

**Revised Bylaws of
the Barry-Branch-Calhoun Counties Private Industry Council/
Workforce Development Board, Incorporated.**

ARTICLE I

NAME

Section 1.01: Name of the Corporation

The name of this corporation shall be The Barry-Branch-Calhoun Counties Private Industry Council/Workforce Development Board, Incorporated.

ARTICLE II

PURPOSES AND ACTIVITIES

Section 2.01: Purpose of the Corporation

The purposes of this corporation shall be restricted to any or all of the following:

A. To provide policy and exercise oversight, review and execution of activities under the Training Plan for the Barry-Branch-Calhoun Counties Service Delivery Area (also known as the SDA) in partnership with the Chief Elected Officials, as defined by the Job Training Partnership Act (P. L. 97-300, 20 CFR, Parts 626-631). The designated Chief Executive officers, in agreement with the Private Industry Council, Workforce Development Board (PIC/WDB), shall jointly approve and submit the Job Training Plan (JTP) to the Governor of the State of Michigan.

B. With the approval of the Chief Executive Officer's Board, to select the Grant Recipient, Administrative Entity, and/or contractor for Job Training Partnership Act funds in the Barry-Branch-Calhoun Counties SDA, and to solicit, receive, and expend other public and private monies, as may be obtained for the purpose of carrying out the PIC/WDB's approved programs and activities.

C. To develop and implement programs and services which will offer opportunities and incentives that will directly involve the resources, expertise and knowledge of business and industry within the SDA in the education, training and employment of the economically disadvantaged, dislocated and displaced residents.

D. To provide a means for the coordination and cooperation of those public/private and community interests concerned with and interested in developing and retaining a skilled and productive work-force in Barry, Branch and Calhoun Counties. This will include efforts to limit duplication and fragmentation of services provided by other agencies, while providing for coordinated and/or jointly implemented job development and placement.

E. To develop and implement, in cooperation with appropriate public agencies, an employer-based job market information process that identifies and documents occupational demand and assures that skill training provided for is appropriate and directly beneficial to the needs of employers and the eligible participating citizens of the SDA.

F. To develop and implement a process for assessing the human resource development needs of business and industry within the SDA and to work in cooperation with area employers and associated business organizations to design programs and services that will efficiently and effectively serve the private sector.

G. In cooperation with local elected officials, to assist and support local economic development activity by developing and implementing training programs and support services that will meet the human resource development needs of current and future employers in the SDA.

H. To solicit and receive grants, contributions and other property; to enter into contracts; to engage needed personnel and services; and to transfer, hold and invest such real property as may be required to carry out the purposes and activities of this corporation.

I. To plan and carry out any other activities approved by the Barry-Branch-Calhoun Counties PIC/Workforce Development Board, subject to the provisions and/or restrictions of the Job Training Partnership Act, where and when appropriate and relevant.

J. To appoint the members to the Education Advisory Group (EAG) that will be advise the PIC/WDB regarding the education portion of the local strategic plans and programs. In addition, the EAG will coordinate with other educational entities in guiding career development programs such as career-technical education, tech prep and adult education. In addition to appointing individuals to the EAG, the WDB has the responsibility for appointing the EAG chair and arranging for EAG staff support.

K. To appoint the members to the Michigan Prisoner ReEntry (MPRI) Steering Team that will serve as an advisory team invested with the responsibility and authority to design the Comprehensive Prisoner ReEntry Plan and monitor its implementation in the Barry, Branch and Calhoun County area.

Section 2.02: Activities of the Corporation

The activities of the corporation shall be determined by those activities authorized and granted under the provisions of the Agreement for the Administration of Job Training and Workforce Development in the Barry-Branch-Calhoun Service Delivery Area of June of 1995 between the Counties of Barry, Branch and Calhoun, State of Michigan.

Section 2.03: Restrictions on Activities

This corporation shall be expressly forbidden from participating in activities prohibited by the Job Partnership Training Act.

A. This corporation is organized exclusively for charitable or educational purposes including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, as well as to those organizations which qualify as legal beneficiaries of the provisions and intent of the JTPA.

B. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

C. No payments or distribution of funds shall be made to any entity in pursuit of the goals, purposes and activities of this corporation which have not been ratified by the full corporation in majority agreement of the executive committee pursuant to powers delegated to it in paragraph 4.02 infra.

D. No substantial part of the activities of the corporation shall be the lobbying or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing and/or distribution of statements) any political campaign on behalf of any candidate for public office.

E. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (2) by a corporation, contributions to which are deductible under Section 17(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of a future United States Internal Revenue Code).

ARTICLE III

MEMBERS

Section 3.01: Members of the Corporation

The members of the corporation shall be:

A. representatives of the private business sector, who shall always constitute a majority of the membership of the council and who shall be owners of business concerns, chief executives or chief operating officers of non-governmental employers, or other private sector executives who have substantial management or policy responsibility;

B. those representatives of educational agencies (representative of all educational agencies in the SDA), organized labor, rehabilitation agencies, community-based organizations, economic development agencies, the public employment service and public social services; and

C. initially established (and all member vacancies filled) within the guidelines of the enacting legislation. The PIC/WDB shall continue to maintain the percentages of representation dictated by the law, as well as provide for representation of the three counties contained in the SDA. Membership shall thereafter be constituted according to the following schematic and shall remain as such unless changed by action of the PIC/WDB.

Sector	Barry	Branch	Calhoun	At-Large	Total
Private Sector	6	6	11	0	23
Community Based Organizations and Organized Labor	1	1	2	2	6
Education	0	0	0	2	2
Vocational Rehabilitation	0	0	0	1	1
Public Assistance	0	0	0	1	1
Economic Development	0	0	1	0	1
Public Employment	0	0	0	1	1
Other: Dept. of Corrections				1	1
Totals	7	7	14	8	36

D. PIC/WDB members personally shall attend PIC/WDB meetings when at all possible, but in those isolated cases where attendance or participation is impossible, members may designate up to two other persons who hold leadership and/or decision-making positions in the sector and type of business/organization that the official member represents. Said designee(s) must be nominated by an appropriate agency and must be appointed as an alternate by the Chief Elected Officials, per the official policy of the Department of Energy, Labor & Economic Growth. The official alternate in attendance at the meeting will be counted for the purposes of determining the presence of a quorum at corporation meetings and shall have the power to vote on the behalf of the member he/she represents, with the exception of member/officer removal actions.

E. Voting by proxy letter shall not be acceptable for conduct of corporation business.

F. The terms of service of representatives from all sectors in the membership of the corporation shall be for periods of one (1), two (2) and three (3) years. Any replacement made during a member's term shall accept the remainder of the departing member's term.

G. Members of the corporation may be removed for cause upon submission of a report of a temporary committee appointed by the Chairperson to the corporation as a whole either in a regular, special, or annual meeting with at least five (5) working days notice to all voting members as to the date, time, place, and purpose of the meeting with emphasis given to the consideration of removal for cause. Removal for cause can only be effected by two-thirds (2/3) of all voting members approving such removal. No vote on such action may be cast by a substitute or representative of an absent voting member.

H. Members of the corporation may resign at any time they so desire by means of written notification to the Secretary of the corporation.

I. No member of the corporation shall vote when the action to be voted upon either directly or indirectly provides the member's employer with funding or services as provided by the PIC. This does not preclude a member from casting votes on general appropriations or general plan formulae for the corporation as a whole. This rule shall be enforced by the following procedures:

- i. When applicable, a member shall declare the existence of a "conflict of interest" and abstain from voting. This shall be entered in the minutes of the meeting. Any vote on any contractual matter when such a declaration of potential conflict of interest is made in accord with this subsection, shall be by two-thirds of the full membership and without the vote of such abstaining member.
- ii. PIC/WDB members, at all times, shall conduct themselves in a manner to avoid conflict of interest.

J. Any member who is declared absent (without an official alternate in attendance) from three (3) meetings in a row or who misses 60% of the meetings in a program year (beginning July 1 and ending June 30) will be automatically terminated from the PICWDB. Written notice of the termination of membership will be given to all members who are in violation of the attendance policy. Any member "terminated" in this manner may be re-nominated for consideration by the WDB/CEOB for a new appointment.

K. Meetings of the corporation and committees shall be scheduled and conducted in compliance with the Open Meetings Act. The staff to the corporation shall transmit notice of the time and place of each meeting to the members. The meetings of the corporation and committees shall be open and accessible to the general public and records of the proceedings shall be maintained at a location accessible to the public. Every regular, special and annual meeting of the council shall be at a specific time and place for which public notice shall be given.

L. All members are restricted from utilizing their position in the corporation, its name, or any assets of same in support of or against any candidate for public office, or for or against any legislation past, present or future. This section also precludes any support in any form by an individual on a personal basis in the name of or as a representative of the corporation.

