

SOUTHWEST WASHINGTON WORKFORCE DEVELOPMENT COUNCIL

BYLAWS

Article I

NAME AND MISSION

Section 1.1 Name. The name of this non-profit corporation is the Southwest Washington Workforce Development Council (WDC). The organization does business as Workforce Southwest Washington (WSW).

Section 1.2 Vision. The WDC is the strategic leader for workforce issues in the three-county region of Clark, Cowlitz, and Wahkiakum counties.

Section 1.3 Mission. The WDC achieves our vision by engaging in the following activities:

- ◆ Identifying critical workforce issues and trends in the three-county region
- ◆ Developing strategies and plans for addressing these issues
- ◆ Determining what role the WDC will play in the resolution of these issues
- ◆ Acting as the convening agent for interested parties vested in addressing workforce issues
- ◆ Partnering with economic development efforts in the region
- ◆ Being accountable for the programs for which the WDC has stewardship
- ◆ Disseminating information on workforce issues and status
- ◆ Developing the best possible Board of Directors, Council, officers, and staff so as to achieve WDC goals
- ◆ Seeking and leveraging additional sources of funding to support the achievement of WDC efforts.

Article II

OBJECTS AND JURISDICTION

Section 2.1 Primary Object. The primary object of the Corporation is to fulfill its responsibilities under the Workforce Innovation and Opportunity Act (WIOA) (Public Law 113-108 and its amendment/s and successor/s) in partnership with the local elected officials of the Southwest Washington workforce investment area.

Section 2.2 Jurisdiction. The Corporation's workforce investment area shall be the political jurisdictions of Clark, Cowlitz, and Wahkiakum counties or any other geographic area resulting from agreements approved by the Board of Directors, the chief elected officials of the local workforce investment area (herein referred to as the Executive Board of County Commissioners), and the Governor.

Article III

AUTHORITY OF THE WDC

The WDC shall assume the role and responsibilities of a local workforce investment board as provided for under the WIOA. The WDC shall provide policy guidance and exercise oversight of programs conducted under the WIOA in partnership with the Executive Board of County Commissioners. While it is not the intent of the WDC to provide direct services, the Council may provide direct services for non-WIOA programs on an exceptional basis and with the approval of the Executive Board. All approvals will be reported to the full Board at the next regularly scheduled meeting. The WDC as a full membership body shall be responsible for the following:

- a. Establish a strategic plan and/or a regional plan (if required) for workforce development that incorporates the goals and visions of each of the three counties as represented in each county's comprehensive land use and economic development plans.
- b. Obtain input and develop training program standards that meet or exceed federal and state program requirements.
- c. Select and certify WorkSource one-stop operator(s).
- d. Partner and integrate with business, education, community-based organizations, organized labor, and government entities to identify workforce development needs and priorities.
- e. Advocate on behalf of the region's workforce development priorities.
- f. Establish and review the Corporation's mission, priorities, and goals.
- g. Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the WDC is organized.

Article IV

WDC MEMBERSHIP

The members of the Council shall be appointed by the elected officials of Clark, Cowlitz, and Wahkiakum counties to represent the various segments of the population of the workforce investment area as outlined in Section 107(b) of the WIOA and required by the State Workforce Board and as allowed by the WIOA in section 107.

Article V

TENURE

Section 5.1 Length of Term. Members shall be appointed to the WDC for three (3)-year terms. WDC terms shall generally be scheduled to expire on June 30 of the applicable year. Unless the member dies, resigns, or is removed, each member shall serve until the said term expires or until a successor is appointed. When a vacancy occurs prior to the expiration of a term, the vacancy shall initially be filled for the remainder of the unexpired term.

Section 5.2 Change in Status. Board members are appointed to represent specific constituencies. Therefore, should a WDC member terminate his or her employment with a specific company or organization, he or she will cease to be a member of the WDC, unless specifically requested by the appointing official to complete his or her term.

Section 5.3 Number of Terms. The number of terms a member may serve shall be unlimited.

Section 5.4 Vacancies. The Chair of the Board shall see that notification is made to the appointing county of a vacancy and request that the recruitment process be initiated to refill the position.

