

**Willamette Workforce Partnership
An Oregon Non-profit Corporation**

BY-LAWS

ARTICLE I

Name and Corporate Status

1.1 This Corporation shall be known as **Willamette Workforce Partnership** (hereinafter referred to as “Corporation”) and/or any assumed business name(s) that the Board of Directors may at any time adopt.

1.2 As provided by its Articles of Incorporation, this Corporation shall be a public benefit Corporation, as defined by Oregon law, without members.

1.3 The Corporation has been formed to serve as the local Workforce Development Board under the Workforce Innovation and Opportunity Act. Therefore, the Corporation may also be referred to herein as the “Board.” The counties of Linn, Polk, Marion, and Yamhill, Oregon have formed an ORS 190 organization known as the “Mid-Willamette Jobs Council.” The Mid-Willamette Jobs Council (herein referred to as “Consortium”) serves as the consortium of Local Elected Officials and appoints the Chief Elected Official (herein referred to as “CEO”) for the Mid-Valley workforce area.

ARTICLE II

Purpose and Jurisdiction

2.1 Subject to the limitations set forth in the Articles of Incorporation, the purpose of this Corporation is to actively convene, facilitate and broker relationships between the business community, schools, colleges, public agencies, units of government, community-based organizations, and nonprofit entities to leverage support for the development of a skilled workforce able to meet the needs of local business. The Corporation will procure service providers to assist persons who meet the eligibility criteria for such assistance as set forth in the Federal Workforce Innovation and Opportunity Act of 2014 (hereinafter, “WIOA”) and its implementing federal and state regulations, and any related (or successor) federal or state workforce, employment, and/or job training legislation. The Corporation serves as the Local Workforce Development Board for the mid-valley workforce area and is charged with planning, oversight, and administrative responsibility for local job training programs, including, but not limited to those funded under WIOA, any successor job training programs, and similar programs authorized under federal or state law. The Corporation will operate exclusively for charitable, scientific, literary or educational purposes, and is authorized to undertake any action that is permissible for nonprofit Corporation under Oregon law, as limited by: (1) Those portions of the Internal Revenue Code and regulations that regulate tax exempt organizations; and (2) the provisions of the Workforce Innovation and Opportunity Act and any other federal, state, or local workforce, employment, and/or job training legislation applicable to the Corporation’s activities.

ARTICLE III Board of Directors

3.1 Composition. The Corporation shall be governed by a Board of Directors. The size of the board will be variable and not less than nineteen (19) nor more than thirty-five (35) members, with the number of members determined by the Consortium. The composition of the Board will be compliant with all requirements of WIOA.

3.2 Qualifications. Board members shall have qualifications for membership consistent with the requirements of WIOA 107(b)(2) and the laws of the State of Oregon.

3.3 Appointment of Board Members. Board members will be nominated by the process and designated entity required by WIOA 107(b)(2) for the category of board position being filled. The Consortium appoints board members from among those so nominated. The Board Chair shall be elected by all board members from among the board members representing local business as described in WIOA 107(b)(2)(A). Board members serve staggered three-year terms to ensure only a portion of the terms expire in a given year. Board terms may be renewed for three-year periods. Members serve until resignation, removal by the Consortium, ceasing to meet the criteria required by WIOA Section 107(b)(2), or a successor is appointed by the Consortium.

3.4 Resignation and Removal. Members serve until resignation, removal by the Consortium, ceasing to meet the criteria required by WIOA Section 107(b)(2), or a successor is appointed by the Consortium. Any Board member may be removed or suspended with or without cause by the CEO upon the direction of the Consortium. A Board member may resign at any time by delivering written notice to the Executive Director. Unless the notice of resignation specifies a later effective date, the resignation will be effective when received. The Executive Director shall notify the CEO and Board Chair to facilitate prompt nomination and appointment of the open board position. Mid-Term appointments shall serve out the remainder of the out-going member's term. Board vacancies must be filled within 90 days.

3.5 Attendance. Members have the responsibility of contacting the Chair or Executive Director if they are unable to attend a meeting. If a Board member, for any reason, fails to attend at least fifty percent (50%) of the Board meetings in any calendar year during that Board member's term of office, such Board member shall be considered to have resigned. The Executive Director shall notify the CEO and Board Chair of the vacancy. Board members failing to meet the attendance requirement may appeal their removal to the CEO for consideration by the Consortium. The Consortium may reinstate the board member at their discretion.

