

**AMENDED AND RESTATED BYLAWS OF
KANSAS CITY AND VICINITY
WORKFORCE DEVELOPMENT
BOARD**

ARTICLE I

NAME AND GENERAL AUTHORITY

- Section 1: There shall be a Kansas City and Vicinity Workforce Development Board (WDB) composed of at least 51% business representatives, with the remainder representing educational entities, labor organizations, community-based organizations, economic development agencies, and one-stop partners, in accordance with the Workforce Innovation and Opportunity Act of 2016 (WIOA). The membership shall also be representative of the Consortium's geographic service area.
- Section 2: The name of this organization shall be the Kansas City and Vicinity Workforce Development Board (the "KCV WDB").
- Section 3: The KCV WDB shall be a full partner in the development of and have concurrent authority in the approval of the local plan in accordance with the Act and the local operating procedure.

**ARTICLE II
NOMINATIONS**

- Section 1 Chief elected officials must establish a formal nomination and appointment process, consistent with the criteria established by the Governor and State WDB under sec. 107(b)(1) of WIOA for appointment of members of the Local WDBs, that ensures:
- (1) Business representatives are appointed from among individuals who are nominated by local business organizations and business trade associations.
 - (2) Labor representatives are appointed from among individuals who are nominated by local labor federations (or, for a local area in which no employees are represented by such organizations, other representatives of employees); and
 - (3) When there is more than one local area provider of adult education and literacy activities under title II, or multiple institutions of higher education providing workforce investment activities as described in WIOA sec. 107(b)(2)(C)(i) or (ii), nominations are solicited from those particular entities.

MEMBERSHIP

- Section 1: The KCV WDB shall consist of up to fifty-one (51) members. The appointments are to be made in accordance with the Consortium Agreement made and entered into by and among the City of Kansas City and the Counties of Cass, Clay, Platte and Ray, all in Missouri.

The KCV WDB shall have the following representation as required by Section 117 of the Act:

Business Representatives shall constitute a majority of the membership of the KCV WDB.

Each business representative must meet the following criteria:

- (1) Be an owner, chief executive officer, chief operating officer, or other individual with optimum policymaking or hiring authority; and
- (2) Provide employment opportunities in in-demand industry sectors or occupations,

The remaining members of the KCV WDB shall represent educational entities, labor organizations, community-based organizations, economic development agencies, and one-stop partners, in accordance with the Act. Members must be individuals with optimum policy-making authority within the entities they represent.

The Chairperson and Vice-Chairperson of the KCV WDB shall be elected from among the business representatives on the KCV WDB.

- Section 2:** Members shall be appointed for fixed and staggered terms and may serve until Their successors are appointed. Initially, members shall serve staggered terms. Thereafter, all terms shall be two years. Any vacancy shall be filled in the same manner as in Article II, Section 1.
- Section 3:** Following the initial appointments, the number of members on the KCV WDB may be increased or decreased proportionally to Article I, Section 1, after thirty days' notice of intent by the Chairperson and a two-thirds majority vote of the appointed KCV WDB members.
- Section 4:** All members of the KCV WDB shall serve without compensation or refund of personal expenses except as otherwise authorized by the KCV WDB.
- Section 5:** Removal of a member from the KCV WDB may be made by the vote of two-thirds(2/3) of the members of the entire KCV WDB at any duly convened regular meeting. Such removal shall be reported to the Chief Elected Officials and such report should include the reasons for the removal. Failure to attend three consecutive scheduled meetings during the calendar year, or failure to otherwise actively participate in the activities and affairs of the KCV WDB may be considered reasons for such removal.
- Section 6:** The chairperson of the board shall notify the CEO if a vacancy of a WDB member occurs prior to the ending of a specific term to ensure a prompt nominee.
- Section 7:** If a board member would desire or designate an alternate to represent him or her at the board meetings – the board member shall, in writing notify the board chairperson with a copy to the board. The memo shall name the person, the position held by the designee, and contact

information. The designee must be of optimum policy-making authority, equal to the appointee and the Board designee shall not attend more than 50% of board meetings representing the board member designee. The designee is authorized to be authorized to proxy vote for board member.