M. Former Board members, prospective Board members or other community members may be designated as non-voting members and may be involved as non-voting advisory members on the corporation's standing committees.

ARTICLE IV

EXECUTIVE BOARD OF DIRECTORS

Section 4.01: Definition of Executive Board of Directors

The Executive Board of Directors of the corporation shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer and a Parliamentarian, (elected by the corporation as a whole and drawn from the active voting members of the corporation), all standing and ad-hoc committee chairpersons, and the immediate past chairperson of the corporation. The Chairperson of the corporation, by stipulation of the enabling legislation, must be a member of the private industry sector representation of the corporation. Since the Vice Chairperson is required to act in the stead of the Chairperson in his/her absence, the Vice Chairperson also must be a member of the private industry sector representation of the corporation. The remaining officers, Secretary, Treasurer and Parliamentarian, may be drawn from sectors other than private industry. Each of the three counties will be represented on the Executive Board. The Chairperson and Vice Chairperson shall not be from the same county.

Section 4.02: Powers and Duties of the Executive Board of Directors.

The Executive Board of Directors will have the power to act on the behalf of the full corporation in the event of those situations when time constraints do not allow the assemblage of the entire corporation. Executive Board meetings may be conducted solely by means of remote communication, voting may occur by means of remote communication and Executive Board action may be taken without a meeting if all of the members entitled to vote on the proposed action consent to it in writing. Actions taken by the Executive Board under these circumstance must be acted upon by the members at the next meeting of the corporation. The members of the Executive Board are responsible to exercise reasonable care and prudence in actions taken under emergency conditions. The powers of the Executive Board exist in the group as a whole and not in the individual members of the board.

Section 4.03: Nomination and Election of Executive Board Members

The officers of the corporation initially will be nominated from the floor by the members of the corporation during a regular meeting. Subsequent to the initial election of officers, a nomination committee to be appointed by the current chairperson, will develop a slate of candidates for each office. Nominations drawn from the floor of the full corporation will be added to the slate. The slate will specify the county and sector represented by each nominee. A simple majority of those present will constitute election to office. Should vacancies occur, the same method shall be used to fill such vacancies. The Chairperson of the corporation may appoint a temporary filling of the vacancy to be in effect for thirty (30) calendar days or until the next regular, special, or annual meeting of the corporation as a whole, whichever comes first.

Section 4.04: Terms of Office

Terms of office for the Chairperson, Vice Chairperson, Secretary, the Treasurer and the parliamentarian of the corporation shall be two (2) years.

ARTICLE V

MEETINGS

Section 5.01: Annual Meeting and Notice

The annual meeting of the whole corporation shall be held in September of each year unless otherwise established by the Executive Board, with the concurrence of the corporation as a whole. Reports shall be presented by the officers and staff of the corporation for approval by the corporation as a whole, vacancies may be filled and election of officers whose terms have expired shall be effected. Notice of the annual meeting shall be mailed to each voting member of the corporation not less than fifteen (15) days prior to the scheduled date, and such notice will state the date, time, and place of such meeting together with the agenda in detail as to the purposes of the meeting

Section 5.02: Regular Meetings of the Corporation

The corporation as a whole shall meet every other month unless otherwise designated by the Executive Board. Notice of regular meetings shall be given by mail at least (5) work days before the day of the meeting to all members, and such notice shall include the time, place, date, and the detailed agenda for the meeting.

Section 5.03: Special Meetings of the Corporation

Special meetings of the corporation as a whole shall be called by the Chairperson of the Executive Board solely to meet a determined special need of the corporation. Notice of such meetings must be made to all members of the corporation no less than three (3) calendar days before the day of the meeting, and such notice must include the date, time, and place of the meeting, and a statement of the purpose for an extraordinary meeting.

Section 5.04: Conduct of Meeting

All meetings will be conducted according to Robert's Rules of Order.

Section 5.05: Quorum

The presence of a simple majority of the currently registered members (or designees as prescribed in Section 3.01) of the corporation shall be considered a quorum sufficient to allow the conduct of all business of the corporation. In cases where less than 80% of the currently

registered members (or designees as prescribed in Section 3.01) of the corporation are present, at least 50% of those present must be representatives of the private sector (or private sector designees as prescribed in Section 3.01) to constitute a quorum sufficient to allow conduct of all business of the corporation. No business may be conducted without a quorum of the members as expressed in this section.

