



workforce  
SOUTHWEST WASHINGTON

**SOUTHWEST WASHINGTON WORKFORCE DEVELOPMENT COUNCIL  
DBA  
WORKFORCE SOUTHWEST WASHINGTON (WSW)  
BYLAWS**

**DEFINITIONS**

Member – Refers to an individual member of the WSW Board of Directors.

WSW Board of Directors – Refers to the group of individuals that meet the criteria defined by the Governor and State Workforce Development Board and are appointed by the Local Elected Officials for each county within the Local Workforce Development Area to lead efforts to implement and oversee workforce programs.

Executive Committee – Refers to the group of individuals that are members of the WSW Board of Directors and are appointed by the WSW Board of Director Chair and CEO to provide a leadership and oversight for the Corporation.

Local Workforce Development Board (LWDB) – Refers to the local workforce development entity established by the LWDA to conduct the functions specified under WIOA sec. 107(d) for such area; also referred to as "LWDB 7".

Local Workforce Development Area (LWDA) – Refers to the area designated by the Governor to administer Workforce Innovation & Opportunity Act services. Factors under consideration in the designation include geographic location, population, and commonality of labor market areas. CSCR's LWDA is comprised of the geographic area of Clark, Cowlitz, and Wahkiakum Counties.

Executive Board of County Commissioners (EBOCC) – Refers to the required appointment of local elected officials from Clark, Cowlitz, and Wahkiakum Counties to oversee all matters of the Corporation. To learn more, go [here](#) to find the Southwest Washington Workforce Interlocal Agreement.

Corporation – Refers to the non-profit corporation, the Southwest Washington Workforce Development Council, dba as Workforce Southwest Washington (WSW).

**NAME, MISSION, VISION, and VALUES**

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

Vision. A region where economic prosperity and growth exist for every person.

Mission. Lead a regional workforce development system where every individual has access to high-quality employment and every business has access to a highly skilled workforce.  
WSW

Values.

- ◆ **Equity:** Promoting justice, impartiality and fairness within processes and the distribution of resources by institutions or systems
- ◆ **Diversity:** Collectively interweaving differences and similarities that include, for example, individual and organizational characteristics, values, beliefs, experiences, background, preferences, and behaviors
- ◆ **Inclusion:** Building a multicultural workforce climate where every community member can safely share their voice and be heard
- ◆ **Innovation:** Introducing new ideas, methods, or products to make changes
- ◆ **Collaboration:** Working jointly with our customers, community, and colleagues to achieve our shared goals
- ◆ **Impact:** Positively influencing and affecting our community

**PURPOSE**

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.

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 WSW Board of Directors, the chief elected officials of the local workforce investment area (herein referred to as the Executive Board of County Commissioners (or EBOCC), and the Governor.

**AUTHORITY OF WSW BOARD OF DIRECTORS**

The WSW Board of Directors shall assume the role and responsibilities of a local workforce development board (LWDB) as provided for under the WIOA. The WSW Board of Directors shall provide policy guidance and exercise oversight of programs conducted under the WIOA in partnership with the EBOCC. While it is not the intent of WSW to provide direct services, WSW may provide direct services for non-WIOA programs on an exceptional basis and with the approval of the EBOCC. All approvals will be reported to the full WSW Board of Directors at the next regularly scheduled meeting. The WSW Board of Directors 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 Centers.
- 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 WSW is organized.

### **WSW BOARD OF DIRECTOR MEMBERSHIP**

The members of the WSW Board Directors 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](#).

A majority of the WSW Board of Directors shall be representatives of businesses in the local area, who shall be owners of business concerns, executives, or chief operating officers of non-governmental employers, or other private-sector executives who have substantial management, hiring or policy responsibility. For more information regarding WSW Board of Director membership criteria, please go to Employment Security Department's Local Board Member Appointment Criteria [Policy #5610 Revision 1](#).