Section 5.5 Removal of Members. Members may be removed from the WDC at the sole discretion of the appointing local elected official.

Article VI

ATTENDANCE

Section 6.1 Active and Inactive Members. There shall be two categories of members: active and inactive. "Active" members are those who are not on an approved leave of absence as defined in Section 6.2. An "inactive" member is one who is excused from participation under an approved leave of absence.

Section 6.2 Leave of Absence. A member may petition the Board Chair for a leave of absence for a specified period of time normally not to exceed three (3) months. Inactive members shall be excused from meetings of the Council and committee meetings. An inactive member shall not be reported as absent during an approved leave of absence, nor shall an inactive member be counted for the purpose of determining a quorum.

Section 6.3 Absenteeism. A member shall notify the Board's Recording Secretary of his/her impending absence. When a member confirms his/her intention to be present at a meeting of the WDC and then does not attend the meeting, the absence will be considered unexcused. When a member neither contacts the Board's Recording Secretary nor attends a meeting of the WDC, the absence will be considered unexcused.

After two (2) unexcused absences in a year, a courtesy letter signed by the Chair shall be sent to that member providing notice that another unexcused absence shall result in termination from the WDC. Three (3) unexcused absences during a member's term shall act as a voluntary resignation from the WDC, creating a vacancy without the need for further action. Unexcused absences shall be noted in the minutes of the WDC.

Article VII

MEMBERSHIP MEETINGS AND MEETING NOTICES

Section 7.1 Regular Meetings. At the beginning of each fiscal year, the WDC shall establish a regular meeting schedule. Meetings may be cancelled by the Chair so long as one meeting is held each program quarter, on dates and at times determined by the Board. A meeting notice, agenda, and background information shall be prepared and sent to all members at least seven (7) days but not more than fifty (50) days prior to the meeting, either personally, by mail, by email, or by fax.

Section 7.2 Annual Meeting. The annual membership meeting of the Corporation shall be held in May of each year, or at another time specified by the membership.

Section 7.3 Special Meetings. The Board Chair shall call special meetings of the WDC membership when requested to do so by one-third (1/3) the current membership of the WDC, by the Board, by the Executive Board of County Commissioners, or when such a meeting is otherwise deemed necessary by the Chair. To call a special meeting, a minimum of ten (10) days' advance notice must be given to each member. The agenda for a special meeting shall clearly state the purpose(s) of the meeting, and no other business may be considered at the meeting except that which is stated on the agenda.

Section 7.4 Public Meetings. WDC membership meetings shall be conducted in accordance with the Open Public Meetings Act, Chapter 42.30 of the Revised Code of Washington, as amended. The public will be informed of all regular meetings of the WDC through publication of a notice in the local newspaper of general circulation within each county. The notice, submitted for publication at least ten (10) days in advance of the meetings, will state the date, time and location of the meeting. Every effort will be made to issue a public notice of special meetings. When issued, the public notice for a special meeting shall specify the purpose of the meeting.

Section 7.5 Executive Sessions. The WDC may meet in closed session when discussing personnel matters, real estate transactions, contract negotiations, or other matters identified in and allowed under RCW 42.30.110 of the Open Public Meetings Act.

Article VIII

CONFLICT OF INTEREST

Pursuant to the WIOA and consistent with Chapter 42.23 Revised Code of Washington, no WDC member or director shall cast a vote on the provision of services by that member or director (or any organization which that member represents) or vote on any matter which would provide direct or indirect financial benefit to that member or director (or to any agency or organization that member or director represents). To the extent possible, members and directors shall avoid the appearance of a conflict.

No member or director shall lobby the WDC or individual members of the WDC, its Board of Directors or individual directors of the Board, Executive Board of County Commissioners, or Board Committees in private or in public on behalf of any action before the WDC, Board, or Executive Board of County Commissioners that may financially benefit the member or director or any organization which that member or director represents.

WDC members and directors shall be bound by and shall comply with any and all conflict of interest policies ([Policy #1006](#)) and procedures adopted by the Board.

