voting Membership and Voting Rights.* Eligibility for Voting Membership shall be given to the Workforce Development Board of each Workforce Development Area (WDA) within the state of Minnesota. A WDA is one of the sixteen geographically distinct areas that have been determined locally and approved by the Governor to operate employment and training services under the Workforce Innovation and Opportunity Act in the state of Minnesota. Each Workforce Development Board who is a member shall have three (3) votes. Each one of these votes shall be held and cast by the following individuals referred to as "Voting Members" of the association: the Workforce Development Area Director (local partner/administrative entity); the Workforce

Development Board Chair; and the Chief Elected Official or Chair of the Joint Powers Board. There are no delegates and votes cannot be cast by proxy.

Section 2. *Associate Membership and Voting Rights.* Eligibility for Associate Membership shall be given to any individual person who applies and has their application approved by the Board of Directors. This class of membership allows the individual to attend the Operations Committee meetings. Associate Membership is a nonvoting membership category. Associate Members cannot participate in votes of the full association, nor of votes taken by the Operations Committee.

Section 3. *Dues.* Any potential Voting Member or Associate Member who seeks membership with association shall, as a condition of membership, be required to pay dues, if any, according to a schedule established by the Board of Directors. Dues are payable in July of each year. Members who have not paid their dues by January 1 of each year will be dropped from the active membership and not entitled to any of the benefits or responsibilities of the association.

Section 4. *List.* A full list of the Voting and Associate members shall be kept by the staff who support the association. Each Workforce Development Area has the responsibility to notify staff of membership changes and changed contact information. In lieu of staff, the Board of Directors shall maintain the membership list.

Section 5. *Interest in Property.* The voting members of this association shall not, as such, have any right, title, or interest in the real or personal property of this association.

Section 6. *Resignation.* Any member may resign their membership at any time by giving written notice to the staff or to the Board of Directors. Such resignation shall take effect on the date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 7. *Removal.* A member can be removed with or without cause if approved by a majority vote of the full association when there is a quorum present.

Section 8. *Ending Membership.* Any person whose membership in this association has been ended in any manner shall forfeit all interest in any funds or other property belonging to this association and all right to the use of the name, emblem, or other insignia of this association and are not entitled to a refund of any dues or other payments made to this association.

Section 9. *Member Conflicts of Interest.* This association shall not enter into any contract or transaction with (a) one or more of its members, officers, or a member of the immediate family (including domestic partner) of its member or officer, (b) a member or officer of a related organization, or a member of the immediate family (including domestic partners) of a member or officer of a related organization, or (c) an organization in or of which the association's director or officer, or member of the immediate family (including domestic partners) of its director or officer, is a director, officer, legal

representative or has a material interest; unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorized, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum) or unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) are fully disclosed or known to the voting members, and the voting members accordingly act to approve or ratify the contract or transaction in good faith by the affirmative vote of a majority of the members (not counting any vote that an interested director or officer might have as delegate of a voting member). For purposes of this section “immediate family” and encompass the following: domestic partners, spouses, parents, children, children’s spouses or domestic partners, siblings, domestic partners or spouse siblings. Failure to comply with this Section shall not invalidate any contract or transaction to which this association is a party.

ARTICLE III: ASSOCIATION MEETINGS AND ACTIONS

Section 1. *Voting and Quorums*. All issues to be voted on shall be decided by a simple majority when a quorum of Voting Members participates in the vote. A quorum for a meeting of members is thirty percent (30%) of the members entitled to vote. Digital methods are allowable upon request by a member. Votes may be cast using digital methods at the time the vote is called.

Section 2. *Frequency and Annual Meeting*. All Voting Members will meet a minimum of two (2) times per year, with the first meeting following July 1 of any given year being considered the annual meeting of the association. The purpose of the annual meeting will be to hear reports, elect officers, elect representatives to open board seats, and more. The locations and times of the full association meetings will be determined by the Board of Directors in consultation with association staff. Alternate meeting locations should be taken into consideration by the full association.

Section 3. *Special Meetings*. Special meetings of the full membership of the association may be called at any time by (a) the association’s Chair, (b) the Board of Directors, or (c) upon written demand of any two local Workforce Development Areas.

Section 4. *Notice*. Written notice of the full association’s meetings, stating the time, date, location, and agenda, shall be given not less than ten days before the meeting. Exceptions may be made at the discretion of the Board of Directors for unforeseen complications, provided that the decision has been communicated to the membership.