**Length of Term.** WSW Board of Director members shall be appointed to WSW Board of Directors for a (3)-year term. WSW Board of Director member terms shall be scheduled to expire on June 30<sup>th</sup> or December 31<sup>st</sup> of the applicable year. Unless the WSW Board of Director 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 be filled, and a new term will begin. For any WSW Board of Director member who holds a WSW Officer position and/or Executive Committee position, their term will continue as needed.

**Number of Terms.** The number of terms a member may serve shall be unlimited for Non-Business Representation. WSW Board of Director members representing business **may** serve for up to two rotations (for a total of up to six (6) years).

**Change in Status.** WSW Board of Director members are appointed to represent specific constituencies. Therefore, should a WSW Board of Director member terminate their employment with a specific company or organization, unless specifically requested by Governance Committee and CEO to complete their term, they will cease to be a member of the WSW Board of Directors.

Non-Business Representation. Non-business WSW Board of Director members shall be appointed by the designated authorities for fixed terms and may serve until their successors are appointed. WIOA law designates these members as partners.

Vacancies. Any vacancy in the membership of the WSW Board of Directors shall be filled in the same manner as the original appointment and a new term will begin. The Governance Committee and the CEO are tasked with the recruitment of replacement members who support the strategic objectives of the WSW Board of Directors and the EBOCC. Nomination and recruitment documentation must be retained for five years.

Removal of Members. WSW Board of Director members may be removed at the sole discretion of the appointing entity or by the Governor of Washington for cause.

### **WSW BOARD OF DIRECTOR MEETINGS**

Regular Meetings. At the beginning of each fiscal year, the WSW Executive Committee and the WSW Executive Administrator shall establish a regular meeting schedule for the WSW Board of Director meetings. A meeting notice, agenda, and background information shall be prepared and sent to all members at least seven (7) days prior to the meeting, by email.

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

Special Meetings. The WSW Board of Director's Chair shall call special meetings of WSW Board of Director membership when requested to do so by one-third (1/3) the current membership of WSW, by the WSW Board of Directors, by the EBOCC, or when such a meeting is otherwise deemed necessary by the WSW Board of Director 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.

Public Meetings. WSW 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 WSW Board of Directors through publication of a notice [here](#). 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.

Executive Sessions. The WSW Board of Directors 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.

### **WSW BOARD OF DIRECTOR ATTENDANCE**

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. An "inactive" member is one who is excused from participation under an approved leave of absence.

Leave of Absence. A member may petition the WSW Board of Director Chair for a leave of absence for a specified period normally not to exceed three (3) months. Inactive members shall be excused from meetings of the WSW Board of Directors. 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.

Absenteeism. A member shall notify the WSW Executive Administrator of their impending absence. When a member confirms his/her intention to be present at a meeting of the WSW Board of Directors and then does not attend the meeting, the absence will be considered unexcused. When a member neither contacts the WSW Executive Administrator nor attends a meeting of WSW, the absence will be considered unexcused.

After two (2) unexcused absences in a year, a courtesy email from the WSW CEO and WSW Governance Committee shall be sent to that member providing notice that another unexcused absence shall result in termination from the WSW Board of Directors. Three (3) unexcused absences during a member's term shall act as a voluntary resignation from the WSW Board of Directors, creating a vacancy without the need for further action. Unexcused absences shall be noted in the minutes of the WSW Board of Director's meetings.

### **WSW BOARD OF DIRECTOR CONFLICT OF INTEREST**

Pursuant to the WIOA and consistent with Chapter 42.23 Revised Code of Washington, no WSW Board of Director member shall cast a vote on the provision of services by that WSW Board of Director member (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, WSW Board of Director members shall avoid the appearance of a conflict.

No WSW Board of Director member shall lobby individual members of WSW, the WSW Board of Directors, or individual members of the Board, EBOCC, or Board Committees in private or in public on behalf of any action before WSW, Board, or EBOCC that may financially benefit the member or director or any organization which that member or director represents.

