

Bylaws
Eighth Amendment
February 1, 2018

The original Bylaws were adopted by the Ramsey County Workforce Investment Board (“WIB”) on the 26th day of October 2000.

RECITAL

- A. On March 16, 2000, Ramsey County (“County”) and the City of Saint Paul (“City”) executed a Joint Powers Agreement (“Agreement”), which created a consolidated workforce investment program (“Consolidated Program”) from the separate County and City programs effective July 1, 2000, to be operated and managed by a newly created County Department (“Department”), and which also created a Consolidated Program Workforce Investment Board to perform the responsibilities of a WIB under the Workforce Investment Act of 1998, Public Law 105-220 (“WIA”) and other duties as described in the Agreement. The Workforce Innovation and Opportunity Act (WIOA), was signed into law on July 22, 2014, superseding WIA.
- B. The Governor of the State of Minnesota designated Ramsey County, including the City of Saint Paul, as a Local Workforce Development Area (WDA) for the operation of workforce development programs under WIOA at the local level.
- C. As a Local Workforce Development Area, Ramsey County is eligible for and receives certain state and federal funding. The WIB may solicit and apply for grants and donations from sources other than state and federal funds through their operational entity, Workforce Solutions, which funding will be managed for the WIB by Ramsey County Workforce Solutions, acting as grant recipient.
- D. The County and the City have appointed members of the WIB in accordance with the provisions of the Agreement and WIOA, which have been submitted to the Governor of the State of Minnesota for certification.
- E. The members of the WIB wish to adopt Bylaws for the more orderly operations of the WIB.

ARTICLE 1. NAME

- 1.1 Effective June 4, 2015, the name of this body shall be the Workforce Innovation Board of Ramsey County (“WIB”).

ARTICLE 2. PURPOSE AND FUNCTION

- 2.1 The purpose of the WIB shall be to perform all the responsibilities of a local workforce investment board under WIOA and WIOA regulations and those additional duties identified in the Agreement.
- 2.2 The Ramsey County Manager has the authority, under the Ramsey County Charter, to recruit, hire, and terminate the Department Director, who shall also serve as the WIB Executive Director.
- 2.3 The WIB shall approve an annual budget to carry out its duties. All expenditures shall be approved at the Executive Committee meeting prior to or, depending on the amount, after the expense has been incurred using the following guidelines:
 - a. Expenditures of payroll, salary and benefits are approved when staff are hired and do not require further approvals.
 - b. Expenditures under \$250 may be made by the Executive Director without prior Executive Committee action.
 - c. Expenditures between \$250-\$1,000 shall be approved by an officer of the WIB but do not require prior approval by the Executive Committee.
 - d. Expenditures over \$1,000 shall have prior approval by the Executive Committee.
 - e. The Executive Director has authority to move up to \$500 within budget line items as a budget adjustment. Budget adjustments over \$500 shall be approved by the Executive Committee.
 - f. Amendments to the budget under \$5,000 shall receive prior approval by the Executive Committee. Budget amendments of \$5,000 or more shall receive prior approval by the full WIB.
 - g. For contracted services, the WIB shall follow the County’s competitive procurement process

ARTICLE 3. MEMBERSHIP

- 3.1 The membership of the WIB shall consist solely of the persons nominated and appointed pursuant to the WIOA and related regulations.
- 3.2 WIB members are appointed by the Chief Elected Officials of the County and City. Upon review by the WIB Executive Committee, recommended WIB membership applications will be forwarded to the Chair of the Ramsey County Board of Commissioners for County appointments or to the Mayor of the City of Saint Paul for City appointments.
- 3.3 As provided in WIOA, no less than fifty-one percent (51%) of the WIB shall be representatives of business.

- 3.4 As provided in WIOA, no less than twenty percent (20%) of the members shall be representatives of labor organizations and community-based organizations.
- 3.5 All WIB members shall either reside in Ramsey County, be employed by a Ramsey County employer, or provide services in Ramsey County.
- 3.6 So long as consistent with the provisions of these Bylaws and the Agreement, and applicable state and federal laws, rules and regulations, the WIB may change its membership through action taken at a WIB meeting by a majority of the current voting WIB membership.
- 3.7 Member terms will be for a two-year period ending on July 31. Unless otherwise indicated, a member's term shall commence on the date of appointment. If an appointment is delayed, a sitting member may be requested by the appointing authority to serve until the successor is appointed.
- 3.8 Members appointed to fill a vacancy shall serve until the normal expiration of the term of the vacant seat.
- 3.9 Members may be re-appointed for one or more additional terms. 3.10 WIB members who wish to resign shall give written notice to the WIB Chair and, for members appointed by the County, to the Chair of the Ramsey County Board; and, for members appointed by the City, to the Mayor of the City of Saint Paul. Resignations will take effect upon the date of the letter of resignation unless otherwise specified.
- 3.11 WIB members may be removed for cause or because of excessive absence. The term "cause" as used herein shall mean the inability to effectively represent the categorical seat to which the member has been appointed due to change in employment or status that substantially alters the member's qualifications. The term "excessive" as used herein shall mean more than three (3) unexcused absences at WIB meetings or three (3) unexcused absences at committee meetings during any 12-month period. An excused absence must be member-initiated and given prior to a meeting. WIB staff will track all meeting attendance. If excessive absence occurs, the attendance issue will be reviewed by the Membership Committee. Actions recommended by the Membership Committee will be placed on the next Executive Committee agenda. The Executive Committee will review compliance, taking all contributions to forwarding the accomplishment of the WIB Strategic Plan into consideration when recommending action. Removal shall be by majority vote of the current voting WIB membership.
- 3.12 An alternate, appointed by a WIB member, may attend the WIB meeting to represent its category(ies) in the event the member is unable to attend. The WIB member shall notify the WIB office in advance of its anticipated absence and the designation of an alternate. The alternate will not be permitted to vote.
- 3.13 County Representation:
- a. One County Commissioner appointed by the Ramsey County Board of County Commissioners; or

