

**SUMMARY
OF REVISED BYLAWS OF
THE BARRY-BRANCH-CALHOUN COUNTIES
PRIVATE INDUSTRY COUNCIL/
WORKFORCE DEVELOPMENT BOARD, INCORPORATED**

Article I – NAME

- The Barry-Branch-Calhoun Counties Private Industry Council/Workforce Development Board, Incorporated.

Article II – PURPOSES AND ACTIVITIES

- **Conduct planning activities** necessary to develop Job Training Plans under various funding sources, including the Workforce Investment Act, Welfare-to-Work, Employment Service, and Career Preparation.
- **Provide policy guidance and oversight of the programs** (listed above) implemented in the Barry, Branch and Calhoun Michigan Works! Area (MWA).
- **Participate in one of the established sub-committees** (Planning and Development, Job Market/Employer Involvement, Monitoring and Evaluation or Membership)
- **Select the Grant Recipient, Administrative Entity, and/or contractors** for job training funds in the Barry-Branch-Calhoun Counties MWA, and to solicit, receive, and expend other public and private monies, as may be obtained for the purpose of carrying out the Board's approved programs and activities.
- **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 MWA in the education, training and employment of the economically disadvantaged, dislocated and displaced residents.
- **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 workforce** 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.
- **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 MWA.
- **Develop and implement a process for assessing the human resource development needs of business and industry** within the MWA 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.

- **In cooperation with local elected officials, 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 MWA.
- **Appoint members of the Education Advisory Group (EAG) and Michigan Prisoner Reentry (MPRI) Steering Team**
- **Attend bi-monthly meetings**, conducted at 8 a.m. on the third Tuesday of the odd numbered months

Article III - MEMBERS

- **Representatives of the private business sector shall always constitute a majority** of the membership
- Must also have representatives of **educational agencies, organized labor, rehabilitation agencies, community-based organizations, economic development agencies, the public employment service and public social services**
- Must provide for **representation of the three counties** contained in the MWA.
- Members personally shall attend meetings when at all possible, but members may have **up to two alternates** designated **who must be officially appointed as alternates**. The official alternate in attendance at the meeting will be counted for the purposes of determining the presence of a quorum at meetings and shall have the power to vote on the behalf of the member he/she represents..
- **Voting by proxy letter shall not be acceptable** for conduct of corporation business.
- **Terms of service** shall be for periods of one (1), two (2) and three (3) years.
- **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/WDB**. This does not preclude a member from casting votes on general appropriations or general plan formulae for the corporation as a whole.
- PIC/WDB members, at all times, shall conduct themselves in a manner to **avoid conflict of interest**.
- **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 PIC/WDB**.
- Meetings of the corporation and committees shall be **scheduled and conducted in compliance with the Open Meetings Act**.
- 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.

- 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

- The **Executive Board of Directors of the corporation shall consist of** a Chairperson, Vice Chairperson, Secretary, Treasurer and a Parliamentarian, all standing and ad-hoc committee chairpersons, and the immediate past chairperson of the corporation.
- 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 circumstances **must be ratified by the members at the next meeting of the corporation.**
- **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

- 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.
- The corporation as a whole shall **meet every other month** unless otherwise designated by the Executive Board.
- **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.
- All meetings will be conducted **according to Robert's Rules of Order.**
- The **presence of a simple majority of the currently registered members (or alternates) of the corporation shall be considered a quorum** sufficient to allow the conduct of all business of the corporation. No business may be conducted without a quorum of the members as expressed in this section.
- 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

- **Chairperson** presides at all regular, special, and annual meetings of the Executive Board and the corporation as a whole and has 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.
- **Vice Chairperson** has, in the absence of the Chairperson, all the powers normally vested in the Chairperson.
- **Secretary**, with the assistance of staff, is the custodian of all the original records and documents of the corporation, keeps minutes of all meetings, keeps a current list of the members, files the corporation's annual report; and performs all other duties that are incident to the office of Secretary
- **Treasurer**, with the assistance of staff, is accountable for the receipt and disbursement of funds or property; regularly maintains a complete account of all funds; renders a written accounting of all the corporation's accounts at each regular meeting; exhibits 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; files all tax and other financial reports required; and performs all other duties that are incident to the office of Treasurer.
- **Parliamentarian** provides assistance to ensure that the conduct of business is according to Robert's Rules of Order.

Article VII - COMMITTEES

- Committee appointments will be made by the Chairperson of the corporation. Committees may include, but are not limited to the following:
 - **Monitoring and Evaluation Committee**
 - **Job Market Information/Employer Involvement Committee**
 - **Planning and Development Committee**
 - **Membership Committee**

Article VIII - FINANCIAL PROCEDURES AND RESTRICTIONS ON TRANSACTIONS

- 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.
- 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.
- **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 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.
- The **Chairperson may enter into any contract** or execute and deliver any instrument in the name of the corporation.
- 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.

Article IX - INDEMNIFICATION

- Any 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.

Article X - DISSOLUTION

- Details how the **dissolution of the corporation** will take place.

Article XI - AMENDMENTS

- 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.**

Article IX - CONFLICT

- 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.