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

### **WSW BOARD OF DIRECTOR QUORUM REQUIREMENTS AND VOTING**

WSW 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 in attendance at a meeting at which a quorum is present shall be the act of the WSW, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

WSW Voting. Each member shall have one vote, which may not be assigned to another member or alternate. The WSW Board of Director 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. Voting may occur through

electronic means when deemed necessary by urgency of the item needing approval and at the request of the WSW Chief Executive Officer.

WSW Presumption of Assent. A member present at a WSW Board of Director 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.

## **WSW OFFICERS OF THE CORPORATION**

Officers. The officers of the Corporation shall be the WSW Board of Director Chair, the WSW Board of Director Vice Chair, and the Treasurer.

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

### WSW Board of Director Chair

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

The WSW Board of Director Chair may sign deeds, mortgages, bonds, contracts, or other instruments that the WSW Board of Directors has authorized to be executed, except when the signing and execution thereof have been expressly delegated by the WSW Board of Directors 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 WSW Board of Director Chair shall perform all duties incident to the office of WSW Board of Directors/WSW Chair and such other duties prescribed by the WSW Board of Directors from time to time. The WSW Board of Director Chair has the authority to create ad hoc committees. The WSW Board of Director Chair shall appoint interim officers. The WSW Board of Director Chair shall be an ex-officio member of all committees for the first term of the subsequent WSW Board of Director Chair.

### WSW Board Vice Chair

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

The WSW Board Vice Chair shall have, to the extent authorized by the WSW Chair of the Board, the same powers as the WSW Board of Directors/WSW Board of Director Chair to

sign deeds, mortgages, bonds, contracts, or other instruments. The WSW Board Vice Chair shall perform such other duties as from time to time may be assigned by the WSW Board of Director Chair or by the WSW Board of Directors.

#### WSW Treasurer

The WSW 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 WSW 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 WSW Board of Directors; (e) leading and appointing members to Finance Committee, and (f) any other duties as may be prescribed by the WSW Board of Directors.

Interim Officers. In extenuating circumstances, where an officer has left their position prematurely, the WSW Board of Director Chair may appoint interim officers. The interim officer will complete the term for which they are replacing. At end of term, the officer position will be open for election according to Section 10.3.

### **ELECTION OF WSW BOARD OF DIRECTORS AND WSW OFFICERS OF THE CORPORATION**

Election of Officers and Board Members. The election of WSW officers and at-large WSW Board of Director members of the WSW Board of Directors shall take place on even-numbered years at the June WSW Board of Directors meeting; 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 WSW Officer and WSW Board of Director candidates must each receive a majority affirmative vote of those members present.

Governance Committee. WSW will follow the process laid out in Board Nomination Procedures document.

Election Criteria. The WSW Board of Director Chair and WSW Board Vice Chair shall be elected from among representatives of the private sector. The Treasurer shall be elected from members of the WSW Board of Directors. A WSW officer shall not be eligible to serve more than two consecutive terms in the same office.

Length of Term. WSW Officers shall be appointed for a two (2)-year term. Unless a WSW officer resigns, or is removed, he/she shall hold office until the said term is expired or until a successor is elected.

Number of Terms. The number of terms a WSW Officer may serve is two (for a total of up to four (4)-years).

Removal. A WSW Officer or WSW Board of Directors member elected by WSW may be removed by a vote of the WSW Board of Directors when, in their sole judgment, the best interest

of the Corporation would be served. The WSW Officer or WSW Board of Directors will be notified prior to the meeting at which a motion to remove will be made. The WSW Officer or WSW Board of Director is removed by a two-thirds (2/3) affirmative vote of those members present.

Vacancies. A vacancy in a position shall be filled as soon as possible for the remainder of the term. An interim appointment can be made if necessary. The Governance Committee shall provide this nomination in the event of such vacancy.

## COMMITTEES

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

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 Committee. The Executive Committee and Chief Executive Officer 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 Committee.

Committee Leadership. The Executive Committee shall appoint Committee Chairs. The Executive Committee and Chief Executive Officer shall have the right to overturn or reverse an appointment or group of appointments by a majority vote of a quorum of the Executive Committee.