ARTICLE IV: OFFICERS

Section 1. *Positions.* The officers of the association shall be as follows: a Chair, a Vice Chair, and a Treasurer. The Chair and Vice Chair shall, at the time of election, be an LEO or Workforce Board Chair. The Treasurer shall be a Voting Member of the association.

Section 2. *Terms.* All officers will take office immediately following election at the annual meeting will hold office for two (2) years. Officers remain in office until the election of their successors, or death, removal, or resignation. Officers may be re-elected twice. If an individual serves the maximum time (a total of six years or three consecutive terms) a two-year waiting period begins. The individual is next eligible to run two years after their last date in office. The waiting period shall be enforced for all officer roles; an individual cannot avoid the waiting period by running for a different officer role from that which they held previously.

Section 3. *Removal and Vacancies.* An officer may be removed at any time prior to the expiration of their term by a majority vote by the full membership when a quorum participates in the vote. A vacancy occurring in the offices of Vice Chair or Treasurer shall be filled by appointment by the association Chair for the unexpired term of such office. A vacancy occurring in the office of Chair will be filled by the Vice Chair.

Section 4. *Duties.* The duties of the officers of this association are as follows:

1. *Chair.* The Chair shall be responsible for the general management of the business of the association; preside at meetings of the Board of Directors; see that orders and resolutions of the board are carried into effect; and sign all necessary documents pertaining to the business of the association.
2. *Vice Chair.* The Vice Chair shall perform the duties of the Chair in their absence and will assist the Chair as requested.
3. *Treasurer.* The Treasurer shall ensure accurate financial reporting of the association. The Treasurer will also work with staff or other parties as necessary to ensure accurate records of all income and disbursements are maintained. This officer assists in ensuring the board's financial oversight of the association. The Treasurer will present a biannual review of finances and the annual budget to the Board of Directors. The Treasurer may also be responsible for preparing the annual budget if staff are not available. The Treasurer, along with other parties, will sign on paper or digitally to approve expenses related to association business.

ARTICLE V: BOARD OF DIRECTORS

Section 1. *Composition.* The association's Board of Directors shall be comprised of seven (7) individuals total: the three (3) officers of the association specified in Article III, plus the Chair of Operations Committee, plus the Chair of the Legislative Committee, plus two (2) at-large representatives. At least four (4) members of the Board of Directors must

be the Chair of a Workforce Development Board or be the Local Elected Official for a Workforce Development Board. All seats on the board shall be filled by Voting Members in good standing. All seats on the board shall be filled by different members; one member cannot hold multiple seats.

Section 2. *Responsibilities.* The Board of Directors will meet at least once per year. The board will meet with state agency leadership and other stakeholders to maintain working relationships, discuss legislative priorities as needed, and confer about overall association priorities and objectives. The Board of Directors retains the responsibility of financial oversight for the association. The board will perform a review of association finances twice per year, as well as review and approve the annual budget.

Section 3. *Rotation of Board Members.* The officers of the association will be nominated and elected at the annual meeting every odd-numbered year. The two at-large representatives shall be nominated and elected at the annual meeting each even-numbered year. The Chair of the Operations Committee shall be elected every year. The Chair of the Legislative Committee shall be elected every five years, or earlier if the seat has been vacated before the end of the term.

Section 4. *Terms.* The term limits applied to officers of the association also apply to at-large board members; see Article IV, Section 2. The Chair of the Operations Committee shall serve a one-year term. The Chair of the Legislative Committee shall serve a five-year term. Under rare and exceptional circumstances, the board may determine that extending the term of one or more board representatives would provide added benefit or stability to the association. In this case, any seat on the board may have their term length extended by one year if the board approves a motion to extend.

Section 5. *Nominations.* The association shall follow the process established by a Nominations Policy to identify a slate of prospective candidates for open seats on the Board of Directors each year.

Section 6. *Removal and Vacancies.* Any member of Board of Directors may be removed at any time prior to the expiration of their term by a majority vote by the full membership when a quorum participates in the vote. Vacancies occurring because of the death, resignation or removal of a member shall be appointed by the association Chair for the unexpired term.

Section 7. *Regular Meetings.* Regular meetings of the Board of Directors may be held at such time and date as shall be determined by the Board of Directors or the association Chair. Once a time and date has been determined, notice of at least ten days shall be given to all members of the board.

Section 8. *Special Meetings.* Special meetings of the Board of Directors for any purpose or purposes may be called by the Chair or at the written request of any board member. The request shall state the purpose(s) of the proposed meeting. The time and date of the special meeting shall be determined by the board or the association Chair. Once a time

and date has been determined, notice of at least three days shall be given to all members of the board.