Section 5.06: Voting

Except as provided elsewhere in these bylaws or by enabling legislation, all matters before the corporation shall be decided by a majority vote of the members present at the meeting.

ARTICLE VI

OFFICERS AND RESPONSIBILITIES

Section 6.01: The Chairperson

The Chairperson shall preside at all regular, special, and annual meetings of the Executive Board and the corporation as a whole and shall have such other duties and powers as may be assigned to him/her by the corporation as a whole, provided these duties and powers are not inconsistent with these bylaws or the enabling legislation.

Section 6.02: The Vice Chairperson

The Vice Chairperson shall, in the absence of the Chairperson, have all the powers normally vested in the Chairperson.

Section 6.03: The Secretary

The Secretary, with the assistance of staff, shall:

- A. be custodian of all the original records and documents of the corporation, to be maintained at the designated corporate headquarters;
- B. keep minutes of all meetings of the Executive Board and of the meetings of the corporation as a whole;
- C. keep a current list of the names, addresses, telephone numbers, firm or agency to which the member belongs, and which sector (Private Industry, Education, Labor, etc.) each member represents;
- D. file the corporation's annual report with the State's Corporate Division; and

E. perform all other duties that are incident to the office of Secretary or that may be assigned by the corporation as a whole, the Chairperson or action of the Executive Board and that are not inconsistent with these bylaws or the enabling legislation.

Section 6.04: The Treasurer

The Treasurer, with the assistance of staff, shall:

A. be accountable for the receipt and disbursement of funds or property on behalf of the corporation;

B. regularly enter or cause to be entered in the books of the corporation a complete account of all funds or property received by him/her for the account of the corporation;

C. render a written accounting of all the corporation's accounts to the corporation as a whole at each regular meeting of the corporation;

D. exhibit the account books of the corporation and all securities vouchers, papers and documents of the corporation in his/her custody to any voting member of the corporation upon reasonable request;

E. file all tax and other financial reports required of the corporation; and

F. perform all other duties that are incident to the office of Treasurer or that may be assigned by the corporation as a whole, the Chairperson, or action of the Executive Board and that are not inconsistent with these bylaws or the enabling legislation.

Section 6.05: The Parliamentarian

The parliamentarian shall provide assistance to ensure that the conduct of business is according to Robert's Rules of Order.

Section 6.06: Resignation and Removal of Officers

A. Any officer may resign at any time by delivering a written resignation to the Secretary. The acceptance of such resignation shall not be necessary to make it effective.

B. Any officer may be removed at any time for cause by a vote of at least two-thirds (2/3) of the voting members, such vote to be taken only after presentation to the corporation as a whole of the cause for such action. No vote on such action may be cast by a substitute or representative of an absent voting member.

Section 6.07: Staff Support

Professional, technical and clerical staff support to the corporation and its committees shall be provided by the administrative entity.

The staff will:

- A. take, prepare and distribute minutes of the corporation and committee meetings;
- B. compile, reproduce and distribute materials and information pertinent to corporation activities;
- C. assist in the preparation of plans and activities, and;
- D. report to the corporation on the status of programs and activities including financial reports, legislative updates and program overviews.

Section 7.01: Standing Committees

ARTICLE VII

COMMITTEES

The continuation of all committees will be reviewed at the time of the annual meeting and all new committees and workshops that are from time to time formed shall have a date specified for their termination at the time of their creation. Committee appointments will be made by the Chairperson of the corporation. Committees may include, but are not limited to the following:

A. Monitoring and Evaluation: Responsible for monitoring, reviewing and evaluating the performance of those programs and activities for workforce development in the SDA. The committee will have access to all appropriate SDA records and reports. It will be the responsibility of the committee to regularly prepare recommendations and, reports for the corporation's consideration.

B. Job Market Information/Employer Involvement Committee: Responsible for assisting staff in the development and implementation of procedures that will determine if there is a demand for labor in particular occupations and whether or not the skill level to be provided by proposed training programs is acceptable to area employers. The committee shall also have the responsibility to assist staff to plan and conduct, in cooperation with MESC and local business organizations, employer surveys to ascertain their short and long term employment and skill needs, as well as identify hard-to-find jobs and the skills essential to emerging occupations. Also, in cooperation with local chambers of commerce and other business organizations, the committee shall assist staff in the design and implementation of programs and activities that will increase the number of area businesses participating in the SDA's employment and training effort. This

may include the marketing of financial incentives, and human resources development services to area firms based upon employer needs. The committee may also monitor, support and participate in the efforts of local economic development agencies to attract jobs to the area by providing access to training and retraining funds and support services.