Article IX

WDC QUORUM REQUIREMENTS AND VOTING

Section 9.1 WDC Quorum. A quorum shall exist when fifty (50) percent or more of the appointed active members are present. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the WDC, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 9.2 WDC Voting. Each member shall have one vote, which may not be assigned to another member or alternate. The Chair shall vote only to make or break a tie. No votes shall be taken by secret ballot or submitted in the form of a proxy.

Section 9.3 WDC Presumption of Assent. A member present at a WDC meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless the member's dissent or abstention is entered in the minutes of the meeting, or unless the member files a written dissent to such action with the person taking the minutes of the meeting before the adjournment thereof, or unless such dissent or abstention is forwarded by registered mail to the Chair of the Corporation within twenty-four (24) hours of the date and time of the adjournment of the meeting. A member who voted in favor of such action may not subsequently dissent or abstain.

Article X

OFFICERS OF THE CORPORATION

Section 10.1 Officers. The officers of the Corporation shall be the Board Chair, the Vice Chair, and the Treasurer.

Section 10.2 Duties and Responsibilities of the Officers. The duties and responsibilities of the officers shall be:

10.2.1 The Board/WDC Chair

The Chair shall preside over all meetings of the full WDC membership and Board. Subject to the Board's control, the Chair shall supervise the assets and business affairs of the Corporation.

The Chair may sign deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except when the signing and execution thereof have 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 or agent in some other manner.

The Chair shall perform all duties incident to the office of Board/WDC Chair and such other duties prescribed by the Board from time to time. The Chair has the authority to create ad hoc committees, subject to approval by the Board. The Chair shall appoint all standing and ad hoc committee members and committee chairs, except for the Chair of the Youth Committee. The Chair may appoint advisory committee members. The Chair shall be an ex-officio member of all committees.

10.2.2 Vice Chair

In the absence of the Chair or in the event of his/her death, inability, or refusal to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

The Vice Chair shall have, to the extent authorized by the Chair or the Board, the same powers as the Board/WDC Chair to sign deeds, mortgages, bonds, contracts, or other instruments. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board.

10.2.3 Treasurer

The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the Corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as the financial condition of the Corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

Section 10.3 Election of Officers and Board Members. The election of officers and at-large members of the Board of Directors shall take place on even-numbered years at the June meeting of the WDC membership; if there is no June meeting, then the next meeting following the month of June. To hold an election, a quorum of the members must be present. To be elected, the officer and director candidates must each receive a majority affirmative vote of those members present.

Section 10.4 Nominating Committee. The WDC will follow the procedures laid out in [Board Nomination Procedure #2006](#).

Section 10.5 Election Criteria. The Chair and Vice Chair shall be elected from among representatives of the private sector. The Treasurer shall be elected from members of the WDC. An officer shall not be eligible to serve more than two consecutive terms in the same office.

Section 10.6 Term of Office. Officers and directors shall begin their terms on July 1 of the new fiscal year and shall serve for two (2) years. Unless an officer or director dies, resigns, or is removed, he/she shall hold office until the said term is expired or until a successor is elected.

Section 10.7 Removal. An officer or director elected by the WDC may be removed by a vote of the members of the WDC when, in their sole judgment, the best interest of the Corporation would be served. The officer or director will be notified prior to the meeting at which a motion to remove will be made. An officer or director is removed by a two-thirds (2/3) affirmative vote of those members present.

Section 10.8 Vacancies. A vacancy in an elected office or director position shall be filled as soon as possible for the remainder of the term. The Nominating Committee shall be reactivated/reappointed in the event of such vacancy. Vacant officer or director positions shall be filled following the same procedures outlined in Section 10.4.

Article XI

BOARD OF DIRECTORS COMPOSITION

Section 11.1 Board of Directors. The Board of Directors, hereinafter referred to as the “Executive Board,” shall consist of nine members, as follows:

- a. The Chair of the WDC
- b. The Vice-Chair of the WDC
- c. The Treasurer of the WDC
- d. Four WDC members elected at-large
- e. The immediate past chair of the WDC
- e. One member of the Executive Board of County Commissioners

Section 11.2 Composition of the Executive Board. At least two of the WDC members serving on the Executive Board shall represent the private sector. At least one member of the Executive Board shall be elected from each of the region's three counties whenever possible. No member affiliated with a service-providing organization receiving WIOA Title I-B or other WDC-administered funds may be seated on the Executive Board, except for those funds directed by individual participant choice such as individual training accounts, on-the-job training contracts, child care providers, etc.