Section 9. *Quorum, Voting, and Recording.* A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum. Votes may be cast using digital methods at the time the vote is called. If the board takes any votes, minutes of the meeting shall be recorded and those minutes shall be presented to the general membership at their next meeting or via email.

ARTICLE VI: ASSOCIATION STAFF

Section 1. *Contracting.* The Board of Directors has the right to either hire individual(s) to administrate the activities of the Minnesota Association of Workforce Boards or contract with another agency to provide staffing for the association. If contracting with another organization, the Board of Directors will work with that organization to obtain adequate staff resources to handle the affairs of the association.

Section 2. *Oversight.* The Chair of the Operations Committee will serve as the main point of contact for any staff who support the association. The Operations Committee Chair will maintain oversight of the staff responsibilities which pertain to association activities.

Section 3. *Responsibilities.* If contracting with another agency to provide staff services, the Chair of the Operations Committee will make recommendations relative to changing of the duties of appropriate staff, appropriate changes in salary and fringe benefits for that staff, and any disciplinary action that would be recommended to the top official of that agency to implement relative to the staff of the association.

ARTICLE VII: OTHER COMMITTEES

Section 1. *Committee Authority.* The Board of Directors may act by and through such committees as identified in this Article or through ad hoc committees established by resolutions adopted by a majority of the board. Each committee shall have duties and responsibilities as are granted to it by these bylaws or from time to time by the board and shall at all times be subject to the control and direction of the board. Committee members need not be members of the association, with the exceptions of the two standing committees.

Section 2. *Standing Committees.* There shall be the following standing committees:

Legislative Committee. The Legislative Committee shall consist entirely of Voting Members. All committee members shall be appointed by the committee Chair, subject to

removal by the same process. The committee shall examine laws and regulations, existing or proposed, affecting association business and submit its recommendations concerning such laws and regulations to the association. To the greatest extent possible, the committee shall assist in the implementation of the legislative educational programs of the association, in accordance with the laws and regulations associated with non-profit 501 (c) (3) limitations and restrictions on lobbying and influencing of legislative policy and practice. The committee shall also develop program activities to promote advocacy efforts with the association and to aid the individual members in becoming more knowledgeable and involved in effective politics and government.

Operations Committee. The Operations Committee includes the administrative director of each of the sixteen Workforce Development Boards in the state of Minnesota and Associate Members in good standing. The purpose of the Operations Committee shall be as follows:

1. Exchange information between WDAs
2. Communication link between local and state entities
3. To serve as a forum to discuss local area operations issues
4. To serve as a forum to discuss the Minnesota Association of Workforce Boards (MAWB) operations issues
5. Discuss state rules and regulations
6. Provide directive to staff
7. Initiate projects to improve delivery services to clients
8. Develop recommendations for the full association
9. Recommend modifications to the association's budget as needed throughout the year
10. Recommend the member dues rate(s) for the following year

The Operations Committee will meet on a regular basis at a time and location to be determined by the committee.

ARTICLE VIII: MISCELLANEOUS

Section 1. *Fiscal Year.* The fiscal year of the Association shall be from January 1 to December 31.

ARTICLE IX: AMENDMENTS

Section 1. *Amendment.* These bylaws may be amended only as proposed and acted upon by the full association.

Section 2. *Proposal.* A voting member, acting through its registered delegate, or staff of the association, shall submit in writing a resolution setting forth proposed amendments.

Same shall be made available to all voting members by mail or electronic means not less than thirty (30) days prior to the members' meeting at which same shall be voted upon.

Section 3. *Vote.* Amendments shall only be implemented when the suggested changes receive the affirmative vote of two-thirds of the voting members present at a meeting of the full association upon which such vote was given proper notice, and at which a quorum is present.

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| First Board of Directors reading: | December 8, 1994 |
| First Membership Reading | January 18, 1995 |
| Amended: Board of Directors | May 16 and August 30, 1995 |
| Approved: Board of Directors | August 30, 1995 |
| Membership Approval | October 26, 1995 |
| Membership Approval-Name Change (MN Workforce Council Association) | January 22, 1998 |
| Approval: Board of Directors (Modifications to bylaws and Restated Articles of Incorporation on name change to documents) | April 23, 1998 |
| Amended: Executive Committee | August 25, 2004 |
| Membership Approval | December 1, 2004 |
| Approval: Membership Approval (Modification to bylaws to align with the Workforce Innovation and Opportunity Act) | August 10, 2017 |
| Amended: Per instruction of full association to reflect name change. | January 1, 2019 |
| Membership Approval (Overall review and update) | August 5, 2022 |
| Amended: Fixed two minor typos. | December 14, 2022 |