

BYLAWS OF THE
WORKFORCE RESOURCE, Inc.
AS AMENDED March 21, 2018

ARTICLE I - NAME & PURPOSE OF CORPORATION

- Section 1: NAME: This corporation shall be known as Workforce Resource, Inc.
- Section 2: PRINCIPLE OFFICE: The location of the principle office of the corporation shall be: 401 Technology Drive East, Suite 100, Menomonie, WI 54751.
- Section 3: PURPOSE: The purposes for which this corporation is formed are:
- A: This corporation may provide workforce development services for employment and training activities under the Workforce Innovation and Opportunity Act, Wisconsin Works, Food Share Employment and Training and related legislation; as well as other employment related legislation.
 - B. The corporation's primary purpose is to provide programs and services to prepare individuals for entry and retention in the labor force, with particular but not exclusive emphasis on those individuals facing serious barriers to employment and to assist employers to locate, prepare and retain productive employees.
 - C. The corporation is designed to coordinate the activities of the public and private sectors so as to use constructively the resources of each in developing and implementing employment and training activities. A further goal is to assist in increasing private sector employment opportunities for the economically disadvantaged.
 - D. The corporation shall be organized under Chapter 181 of the Wisconsin Statutes as a non-stock, non-profit, non-member corporation.
 - E. The activities of the corporation shall be limited as prescribed in the Articles of Incorporation so as to qualify the corporation as exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as it may be amended from time to time, and so as to ensure the requirements thereof are satisfactory.
 - F. The activities of the corporation may be further limited to comply with the legislative and regulatory requirements of its funding sources.

ARTICLE II - REGISTERED AGENT

The corporation shall have and continuously maintain in Wisconsin a registered agent as required by Statute. The registered agent shall be: Debra Leslie, the Chief Executive Officer or her successor, 401 Technology Drive East, Suite 100, Menomonie, WI 54751. Any change in the registered agent or his/her address shall be reported to the Secretary of the State of Wisconsin on the forms required by the Secretary of State.

ARTICLE III - POWERS

The corporation shall have all powers permitted by law, to the extent that said powers do not conflict with any funding source regulations and/or regulations as imposed by Section 501(c)(3) of the United States Internal Revenue Code of 1954, as it may be amended from time to time.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: NUMBER: The Board of Directors shall consist of seven (7) directors.

Section 2: COMPOSITION, QUALIFICATIONS, NOMINATION, & APPOINTMENT:

- A. Within the region served by the Corporation, five directors shall be appointed from non-governmental organizations/entities or private sector business employers who partner with programs administered by the corporation and represent a mix of industry sectors within the region. Such appointees may be owners of business, chief executives or chief operating officers or other executives who have substantial management or policy responsibility. Two directors shall be appointed from public sector organizations/entities who work in partnership with the corporation in supporting the corporation's mission. Such appointees may have substantial management or policy responsibility. While the Board will seek balanced representation from the various counties, these representatives may be chosen at large from the service area.
- B. All directors shall be appointed by a majority vote of the entire Board.
- C. Directors to replace those whose terms have expired shall be appointed by a majority vote of the entire Board.
- D. Vacancies shall be filled for the unexpired term by a majority vote of the entire Board.

Section 3: TERM: The terms of the initial Board of Directors shall be for fixed and staggered terms not to exceed three (3) years. Thereafter, terms shall be for three (3) years. Members in good standing may be re-appointed at the option of the entire Board for three consecutive terms.

Section 4: COMPENSATION: No compensation shall be paid to Board members for services rendered to the corporation.

Section 5: RESIGNATION: A member of the Board of Directors may resign at any time by filing his/her resignation with the Chair of the Board of Directors thirty (30) days prior to any meeting of the corporation.

Section 6: REMOVAL: A member of the Board of Directors may be removed for cause at any meeting of the Board by the affirmative vote of two-thirds of the Directors.

Section 7: VACANCIES: When a vacancy occurs on the Board, the vacancy shall be filled to carry out the balance of the term in accordance with the procedures in Article IV of these Bylaws.

ARTICLE V - FUNCTIONS

The Board of Directors shall:

- A. Develop policy appropriate to the mission of the Corporation.
- B. Hire, evaluate, compensate, and maintain Chief Executive Officer (CEO) who shall be given the necessary authority and responsibility for the management and administration of the Corporation, subject only to policies enacted by the Board. The CEO is responsible for advising the Board on appropriate policies. The CEO shall serve as an ex officio, non-voting member of the Board and may attend Board meetings and Board Committee meetings unless otherwise restricted due to Board policies. The CEO shall act as the duly authorized representative of the Board in all matters except those in which the Board has formally designated another individual or group to act. The CEO shall be responsible for hiring and dismissing employees of the Corporation. The CEO is directly accountable to the Board. The CEO may be removed from employment only by the determination of the Board. A two-thirds vote of all seated Board members shall be necessary to remove the CEO. Any removal shall be without prejudice to the general employment contract rights (if any) of the individual removed.
- C. Establish the corporation's overall goals, priorities, projects, and programs.
- D. Allocate and utilize available funds on the basis of the priorities established for its service region.
- E. Develop policy for the Corporation to receive and expend all funds made available to them in accordance with the contractual requirements of the funding sources.
- F. Approve, modify or reject, all projects submitted to it.
- G. Designate a depository for corporate funds and establish proper monetary controls and accounting procedures.
- H. Appoint the necessary standing committees to effectively carry out the purposes of the corporation.
- I. Establish corporation personnel policies, grievance procedures, and other policy directives as necessary.
- J. Provide for the orientation of directors to their duties and responsibilities.
- K. Elect the Officers and Executive Committee of the Board.
- L. Appoint the Directors to the Board.
- M. Attend and actively participate in meetings of the Board and committees assigned.