3.6 General Standards for Director Conduct. The Board shall adopt a Code of Conduct, which shall meet all Federal, Oregon and Consortium requirements. Documented proof of violations of the Code of Conduct or documented proof of fraud and/or abuse will result in immediate removal from the board, pursuant to Article 3.4.

ARTICLE IV
Board Meetings and Voting; ~~Board Committees~~

4.1 Public Meeting. All Board and Executive Committee meetings will comply with Oregon Public Meetings Law, and shall be conducted in accordance with Roberts Rules of Order, as far as is reasonable and practical. Written minutes of a meeting will be made available to the public within a reasonable time after the meeting concludes.

4.2 Time and Place. The Board shall meet at such times and places as may be designated by the Board Chair, provided that at least one Board meeting shall be held in each calendar quarter. All meetings will be held within the borders of the region consisting of Linn, Marion, Polk and Yamhill Counties.

4.3 Who May Call A Meeting. The Chair, the Executive Director, or a majority of the Board by written request to the Chair, may call a meeting of the Board.

4.4 Manner of Acting. Each Board member shall have one vote. The act of a majority of the Board members at a meeting at which a quorum is present shall be the act of the Board. Board members shall be deemed to be present at a regular or special meeting where all Board members participating may simultaneously hear each other during the meeting, irrespective of whether or not they are present in the same locations, as by a telephonic conference, interactive video, or “webinar”.

4.5 Proxy Voting and Alternative Designees. Proxy voting and alternative designees in the absence of board members are not allowed. Board Members may have a representative attend in their absence. Those representing absent board members will not count towards quorum, nor have voting rights.

4.6 Annual Meeting. Unless designated otherwise in the call of a meeting, the Board meeting for the last quarter of the program year (April, May or June) shall be considered to be the annual meeting of the Board. All other Board meetings shall be considered special meetings.

4.7 Meeting Notices. Meeting notices shall be given at least three (3) days prior to the date of the meeting unless special conditions make advance notice impracticable, in which case notice and a description of the purpose of the meeting shall be given not less than 24 hours prior to the meeting. Notwithstanding the forgoing, a special meeting can be conducted at any time upon no less than two days prior notice stating the purpose of the meeting. Notices may be given electronically.

4.8 Quorum. A majority of the number of Board members in office immediately before the commencement of the meeting, with no fewer than twenty-five percent (25%) being business representatives shall constitute a quorum. No suspended member shall be included as a member in office. A member is deemed to be present at a meeting for the purpose of determining a quorum even if the member abstains from voting on one or more items on agenda.

4.9 Action by Consent. Any action required or permitted by law to be taken at a meeting of

the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

ARTICLE V

Board Officers and Committees

5.1 Officers. The Board shall have a Chair, Secretary/Treasurer and Executive Director who shall be elected by a majority vote of the Board, except for the Executive Director who shall be separately selected and appointed by the Board.

5.1.1 Chair. The Chair shall always be a private business representative of the Board. The Chair shall preside at Board meetings, serve as the president, chief spokesperson and signatory for the Board and have such other specific responsibilities as may be from time to time given to the Chair by the Board.

5.1.2 Secretary/Treasurer. The Secretary/Treasurer shall be responsible for signing meeting minutes once they have been approved by the Board, shall authenticate records of the Corporation, have overall responsibility for record keeping, shall monitor the budget of the Corporation in cooperation with the Executive Director and as defined in policy, and have overall responsibility for corporate funds. The Secretary/Treasurer may serve as Chair when the Chairperson is not available.

5.1.3 Executive Director. The Executive Director is an Officer of the Corporation and shall not be a member of the Board. The Executive Director shall supervise the day-to-day operations of the Corporation, make recommendations to the Board on all matters for which such recommendations are requested by the Board and otherwise perform all duties and functions assigned to the Executive Director by the Board.

5.2 Term. Unless specified otherwise by written employment contract or at the time of his or her election as an officer of the Corporation, all officers of the Corporation shall serve a term of office that is the longer of one year, July 1 through June 30 or until their successors are elected.

5.3 Board Committees: The Corporation's Board of Directors may have both standing and ad hoc committees organized and functioning as follows:

5.3.1 Establishment and Composition. Standing committees shall be proposed by the Chair and established by a majority vote of all current Board members. Ad hoc committees may be established as deemed necessary by the Chair. Except as otherwise required by law, the Chair shall appoint the members and Chairs of both standing and ad hoc committees. All committees, whether standing or ad hoc, shall consist of two or more Board members and will be Chaired by a private-sector Board member.