Section 8: Board members are required to actively participate in convening the workforce development system, brokering relations with a diverse range of employers, and leveraging support for workforce development activities. Board members through the general participation in committees, through board dialogue or activities, interface with peers, or other businesses to promote the Kansas City and Vicinity Workforce Development Board. Examples of board engagement could include, but not be limited to; referral of potential employers, job seekers, or other entities that may want to utilize the workforce systems resources. Also, participate or support upon request system efforts at public meetings, business assistance association meetings, and recruitment of applicants or businesses through the workforce system.

Section 9: Board Members shall live and/or work in the workforce region overseen by the board. Board members are expected to attend at least 50% of all board meetings virtually, or in person, as well as committee meetings to which they have been appointed.

ARTICLE III

QUORUM

Section 1: Except where indicated otherwise in the Bylaws, all actions of the KCV WDB shall be by a majority vote, a quorum being present and voting.

Section 2: A quorum is required in order for the KCV WDB to conduct business. A quorum is defined as a majority of appointed members present at a KCV WDB meeting **with at least 51% of members being present.**

ARTICLE IV

OFFICERS

Section 1: The Chairperson shall be elected to serve for a term of two years and may succeed himself or herself as Chairperson.

Section 2: The Chairperson of the KCV WDB shall preside over meetings, shall sign all acts or orders necessary to carry out the will of the KCV WDB, shall be eligible to vote on all matters before the KCV WDB, and shall have the generally recognized powers and duties of the office of Chairperson of the KCV WDB.

Section 3: Copies of all KCV WDB minutes shall be distributed to the Chief Elected Officials

Section 4: A Vice-Chairperson shall be elected bi-annually by the members to preside at meetings in the absence of the Chairperson.

Section 5: A Secretary shall be elected bi-annually by the members.

Section 6: Treasurer shall be elected bi-annually by the members.

Section 7: The aforementioned officers, along with other members, shall comprise the Executive Committee.

ARTICLE V

MEETINGS

- Section 1:** The KCV WDB shall establish at the minimum regularly scheduled quarterly meetings at such time and place as determined by the Chairperson. Additional meetings of the KCV WDB may be held at such time and place as determined by the Chairperson. A quorum is required in order for the KCV WDB to conduct business. A quorum is defined as a majority of appointed members present at a KCV WDB meeting.
- Section 2:** Special meetings may be held if in the judgment of a majority of the Executive Committee there exists a situation requiring action of the KCV WDB and notice is given to all Board members. At any special meeting, a quorum shall be with at least 51% of those committee members being present any action taken shall be by a majority vote thereof.
- Section 3:** Notice giving the time, date, place, and agenda for annual and regular meetings of the KCV WDB shall be mailed or electronically transmitted to each member at least five (5) days prior to the meeting date. Notice giving the time, date, place, and agenda for special meetings of the KCV WDB shall be mailed or electronically transmitted to each member at least three (3) days prior to the meeting date.
- Section 4:** Minutes of the KCV WDB's meetings shall be the responsibility of the secretary.
- Section 5:** To the extent required by law, meetings of the KCV WDB and its committees shall be open to the public. Meetings or segments of meetings may be closed to the general public by the KCV WDB Chairperson or committee chairperson in compliance with exemptions granted by public law.
- Section 6:** Technology will be used to promote board member participation. An option will be made available to attend all meetings via zoom or by phone.