Section 11.3 Duties of a Director. A director shall perform the duties of a director, including the duties as a member of any committee of the Executive Board/Council upon which the director may serve in good faith; in a manner such director believes to be in the best interests of the Corporation; and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (1) One or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matter presented;
- (2) Counsel, public accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (3) A committee of the WDC or Board upon which the director does not serve, duly designated in accordance with a provision in the Articles of Incorporation or Bylaws, as to matters within its designated authority, which committee the director believes to merit confidence; so long as, in any such case, the director acts in good faith, after reasonable inquiry (the need for inquiry will be indicated by the circumstances) and without knowledge that would cause such reliance to be unwarranted.

Section 11.4 Responsibility of Directors. Directors are elected as individuals, not delegates, to the Executive Board. They are, therefore, expected to act in the best interest of the Corporation at all times. Directors are obliged to prepare for and attend meetings, participate in committee work, and abide by the Executive Board's policies and Bylaws. Directors shall abide by majority rule after presenting their views and the views of those they represent.

Article XII

AUTHORITY OF THE WDC BOARD OF DIRECTORS

Section 12.1 General Authority. The business affairs of the Corporation shall be governed by its Board of Directors.

Section 12.2 Administrative Entity Authority and Responsibility. The Corporation shall assume designation as the Administrative Entity for the WIOA, effective July 1, 2015. In order to carry out these functions, the Corporation's Board of Directors shall, in compliance with the laws, rules and regulations pertaining to the WIOA and non-profit corporations, be responsible for the following:

12.2. Human Resources:

- a. The Executive Director serves at the pleasure of the Executive Board, which is responsible to hire, supervise, and assess the performance of the Executive Director of the Corporation.
- b. Determine and enforce the personnel policies of the Corporation.

12.2.2 Program Administration:

- a. At the direction of the WDC and in accordance with its established procurement process, award contracts to organizations to implement the policies of the strategic plan.
- b. Monitor and evaluate the performance of all contractors and WorkSource one-stop sites, and report performance to the full WDC membership and the State Workforce Board.

12.2.3 Financial Management:

- a. Ensure that the Corporation's administrative and financial management systems adequately meet the requirements of its funding sources.
- b. Approve budgets, approve disbursements, and control capital assets for the use and benefit of the three-county workforce investment area.

Article XIII

STANDING AND AD HOC COMMITTEES

Section 13.1 Committees. The Executive Board may appoint standing and ad hoc committees from the WDC membership and invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by the Executive Board and applicable laws. The establishment of any such committee and the delegation of authority thereto shall not relieve the WDC, the Executive Board, or any individual director thereof of any responsibility imposed by law.

Section 13.2 Committee Appointments. To the extent possible, committee members shall be appointed so that the private sector and the geographic areas of the three-county area are equitably represented. Members shall be appointed to committees by the Executive Board Chair. Committee appointments shall be made at the first Board meeting of a new fiscal year. An appointment or reappointment that occurs after the first Board meeting of a new fiscal year shall be reported at the

next Board meeting. The Executive Board need not formally approve appointments but shall have the right to overturn or reverse an appointment or group of appointments by a majority vote of a quorum of the Executive Board.

Section 13.3 Committee Leadership. Committee Chairs shall be appointed by the Executive Board Chair. Vice Chairs shall be appointed by the committee chairs. The Executive Board need not formally approve Committee Chair or Vice Chair appointments, but it shall have the right to overturn or reverse an appointment or group of appointments by a majority vote of a quorum of the Executive Board.

Section 13.4 Absences and Vacancies. Three unexcused absences within a fiscal year by a committee member may result in termination from the committee if, in the sole judgment of the Executive Board Chair, the best interests of the Corporation would be served. Vacancies may be filled at any time by the Executive Board Chair in consultation with the Committee Chair.

Section 13.5 Committee Authorities and Limitations. A committee shall have and exercise such authority of the Executive Board in the management of the Corporation as may be specified in the resolution creating such committee.