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 Committee Chair, the best interests of the Corporation would be served. Vacancies may be filled at any time by the Executive Committee in consultation with the Committee Chair.

Committee Meetings. The committees shall determine the frequency of their meetings based upon the work that must be done. The Chair of each committee shall determine the meeting dates and the agenda as needed or directed.

Committee Authorities and Limitations. A committee shall recommend any resolution or change to the Executive Committee.

## WSW EXECUTIVE COMMITTEE MEMBERSHIP

Executive Committee. The Executive Committee shall consist of **nine** members, as follows:

- a. The Chair of WSW Board of Directors



- b. The Vice-Chair of WSW Board of Directors
- c. The Treasurer of WSW Board of Directors
- d. Four WSW Board of Directors members elected at-large
- e. The immediate past chair of WSW Board of Directors (for the first term of the incoming WSW Board of Director Chair)
- e. One member of the EBOCC

Composition of the Executive Committee. At least two of the WSW Board of Director members elected at-large serving on the Executive Committee shall represent the private sector. At least one member of the Executive Committee 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 WSW-administered funds may be seated on the Executive Committee, except for those funds directed by individual participant choice such as individual training accounts, on-the-job training contracts, childcare providers, etc. The immediate past chair of the WSW Board of Directors shall sit on the Executive Committee for the first term of the incoming WSW Board of Director Chair. If the WSW Board of Director Chair continues a second term, the position shall be open to members representing private sector from the WSW Board of Directors.

Duties of an Executive Committee Member. An Executive Committee member shall serve in good faith; in a manner such Executive Committee member 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 an Executive Committee member, a member 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 WSW Board of Director members or employees of the Corporation whom the member believes to be reliable and competent in the matter presented; or
- (2) Counsel, public accountants, or other persons as to matters which the Executive Committee member believes to be within such person's professional or expert competence.

Responsibility of Executive Committee Members. Members are elected as individuals, not delegates, to the Executive Committee. They are, therefore, expected to always act in the best interest of the Corporation. Executive Committee members are obliged to prepare for and attend meetings, participate in committee work, and abide by the Executive Committee's policies and Bylaws. Directors shall abide by majority rule after presenting their views and the views of those they represent. Members of the Executive Committee will nominate committee chairs, and subsequent committee members for other committees of the WSW Board of Directors.

### **WSW EXECUTIVE COMMITTEE MEETINGS**

Regular Meetings. At the beginning of each fiscal year, the Executive Committee shall establish a regular meeting schedule. Meetings may be cancelled by the WSW Board of Directors

Chair so long as one meeting is held each program quarter, on dates and at times determined by the Executive Committee. A meeting notice, agenda and background information shall be prepared and sent to all members at least seven (7) days prior to the meeting.

Special Meetings. The WSW Board of Directors Chair shall call special meetings of the Executive Committee when requested to do so by one-third (1/3) the current membership of the Executive Committee, by the EBOCC, or when such a meeting is otherwise deemed necessary by the Chair. To call a special meeting, a minimum of 24-hour 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.

Member Participation in Meetings. Members of the Executive Committee may participate in member meetings virtually, 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. At minimum, two meetings a year will be held in person.

Voting of the Executive Committee. If it becomes necessary for the Executive Committee to take action on a particular issue and the twenty-four (24) hour notification requirement cannot be met, the Chair may authorize the polling of directors to facilitate such action by the WSW Board of Directors Chair. The results of a poll shall be reported at the next WSW Board of Directors meeting and recorded in the minutes of that meeting.

Non-member Participation at Executive Committee Meetings. Participation at Executive Committee meetings shall be limited to the set members and specific members of the Corporation with the following exceptions:

- a. When regularly scheduled agenda items call for reports or participation by non-committee members
- b. When, at the discretion of the WSW Board of Directors Chair, comments, or other participation by non-committee members are relevant or material to a matter under consideration or before the group

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.

**AUTHORITY OF WSW EXECUTIVE COMMITTEE, the WSW BOARD OF DIRECTORS, and the WSW CHIEF EXECUTIVE OFFICER**

General Authority. The WSW Board of Directors shall govern the business affairs of the Corporation.