C. Planning and Development Committee: It will be the responsibility of the Planning and Development Committee to develop and recommend activities and programs to the corporation. The Planning and Development Committee will utilize the information generated by the Job Market Information and Employer Involvement Committees in order to design activities and programs that are responsive to the local SDA's needs, as well as in compliance to the intent and purpose of JTPA.

D. Membership Committee: The Membership Committee is responsible for seeking out and recommending the appointment of new Workforce Development Board members. The committee also assists with Board member orientation and ongoing member training.

ARTICLE VIII

FINANCIAL PROCEDURES AND RESTRICTIONS ON TRANSACTIONS

Section 8.01: Fiscal Year

The fiscal year of the corporation shall end on June 30 of each year to correspond with the planning and program cycle of the State. A summary of receipts and expenditures and a balance sheet listing all assets and liabilities shall be prepared and submitted for review and vote of approval/ disapproval at the annual meeting.

Section 8.02: Deposits and Withdrawals of Funds

All funds of the corporation, not otherwise employed, shall be deposited in such banks, trust companies, or other reliable depositories as the Executive Board may direct with the approval of the corporation as a whole. Any withdrawals of funds must be made and checks must be signed by the Chairperson and the Treasurer of the corporation for amounts in excess of \$500. No payments in excess of \$500 may be made without specific authorization of the Executive Board.

Section 8.03: Loans

A. No loans or advances shall be granted by the corporation without the authorization of the Executive Board and subsequent approval by the corporation as a whole. No loans or advances shall be made to any individual. Each recipient of any such loan must sign a written promise to repay the amount received at an interest rate to be established by the Executive Board within a specified time period or by a specified date. Collateral as may be required by Executive Board must be specified in the note.

B. No officer of the corporation shall enter into a loan to be received on behalf of the corporation without authorization of the Executive Board. Any such authorization may be general or specific and may include authorization to pledge any securities or other personal property of the corporation as security for the loan or advance. The Executive Board shall, with the approval of the corporation as a whole determine the acceptability of the terms and interest charges of any such loan secured on behalf of the corporation.

C. No loans to be received on behalf of the corporation shall be entered into or allowed until the corporation as a whole has been advised of the need and effect of such a loan and acted favorably to allow same.

Section 8.04: Signing Contracts

The Chairperson of the PIC/Workforce Development Board, subject to the approval of the Executive Board and the corporation as a whole, may enter into any contract or execute and deliver any instrument in the name of the corporation.

Section 8.05: Compensation of Members

The members of the corporation shall serve as such without salary, but the corporation as a whole may authorize the payment of reasonable expenses incurred by members in the performance of their duties. A uniform travel and expense policy will be adopted by the corporation.

ARTICLE IX

INDEMNIFICATION

Section 9.01: Indemnification of Officers and Members

Any person (or his/her estate) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he/she is or was an officer or member of the corporation shall be indemnified by the corporation against any liability and reasonable expense including attorney's fees incurred by him/her in connection with the defense or settlement of such action, except in relation to matters as to which it shall be adjudged by the Court that such officer or member is liable for gross negligence or criminal misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer or member may be entitled apart from this Article. The corporation will obtain and maintain liability insurance that is sufficient to provide all members with adequate protection against lawsuits.

ARTICLE X

DISSOLUTION

Section 10.01: Dissolution and Disposition of Corporate Assets

Upon dissolution of the corporation and after the payment of all the liabilities of the corporation, the Executive Board shall dispose of all the assets of the corporation exclusively for the purposes of the corporation, or to organizations that are then qualified as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (as it may be amended). Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county(ies) in which the principle office of the corporation is located.

ARTICLE XI

AMENDMENTS

Section 1 1.01: Amendments of Bylaws

The bylaws of this corporation may be amended by a two-third (2/3) majority vote of the total voting membership of the corporation at any meeting of the corporation as a whole; provided the proposed amendment was presented in full with the notice of the meeting or the full amendment was given in writing at the previous meeting and was summarized in the notice of the meeting in which it shall be voted upon.

ARTICLE IX

CONFLICT

Section 12.01: Conflict between JTPA Act and Bylaws and Articles

If there is any conflict between the JTPA Act and the Regulations promulgated pursuant thereto and the Bylaws and Articles of the corporation, the Act and Regulations shall prevail. If any provision of the corporations Bylaws and Articles is held invalid, the remainder of said document shall not be affected thereby.