Section 13.6 Committee Quorum Requirements. A quorum shall exist when fifty (50) percent or more of the appointed active members are present.

Section 13.7 Record Keeping. Committee findings and recommendations shall be submitted to the WDC or Board for final action unless the committee has been expressly granted decision-making authority in accordance with these Bylaws.

Article XIV

ADVISORY COMMITTEES

Advisory committees, comprised in full or in part of non-members, may be convened at any time by the Executive Board Chair or by a vote of the Executive Board when the expertise, advice and/or assistance of specialists is needed or when a broader community perspective is desired. Advisory committees shall have specified duties and shall exist for limited duration with a sunset date established at the time such a committee is convened. The sunset day may be extended by the convening authority. Advisory committee findings shall be submitted directly to the WDC or Board.

Article XV

BOARD MEETINGS AND MEETING NOTICES

Section 15.1 Regular Meetings. At the beginning of each fiscal year, the Board shall establish a regular meeting schedule. Meetings may be cancelled by the Chair so long as one meeting is held each program quarter, on dates and at times determined by the Board. A meeting notice, agenda and background information shall be prepared and sent to all members at least seven (7) days prior to the meeting.

Section 15.2 Special Meetings. The Chair shall call special meetings of the Board when requested to do so by one-third (1/3) the current membership of the Board, by the Executive Board of County Commissioners, or when such a meeting is otherwise deemed necessary by the Chair. To call a special meeting, a minimum of twenty-four (24) hours' advance notice must be given to each director.

Section 15.3 Member Participation in Meetings. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communication device, whereby all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 15.4 Polling of the Board. In the event that it becomes necessary for the Board to take action on a particular issue and the twenty-four (24) hour notification requirement cannot be met, or if a hastily called meeting does not draw a quorum, the Chair may authorize the polling of directors in order to facilitate such action by the Chair. The results of a poll shall be reported at the next Board meeting and recorded in the minutes of that meeting.

Section 15.5 Non-member Participation at Meetings. Participation at Board meetings shall be limited to the directors and staff of the Corporation with the following exceptions:

- a) When regularly scheduled agenda items call for reports or participation by non-directors
- b) When, at the discretion of the Chair, comments or other participation by non-directors is relevant or material to a matter under consideration or before the group

Section 15.6 Waiver of Notice. When any notice is required to be given to a director of the Board under the provisions of the Bylaws, the Articles of Incorporation, or the Washington Non-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. In addition, attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article XVI

BOARD OF DIRECTORS QUORUM REQUIREMENTS AND VOTING

Section 16.1 Board of Directors Quorum. A quorum shall exist when fifty (50) percent or more of the directors are present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 16.2 Board of Directors Voting. Each director shall have one vote, which may not be assigned to another director or alternate. The Chair shall vote only to make or break a tie. No votes shall be taken by secret ballot.

Section 16.3 Board of Directors Presumption of Assent. A director present at a Board meeting, at which action on any Corporation matter is taken, shall be presumed to have assented to the action taken unless such dissent or abstention is entered in the minutes of the meeting, or unless the director files a written dissent or abstention to such action with the person taking the minutes of the meeting before the adjournment thereof, or unless such dissent or abstention is forwarded by registered mail to the Chair of the Corporation within twenty-four (24) hours of the date and time of the adjournment of the Corporation meeting. A director who voted in favor of such action may not subsequently dissent or abstain.

Article XVII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and finances and shall keep minutes of the proceedings of the Board, WDC membership meetings, and Youth Committee meetings. Minutes will be made available at the Corporation's principal place of business at reasonable times for anyone who desires to see them, and minutes will be reviewed and approved at the next meeting of the Board, WDC, or Youth Committee, respectively. The Board shall keep, at its registered office or principal place of business, a copy of its current Articles of Incorporation and Bylaws, and a record of the names and addresses of WDC members, directors, and officers. Costs of copying said documents shall be borne by members of the public and members of the Corporation except that members of the Corporation shall not be charged for copies of the Articles of Incorporation or the Bylaws.