ARTICLE VI

STANDING COMMITTEE AND SPECIAL COMMITTEES

- Section 1:** The Chairperson may appoint from among its members one or more standing or temporary committees. The KCV WDB shall be composed of four (4) standing committees and
as many other committees as the Chairperson may deem necessary. The standing committees shall be the Executive Committee, Youth Council Committee, Public Workforce System Committee and Budget and Oversight Committee.
- Section 2:** The Chairperson shall have the power at any time to increase the number of members of the committees, or to fill vacancies on them.
- Section 3:** All standing committees shall have a minimum of three members.
- Section 4:** Each standing committee shall be chaired by a member of the KCV WDB
- Section 5:** All standing committees, except the Executive Committee, shall meet on a regular basis subject to call of its chairperson. Each committee shall meet at least quarterly except the Executive Committee. The Executive Committee may meet quarterly or as needed.
- Section 6:** A majority of committee members shall constitute a quorum. Any member missing three consecutive committee meetings shall be replaced subject to the vote of two-thirds (2/3) of the appointed KCV WDB members.

ARTICLE VII

CONFLICT OF INTEREST

No director, officer, or employee of the corporation shall have nor shall acquire any interest, direct or indirect, in any project which the corporation is promoting, or in any contract or proposed contract for materials or services, or in any lease, mortgage, sale, or contract of any nature whatever relating to any such project or to the corporation, without forthwith making written disclosure to the corporation of the nature and extent of *his* interest, and such disclosure shall be entered in writing upon the minute book of the corporation. No director who has such an interest shall vote on any matter relating to such interest. Any vote, including abstentions, on any issue that includes a conflict or potential conflict of interest for a director, shall be recorded in the minutes of that meeting. No director shall cast a vote on the provision of services by that director (or any organization which the director directly represents) or vote on any matter which would provide direct financial benefit to that director within the meaning of the Workforce Innovation and Opportunity Act of 2016 (WIOA) as amended from time to time.

ARTICLE VIII

GENERAL PROVISIONS

- Section 1:** **Depositories and Checks.** The monies of the corporation shall be deposited in such banks or trust companies as the director may designate and shall be held and drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Directors.
- Section 2:** **Bonds.** In addition to the bond, if any, required of the Treasurer, any other officer or employee handling money of the corporation may be bonded at the corporation's expense in such amounts as may be determined by the Board of Directors.
- Section 3:** **Custodian of Securities.** The Board of Directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the Board of Directors. The Board of Directors may remove any such custodian at any time.
- Section 4:** **Certain Loans Prohibited.** The corporation shall not make any loan to any officer or director of the corporation.
- Section 5:** **Indemnification of Directors and Officers.** To the extent permitted by law, by the corporation's Articles of Incorporation, and herein, each director or officer, or former director or officer, of the Corporation and his legal representative, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer; and any person who, at the request of the corporation, served as director, officer, employee, or agent of or another enterprise in which the corporation had an interest and his legal representative, shall in like manner be indemnified by the corporation; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the corporation shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking action any director involved shall not be qualified to vote thereon.

In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board

of Directors. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be exclusively of any other rights to which such director or officer may be lawfully entitled.

No director or officer of the corporation shall be liable to any other director or officer or other person for any action taken or refused to be taken by him as director or officer with respect to any matter within the scope of his official duties except such action or neglect or failure to act shall constitute negligence or misconduct in the performance of his duties as director or officer.

Section 6: **Fiscal Year.** The fiscal year of the corporation shall begin on the first day of July and end on the last day of June or on such other dates as may be fixed from time to time by the Board of Directors.

ARTICLE IX

AMENDMENTS OF THE BYLAWS

Section 1: The Bylaws may be amended at any regular meeting of the KCV WDB with previously written notice having been given to all appointed members at least thirty days in advance. Two-thirds of the appointed KCV WDB members are required to approve any amendment to the Bylaws. Any amendments to these Bylaws shall supersede in their entirety any previous Bylaws of the KCV WDB.

ARTICLE X

EFFECTIVE DATE

Section 1: These Bylaws and any amendments thereto shall become effective immediately upon adoption and shall remain in continuous effect from that date until otherwise amended.

CERTIFICATE

The foregoing Bylaws were duly adopted as and for the Bylaws of the Kansas City and Vicinity Workforce Development Board at its first meeting held on April 3, 1984, were thereafter amended, and are hereby amended and restated at a meeting of the Board held on April 12, 2022.

Ellen Fairchild

4/28/2022

Chairperson / Date