- b. one County staff member with optimum policy making authority appointed by the Ramsey County Board of Commissioners shall serve on the WIB as a full voting member.
- 3.14 City Representation:
- a. The Saint Paul Mayor; or
 - b. one City Council member appointed by the Saint Paul Mayor; or
 - c. one City staff member with optimum policy making authority appointed by the Saint Paul Mayor, shall serve on the WIB as a full voting member.

ARTICLE 4. OFFICERS

- 4.1 The officers of the WIB shall be the Chair, Chair-Elect, and Past Chair. The term of office for the Chair, Chair-Elect, and Past Chair shall be one year.
- 4.2 The rotation process is as follows: Upon expiration of the current Chair's term, the Chair-Elect assumes the position of Chair and the Chair assumes the position of Past Chair. The WIB shall annually elect its Chair-Elect by a majority vote of the current voting WIB membership. The Chair shall always be held by a WIB member who is a representative of business in the local area. Election shall occur prior to August 1 of the election year and the term shall commence on August 1.
- 4.3 If an officer's WIB membership terminates before the member's term of office as an officer, the term of office as an officer shall automatically terminate at the end of the WIB membership. If the Chair is unable to complete her/his term of office, the Chair-Elect shall serve as Acting Chair for the unexpired term of the Chair, and the WIB shall hold a special election to fill the position of Chair-Elect for the unexpired term of office. If the Chair-Elect is unable to complete her/his term of office, the WIB shall hold a special election to fill the position of Chair-Elect for the unexpired term of office. All special elections shall comply with applicable state and federal laws and regulations, and appropriate City or County policies and procedures.
- 4.4 The duties of the Chair shall be as follows:
 - a. approve the agenda for WIB meetings, with the input and assistance of the WIB Executive Director and WIB members;
 - b. preside at WIB meetings;
 - c. sign all official documents as authorized by the WIB;
 - d. make reports, directly or through a designee, to the WIB, the Ramsey County Board, Saint Paul City Council, and Saint Paul Mayor, as deemed appropriate or required in the Agreement;

- e. serve as the Chair of the Executive Committee; and
 - f. perform such other duties as are incident to the office and properly expected by the WIB
- 4.5 The duties of the Chair-Elect shall be as follows:
- a. in the absence of the Chair, to perform the duties of the Chair;
 - b. to perform such duties as may be requested by the Chair; and
 - c. serve as the Chair of the Membership Committee.
- 4.6 The duties of the Past Chair shall be as follows:
- a. in the absence of the Chair and Chair-Elect, to perform the duties of the Chair; and
 - b. to perform such duties as may be requested by the Chair.
- 4.7 In the absence of the Chair, Chair-Elect, and Past Chair, the WIB shall, at the beginning of its meeting, elect a Chair Pro-Tem to serve as presiding officer of that meeting.
- 4.8 The duties of the Executive Director shall be to cause the business of the WIB to be conducted in accordance with the Bylaws and directives of the WIB.
- 4.9 An officer may resign an office prior to the end of the term of office by written notice to the WIB Chair. The effective date of resignation shall be the date of the letter of resignation unless otherwise specified.
- 4.10 An officer may be removed for cause by a majority vote of the current voting WIB membership.

ARTICLE 5. MEETINGS AND QUORUMS

- 5.1 The WIB shall meet not less than quarterly.
- 5.2 The WIB shall adopt a schedule of meetings for the next year at the last meeting of the current year.
- 5.3 Special meetings of the WIB may be called by the WIB Chair or at the request of twenty percent (20%) of the current voting WIB membership.
- 5.4 All meetings of the WIB shall be conducted and noticed in conformance with the Minnesota Open Meeting Law, Minn. Stat. Section 13D.01.
- 5.5 A quorum to conduct business of the WIB shall be a simple majority of the current voting WIB membership.