ARTICLE VI - OFFICERS

Section 1: **NUMBER:** The Board shall elect from its membership a chairperson, vice chairperson and a secretary/treasurer.

Section 2: **ELECTION AND TERM:** The principle officers shall be elected by the Board at a meeting to be held annually. Terms shall be for two year's duration, but officers shall serve until such time as new elections are held, which at no time shall be later than December 31. A nominating committee appointed by the chair shall identify candidates for chair, vice-chair and secretary/treasurer each year.

Section 3: **VACANCIES:** If any office of the Board becomes vacant, the Board shall elect a successor at the next regular meeting or a special meeting to fulfill the remainder of the term.

Section 4: **REMOVAL:** Any officer may be removed for cause at any time by a two-thirds majority vote of the directors.

Section 5: **DUTIES AND QUALIFICATIONS OF OFFICERS:**

- A. Chairperson - Shall be from among the Directors of the Board; shall preside over all meetings of the Board and the corporation; shall be an ex-officio member of all committees of the corporation; shall make all appointments to committees and task forces, and shall have the general powers and duties usually associated with the office of President of Chapter 181 Wisconsin Corporations, including, but not limited to, powers allowed by law to sign certificates, contracts and other instruments of the corporation which are authorized by the Board.
- B. Vice-Chairperson - Shall be from among the Directors of the Board; shall serve in the chairperson's stead if the chairperson is unable to carry out his or her duties. At such times, the vice-chairperson shall have all the power of the chairperson. The vice-chairperson shall serve as a member of the Executive Committee and shall perform other duties as the chairperson and Board of Directors may direct.
- C. Secretary/Treasurer – Shall be from among the Directors of the Board; shall oversee the following: the taking, maintaining, preserving and distributing of minutes and other required records; and the financial affairs and records of the corporation, including oversight of the fiscal agent functions for the service area.
- D. Any document required by Wisconsin Statutes Chapter 181 to be signed by the president, vice-president, secretary or treasurer shall be signed by the chairperson (or vice-chairperson in the chairperson's absence), vice-chair or secretary/treasurer respectively.

ARTICLE VII - MEETINGS

Section 1: ANNUAL MEETING: An annual meeting of the corporation shall be held to present information on financial and programmatic performance of the corporation to the full Board of Directors and the general public. Such meetings shall be held at a time and place determined by the Board following the close of the fiscal year but no later than the end of each calendar year.

Section 2: REGULAR MEETINGS: The Board of Directors of the corporation shall meet at least quarterly at times and places convenient to the membership and accessible to the general public.

Section 3: SPECIAL MEETINGS: Special meetings of the corporation may be called at the request of the chairperson or a director of the Board by petition signed by at least one-third of the corporation directors and properly filed with the secretary.

Section 4: NOTICES: Notice of each regular and annual meeting shall be provided to members in writing, delivered through the mail or by electronic means acceptable to the Board member no less than one week prior to the meeting, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid or upon posting through verifiable electronic means. Notice of special meetings shall be given not less than 72 hours prior to the meeting. All meetings shall comply with the requirements of the Wisconsin Open Meeting Law.

Section 5: QUORUM: A simple majority of the filled seats of the Board of Directors shall constitute a quorum of any regular or special meeting. Members may participate electronically/telephonically and be considered present for purposes of determining quorum provided such participation allows for two-way audio communication.

Section 6: VOTING: At all corporate meetings, each director shall have one vote. No proxy votes shall be permitted. Participation and voting by electronic/telephonic means shall be allowed, provided such participation allows for two-way audio communication. Simple majority vote of directors present and voting shall prevail in all matters except those matters in Wisconsin Statutes, Chapter 181, and these Bylaws which require other than a majority vote.

Section 7: MINUTES: The Board shall keep a correct and complete record of all corporation proceedings which shall be maintained in accordance with the Wisconsin Open Records Law. The Chief Executive Officer or his designee shall be the custodian of records.

Section 8: PROCEDURE: All meetings of the corporation shall be governed by the Bylaws, or standing rules of the corporation, or Robert's Rules of Order in all matters not covered therein.