Article XVIII

STAFF, AGENTS, CONSULTANTS, AND PROFESSIONAL SERVICES

Section 18.1 The Executive Director. The Corporation, acting through the Executive Board of Directors, shall hire and retain an Executive Director who shall be an "at will" employee as defined by Washington law. The Executive Director shall report to the Chair and the Executive Board. The Board of Directors may dismiss the Executive Director.

Section 18.2 Authority and Responsibility of Executive Director. As the chief executive officer and agent of the Board, the Executive Director shall have authority to conduct the day-to-day operations of the Corporation; to hire, discipline, set compensation for, discharge, and otherwise supervise other staff of the Corporation; and to otherwise ensure that the purposes, policies, and programs of the Corporation are fully and properly carried out. The Executive Director shall have responsibility for managing the Corporation's budget and ensuring that the Corporation's accounting system meets acceptable accounting standards.

Section 18.3 Recording Secretary. The Executive Director shall make available to the Executive Board a Recording Secretary whose responsibilities shall include maintaining the attendance roster,

recording minutes of WDC, Board, and committee meetings, and facilitating such other meeting arrangements as the Board may require.

Article XIX

RULES OF ORDER

Roberts' Rules of Order Newly Revised shall constitute the ruling authority in all cases where they do not conflict with these Bylaws, any statute of the State, or the Act.

Should the WDC or Board take an action in good faith that is subsequently found to conflict with these Bylaws and which is both material and reversible, the member(s) or director(s) with knowledge of the breach shall inform the WDC/Board within ninety (90) days or at the next WDC/Board meeting, whichever is later, so that the WDC/Board may take corrective action.

Article XX

ADMINISTRATIVE MANAGEMENT

Section 20.1 Contracts. The Executive Board may authorize any officer or officers, agent or agents, 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 contracts or instruments.

Section 20.2 Loans. No loans 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 Executive Board. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its officers, directors, members, or staff.

Section 20.3 Expenditure Authorization. All orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in the manner determined by resolution of the Executive Board.

Section 20.4 Administrative Controls. The Executive Board shall adopt purchasing, procurement, audit, and other fiscal management policies necessary to implement this Article.

Section 20.5 Fiscal Year. The Corporation's fiscal year shall begin on the first day of July of one year and end on the last day of June of the next year.

Article XXI

COMPENSATION AND INDEMNIFICATION

WDC members and the Executive Board of Directors/Council shall serve without compensation. Individual members and directors may be reimbursed for actual expenses incurred on behalf of the Corporation in accordance with travel and expense reimbursement policies established by the Executive Board.

To the fullest extent permitted by the Washington Non-Profit Corporation Act, the Corporation shall indemnify and hold harmless 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 that 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, against all expenses (including attorney's fees), judgments, fines, penalties, costs and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person(s) 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 matter of the law or by contract.

Article XXII

DISSOLUTION

The Corporation shall use its funds and/or assets to accomplish the mission of the Corporation and the WIOA or its successor/s. On dissolution of the Corporation, any remaining WIOA funds and/or assets shall be returned to the State of Washington. All other private funds and/or assets purchased with private funds shall be donated to one or more charitable, educational or philanthropic organizations selected by the Board of Directors pursuant to a plan of distribution as provided for by RCW 24.03.230, as amended.

The Governor, the Attorney General, and the elected officials of Clark, Cowlitz, and Wahkiakum counties shall be notified in writing by certified mail at least ninety (90) days prior to the date when a vote to voluntarily dissolve the Corporation shall be taken. Voluntary dissolution shall occur at a regular meeting at which a quorum is present by a two-thirds (2/3) affirmative vote of the WDC membership.

Article XXIII

AMENDMENTS OF BYLAWS

These Bylaws may be amended at any regular meeting of the membership of the Corporation at which a quorum exists by a two-thirds (2/3) affirmative vote of members in attendance, provided that the proposed amendment(s) were provided in writing to each member at least thirty (30) days before the date of the meeting at which the proposed amendment is to be considered. An amendment to the Bylaws shall take effect immediately upon its adoption unless the motion to adopt specifies another time for the amendment to become effective, or unless the WDC membership has set such a time by a previously adopted motion.

The foregoing Bylaws are adopted by the members of the Southwest Washington Workforce Development Council on the 15th day of June 2016, with an effective date of July 1, 2016.

Chair of the WDC