5.3.2 The Executive Committee. The Board of Directors shall have an Executive Committee. The committee shall be composed of: (a) Four (4) local elected officials. The Linn County, Marion County, Polk County and Yamhill County Boards of Commissioners will each designate one representative to serve on the Executive Committee. (b) Five (5) private sector Board members. The private-sector membership of the committee shall be comprised of Board Officers, Committee Chairs and/or others appointed by the Chair of the Corporation's Board of Directors. The Executive Committee will: make administrative, time-sensitive decisions when necessary between Board meetings and have the authority to make financial and budgetary decisions. with ratification of the full board at the next full board meeting. The executive committee is responsible for the hiring, evaluation of, and, if necessary, disciplinary actions up to and including termination, concerning the Executive Director. The executive committee will make other specific, necessary decisions after and when the full board designates authority to do so.

5.3.3 The Budget/Audit Committee. The Secretary/Treasurer shall be the Chair of the committee. The members of the Committee shall be Board members selected by the Chair and appointed to the Committee by the Board of Directors.

5.3.4 Quorum and Voting. A simple majority of the appointed members, whether standing or ad hoc, shall constitute a quorum for business purposes. Once a quorum of any committees is present, the vote of a majority of those members in attendance (in-person or by electronic means), who are not excused from participating due to a conflict of interest, shall constitute committee action. Each committee member has one vote.

5.3.5 Participation by non-Board members. With the exception of an Executive Committee, participation on standing and ad-hoc committees by non-Board members is allowable as appointed by the Chair of the Corporation's Board of Directors.

5.3.6 Limitations of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the Corporation to a Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE VI

Directors and Officers Indemnification and Advancement of Litigation Expenses

6.1 Indemnification of Director. In accordance with the standards set out in ORS 65.387 through 65.414, as they currently exist or may subsequently be amended, the Corporation shall indemnify a Director of the Corporation who is made a party to any proceeding of a legal nature because the individual is or was a Director, against liability and reasonable expenses actually incurred by the Director in connection with that proceeding. In addition, the Corporation may

pay for (or reimburse) the reasonable expenses incurred by a Director who is a party to a proceeding because the individual is or was a Director, in advance of the final disposition of that proceeding, in accordance with ORS 65.397 as it currently exists or is subsequently amended. The Corporation's decision as to whether or not to indemnify a Director pursuant to the authority of ORS 65.391 shall be made in accordance with the requirements of ORS 65.404 as the same currently exists or is subsequently amended.

6.2 Indemnification of Officers. The Corporation shall indemnify an officer of the Corporation pursuant to ORS 65.407 as presently worded or subsequently amended, to the same extent that it would indemnify a Director pursuant to such statute. In addition, an officer of the Corporation is entitled to apply for court ordered indemnification under ORS 65.401, as currently worded or subsequently amended, to the same extent as a Director would be entitled to application pursuant to such statute. In addition, if and to the extent the Board of Directors chooses to do so, in its sole discretion, the Corporation may pay for or reimburse the reasonable expenses of an individual who is a party to a proceeding because the individual is or was an officer of the Corporation if such individual also complies with the requirements of ORS 65.397 as currently worded or subsequently amended.

6.3 Insurance. The Corporation shall purchase and maintain insurance on behalf of any individual as respects his or her service as a Director or Officer of the Corporation in accordance with ORS 65.411 as currently worded or subsequently amended.

ARTICLE VII

By-Law Enactment and Amendment

7.1 Enactment. The Corporation's By-Laws become effective with approval of the Board of Directors on the date set forth below, by signature of the Secretary and CEO.

7.2 Amendment. Once adopted, the Corporation's By-Laws may be amended only in accordance with the following process and procedure:

7.2.1 For any proposed amendment of the By-Laws, written notice of the language of the proposed amendments shall be mailed to the offices of the Linn County Counsel, Marion County Counsel, the Polk County Counsel, and the Yamhill County Counsel, not less than fifteen (15) days prior to the Board meeting at which the amendments are proposed for adoption.

7.2.2 The notice for any Board meeting at which By-Law amendments are proposed for adoption shall include reference to the fact that By-Law amendments are to be voted on at that meeting; and a summary or a copy of the proposed amendment(s) shall accompany the meeting notice.

7.2.3 A vote of two-thirds (2/3) of the members of the Board then present at a Board meeting noticed for such purpose, will be sufficient to amend the corporation's By-Laws in accordance with the proposed amendment(s).

APPROVED BY THE BOARD of Directors on May 16, 2019

Chief Elected Official: Craig Pope

Craig Pope, Polk County Commissioner

Date: 5-23-19

Board Secretary: Seth Christensen

Seth Christensen

Date: 5/30/19

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