- 5.6 Unless otherwise provided in these Bylaws, WIB action shall be by a simple majority of those present and voting, provided that a quorum is present. Proxy voting shall not be allowed.
- 5.7 The WIB, in all its actions and meetings, shall be governed by *Robert's Rules of Order*, as they may be revised from time to time, in all cases to which they are applicable and to the extent in which they are not inconsistent with, or in conflict with, these Bylaws.
- 5.8 If action cannot be taken by the WIB in a timely manner, in response to a request by the Department, action can be taken by a majority of the Executive Committee as provided in Section 6.3 herein.

ARTICLE 6. COMMITTEES

- 6.1 An Executive Committee is hereby created, to be comprised of the WIB Chair, the WIB Chair-Elect, the WIB Past Chair, Chairs of WIB committees, the Chief Local Elected Official, and such other WIB members (serving as “at-large” members of the Executive Committee) as are necessary to maintain an Executive Committee of no fewer than eight (8) members, compliant with Article 3.3. Committee Vice-Chairs are members of the Executive Committee with voting rights in the absence of their Committee Chair.
- 6.2 The WIB may elect the at-large members of the Executive Committee from the WIB membership, who shall serve two-year terms. Other members of the Executive Committee shall serve so long as they hold the office positions.
- 6.3 The Executive Committee’s main functions are to review and oversee progress on the work of the committees, coordinate activities of the committees, and propose WIB meeting agenda items to the WIB Chair. In response to a request from the WIB Executive Director, the Executive Committee may hold special meetings to review and take action on items which need timely action before the next regularly scheduled WIB meeting, and such action shall be submitted for ratification at the next WIB meeting. In these instances, a notice of the Executive Committee meeting and agenda topics will be sent to all WIB members in advance of the meeting to allow input by WIB members.
- 6.4 With WIB approval, the WIB Chair may create both standing and ad hoc committees and determine the size of such committees.
- 6.5 WIB committee members shall be appointed by the WIB Chair from volunteers from the WIB membership. If not enough WIB members volunteer, the WIB Chair shall appoint WIB members to the committees. Non-WIB members may also be appointed by the WIB Chair to serve as members of committees. Committee appointments shall be ratified by the Executive Committee. The standing committees may establish the rules of operation to be approved by the WIB.
- 6.6 The members of each committee shall elect a Committee Chair and Vice-Chair by majority vote of the committee members.

- 6.7 Standing committee Chairs shall serve a two-year term, with the option to run for re-election at the end of their term. If the Committee Chair's WIB membership terminates before the member's term of office as Committee Chair, the term of office as Committee Chair shall automatically terminate at the end of the Committee Chair's WIB membership. If the Committee Chair is unable to complete her/his term of office, the Committee Vice-Chair shall serve as Acting Committee Chair for the unexpired term of the Committee Chair, and the committee shall hold a special election to fill the position of Committee Vice-Chair for the unexpired term of office. If the Committee Vice-Chair is unable to complete her/his term of office, the committee shall hold a special election to fill the position of Committee Vice-Chair for the unexpired term of office.
- 6.8 A quorum to conduct business of the Executive Committee shall be a simple majority of the current voting membership. A quorum of other standing and ad hoc committees shall consist of those members attending the meeting.
- 6.9 Standing and ad hoc committees will conduct business according to the revised Robert's Rules of Order used by the full WIB.
- 6.10 The WIB Chair may create and appoint WIB and non-WIB members to other advisory groups or technical workgroups as needed.

ARTICLE 7. STAFFING AND SUPPORT OF BOARD

- 7.1 The WIB shall be responsible for the provisions of its own staff support through the WIB Executive Director and such other resources as may be authorized by the WIB and the County.

ARTICLE 8. CONFLICT OF INTEREST

- 8.1 Members shall notify the Chair of a conflict of interest or possible conflict of interest, and shall not cast a vote on any matter regarding the provision of services by the member or by an entity that the member represents or on any matter that would provide direct or indirect financial benefit to such member or the immediate family of such member. A member may not engage in any other activity determined by the Governor of the State of Minnesota to constitute a conflict of interest as specified in the State plan. However, all WIB members may vote on the local WIOA plan.

ARTICLE 9. AMENDMENTS

- 9.1 Amendments to these Bylaws must be approved by a two-thirds (2/3) affirmative vote of the current voting WIB membership. Members must have an opportunity to review any proposed changes in the Bylaws at least ten (10) days in advance of the meeting.

ARTICLE 10. EFFECT

- 10.1 These Bylaws shall become effective upon initial adoption by a two-thirds (2/3) vote of the current voting WIB membership and shall remain in effect until amended or until dissolution of the WIB.

- 10.2 In any conflict arising between the provisions of WIOA, applicable State law, or any implementing regulations, the Joint Powers Agreement and these Bylaws, the provisions of WIOA, State law, and regulations shall prevail, then the Joint Powers Agreement, and then the provisions of these Bylaws.