Administrative Entity Authority and Responsibility. The Corporation shall assume designation as the Administrative Entity for the WIOA, effective July 1, 2015. To carry out these

functions, the Corporation's Executive Committee shall, in compliance with the laws, rules and regulations pertaining to the WIOA and non-profit corporations, be responsible for the following:

Human Resources:

- a. The WSW Chief Executive Officer serves at the pleasure of the WSW Executive Committee, which is responsible to hire, supervise, and assess the performance of the Chief Executive Officer of the Corporation.
- b. The WSW Chief Executive Officer shall determine and enforce the personnel policies of the Corporation.

Program Administration:

- a. At the direction of WSW Chief Executive Officer, and in accordance with its established procurement process, the WSW Board of Directors shall award contracts to organizations to implement the policies of the strategic plan.
- b. The WSW Chief Executive Officer shall lead the monitoring and evaluation of the performance of all contractors and WorkSource one-stop sites, and report performance to the WSW Board of Directors and the WSW Executive Committee.

Financial Management:

- a. The WSW Chief Executive Officers shall ensure that the Corporation's administrative and fiscal management systems meet the requirements of its funding sources.
- b. The WSW Chief Executive Officer shall approve budgets, approve disbursements, and control capital assets for the use and benefit of the three-county workforce investment area.

Advisory Committees:

- a. Advisory committees, comprised in full or in part of non-members, may be convened at any time by the Executive Committee Chair or by a vote of the Executive Committee 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 convening authority may extend the sunset date. Advisory committee findings shall be submitted directly the Executive Committee.

**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 WSW Board of Directors, EBOCC, Governance Committee, and Executive Committee meetings. Minutes will be made available at the Corporation's

website at [workforcesw.org](http://workforcesw.org), and minutes will be reviewed and approved at the next meeting of the WSW Board of Directors EBOCC, or Executive 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 WSW members, directors, and officers.

### **STAFF, AGENTS, CONSULTANTS, AND PROFESSIONAL SERVICES**

Chief Executive Officer. The Corporation, acting through the WSW Executive Committee, shall hire and retain a Chief Executive Officer who shall be an “at will” employee as defined by Washington law. The Chief Executive Officer shall report to the Chair and the WSW Executive Committee. The WSW Board of Directors may dismiss the Chief Executive Officer.

Authority and Responsibility of Chief Executive Officer. As the Chief Executive Officer and agent of the Executive Committee, the Chief Executive Officer 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 Chief Executive Officer shall have responsibility for managing the Corporation’s budget and ensuring that the Corporation's accounting system meets acceptable accounting standards.

WSW Executive Administrator. The Chief Executive Officer shall make available to the Executive Committee the WSW Executive Administrator whose responsibilities shall include maintaining the attendance roster, recording minutes of WSW Board of Director and Committee Meetings, and facilitating such other meeting arrangements as the Executive Committee may require.

### **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 WSW Board of Directors members 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 WSW Board of Director Chair within ninety (90) days or at the next WSW Board of Directors meeting, whichever is later, so that the WSW Executive Committee may take corrective action.

### **ADMINISTRATIVE MANAGEMENT**

Contracts. The Executive Committee may authorize any officer(s), agent(s), 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.

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 WSW Executive Committee. 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.

Expenditure Authorization. All 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(s), agent(s), of the Corporation and in the manner determined by resolution of the Executive Committee.

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

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.

## **COMPENSATION AND INDEMNIFICATION**

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

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 WSW Board of Director members 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.

## **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 WSW 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 WSW Board of Director membership.

**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 WSW Board of Director membership has set such a time by a previously adopted motion.

The foregoing Bylaws are adopted by the WSW Board of Director members on the eighth day of June 2022, with an effective date of July 1, 2022.

*Paige Spratt*

6/22/2022

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Board Chair

*Dennis Weber*

7/1/2022

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Chief Local Elected Official