ARTICLE VIII - STATUS

This corporation is a non-stock corporation organized under Chapter 181, Wisconsin Statutes, and is not conducted for pecuniary profit. All aspects of the operation of the corporation shall be conducted in accordance with applicable laws, rules, and regulations of funding sources, state and federal law, and Section 501(c)(3) of the United States Internal Revenue Code of 1954, as it may be amended from time to time, for the tax-exempt organization.

ARTICLE IX - CONFLICT OF INTEREST

No director, officer, or employee of the corporation shall have or acquire any interest, direct or indirect, in any project which the corporation is operating or promoting, or in any contract relating to any such project of the corporation without making written disclosure to the corporation of the nature and extent of his/her interest. No director who has had such interest shall vote on any matter relating to it. Further, no director, officer, or employee of the corporation shall violate the conflict of interest regulations as established by funding sources or as established by or contrary to Wisconsin Statutes 181.225 or its successors thereto.

ARTICLE X - DEPOSITS, PROPERTY DISSOLUTION

Section 1: LOANS: No indebtedness for borrowed money shall be contracted on behalf of the corporation, and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors of the corporation. Such authorization may be general or confined to specific instances. Unless otherwise stated in such authorization, all loans shall be signed by the chairperson (or vice-chairperson in the chairperson's absence) and the secretary/treasurer or the Chief Executive Officer and Chief Fiscal Officer upon authorization of the Board.

Section 2: DRAFTS, ETC: All checks, drafts, or other orders of payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, or officers, or approved staff member of the corporation in such manner as shall from time to time be determined by or under authority of a resolution of the members of the corporation. Bonding or insurance protection shall be provided to those eligible to disburse funds.

Section 3: CORPORATE POWERS: The corporate powers, property, funds, and affairs of the corporation, except as may be otherwise provided by law, the Articles of Incorporation, or the Bylaws, shall be vested in, exercised and controlled by the Board of Directors. The corporation shall have all powers permitted by law.

Section 4: DISSOLUTION: Upon dissolution of the corporation for any cause, the properties then in possession of the corporation shall be turned over to any such successor organization as the Board shall determine. In no event shall any property of the corporation inure to the benefit of any individual member or the benefit of any organization which does not qualify as a tax-exempt organization under the pertinent provisions of the Internal Revenue Code as provided by the Charter of the corporation.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors in office at a duly called meeting, provided the proposed amendment shall have been submitted in writing to all directors at least seven (7) days in advance of such meeting.

ARTICLE XII - FISCAL YEAR

The corporation's fiscal year shall be July 1 to June 30.

ARTICLE XIII - COMMITTEES

The Board shall establish such standing committees and other committees as it chooses from time to time. Except as herein provided for the Executive Committee, the Board shall set the number of directors to sit on said committees. Reasonable effort shall be made to notify committee members of the time and place of such meetings. Meetings of all committees or sub-units of the Board shall comply with Wisconsin Open Meeting Statutes.

ARTICLE XIV - EXECUTIVE COMMITTEE

Section 1: DUTIES AND POWERS: The Executive Committee shall function for the Board between meetings of the Board. The Executive Committee shall have full authority to act on behalf of the Board and the corporation between meetings of the Board.

Section 2: COMPOSITION: The Executive Committee shall consist of the chairperson, vice-chairperson, secretary/treasurer of the Board.

Section 3: TERM: The term of the Executive Committee members shall be for two years. Said term shall commence upon the election at the annual meeting and continue until their successors are elected at the subsequent annual meeting.

Section 4: VACANCIES: If an Executive Committee position becomes vacant during said term, the Board shall elect a successor at the next regular meeting to fill the position for the remainder of the term.

Section 5: MEETINGS: Meetings of the Executive Committee shall be held at a time, place, and date selected by the members. Special meetings of the Executive Committee shall be called by the Chair as needed. All meetings shall comply with the requirements of the Wisconsin Open Meeting Law.

Notice of any special Executive Committee meetings shall be given at least 48 hours prior to said meeting by written notice delivered through the mail or by electronic means acceptable to the Committee member. Said notice may be waived with the consent of all Executive Committee members.

Written notice of all regular Executive Committee meetings shall be given five (5) days in advance indicating time, place, and agenda delivered through the mail or by electronic means acceptable to the Committee member. Written notice of regular meetings may be waived by written consent of all Executive Committee members.

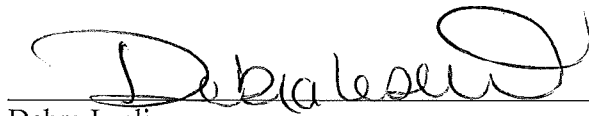
A simple majority of the filled seats of the Executive Committee shall constitute a quorum at any regular or special meeting of the Executive Committee.

These Bylaws, as amended, were adopted by Workforce Resource Inc., at a legal meeting held on March 21, 2018. These Bylaws supersede any previous bylaws versions.



Jeremy Kiley
Chair - Workforce Resource, Inc. Board

ATTEST: I hereby certify that the foregoing amended Bylaws were adopted by a majority vote of the current Board of Directors at a legal meeting of Workforce Resource Inc., held on March 21, 2018.



Debra Leslie
Chief Executive Officer