



Bylaws

Sixth Amendment August 5, 2004

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

RECITAL

- A. Pursuant to Section 116 of the Workforce Investment Act of 1998, Public Law 105-220, (“WIA”), the Governor of the State of Minnesota has designated Ramsey County (“County”), including the City of Saint Paul (“City”), as a Local Workforce Investment Area for the operation of workforce development programs under WIA at the local level.
- B. As a Local Workforce Investment Area, Ramsey County is eligible for and receives certain state and federal funding.
- C. The County and the City executed a Joint Powers Agreement (“Agreement”) effective March 24, 2000, whereby the County Job Training Program, the County’s Minnesota Family Investment Program-Employment Services (MFIP-ES) Program, and the City Workforce Development Program were combined into the Consolidated Program, and under which the Consolidated Program Workforce Investment Board was created.
- D. The County and the City have appointed members of the WIB in accordance with the provisions of the Agreement, which have been submitted to the Governor of the State of Minnesota for certification.
- E. Pursuant to WIA, the County and the WIB have entered into a Partnership Agreement effective February 20, 2001, which outlines the roles and responsibilities of both parties regarding the operation of WIA programs within Ramsey County.



ARTICLE 1. NAME

- 1.1 The name of this body shall be the Ramsey County Workforce Investment Board (“WIB”).

ARTICLE 2. PURPOSE AND FUNCTION

- 2.1 The purpose of the WIB shall be to perform all of the responsibilities of a local workforce investment board under WIA and WIA regulations. The WIB will have an advisory role only with respect to MFIP-ES.
- 2.2 In addition, the WIB shall develop a partnership agreement with the County and perform the functions as agreed to.
- 2.3 The Ramsey County Manager has the authority, under the Ramsey County Charter, to recruit, hire, and terminate the Department Director.

ARTICLE 3. MEMBERSHIP

- 3.1 The membership of the WIB shall consist solely of the persons nominated and appointed pursuant to the WIA and related regulations.
- 3.2 WIB members are to be appointed by the Local Elected Official(s).
- 3.3 As provided in WIA, fifty-one percent (51%) of the WIB shall be representatives of business.
- 3.4 All WIB members shall either reside in Ramsey County, be employed by a Ramsey County employer, or provide services in Ramsey County.
- 3.5 The WIB shall contain an even number of members and an even number of members in each category as specified in WIA, in state statute or by the WIB.
- 3.6 Pursuant to State law, no fewer than fifteen percent (15%) of the WIB members will be representatives of community-based organizations.
- 3.7 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.



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- 3.8 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.
- 3.9 Members appointed to fill a vacancy shall serve until the normal expiration of the term of the vacant seat.
- 3.10 Members may be re-appointed for one or more additional terms.
- 3.11 WIB members may resign upon 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.
- 3.12 The WIB will maintain membership information, a record of all the proceedings of the full Board and other information appropriate to the conduct of the business of the WIB and shall make all such information available to the county and appropriate review authorities.
- 3.13 Board members may be removed for cause or because of 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. "Absence" 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. 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.
- 3.14 An alternate, appointed by a WIB member, may attend the WIB meeting to represent their category in the event the member is unable to attend. The WIB member shall notify the WIB office of their anticipated absence and the designation of an alternate. The alternate will not be permitted to vote.
- 3.15 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; and



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, Past Chair, CEO and Treasurer. The term of office for the Chair, Chair-Elect, Past Chair, and Treasurer 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, provided that the Chair-Elect shall be elected from the WIB's representatives of business in the local area. The WIB shall annually elect its Treasurer by a majority vote of the current voting WIB membership. 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. If the Treasurer is unable to complete her/his term of office, the WIB shall hold a special election to fill the position of Treasurer for the unexpired term of office. All special elections shall comply with applicable state and federal laws and regulations, and in accordance with the 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 CEO 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:

- a. in the absence of the Chair, to perform the duties of the Chair; and
- b. to perform such duties as may be requested by the Chair.

4.6 The duties of the Past Chair shall be:

- 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 The duties of the Treasurer shall be to:

- a. be the fiscal officer of the WIB.
- b. in the absence of the Chair, Chair-Elect, and Past Chair, to perform duties of the Chair; and
- c. other duties as defined.

4.8 In the absence of the Chair, Chair-Elect, Past Chair, and the Treasurer, the WIB shall, at the beginning of its meeting, elect a Chair Pro-Tem to serve as presiding officer of that meeting.

4.9 The duties of the CEO shall be to cause the business of the WIB to be conducted in accordance with the Bylaws, Operating Procedures and directives of the WIB.

4.10 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. 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 If a quorum is not present at a meeting, the WIB members who are present shall vote on an action and the WIB members who are absent will be permitted to vote on the action electronically. Electronic voting shall be defined as e-mail voting. If electronic voting is permitted, the WIB shall submit the action item to the absent members electronically by the close of business two business days after the WIB meeting, and the absent members shall vote by the close of business two business days after the date of the electronic notice; votes received after the established time period will not be considered. If the total number of votes using the two methods is less than a quorum, then action cannot be taken, and the vote will be considered void. If a quorum is in attendance at a meeting, electronic voting is not permitted. Electronic voting does not count as attendance at a meeting.
- 5.7 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.
- 5.8 The WIB, in all its actions and meetings, shall be governed by modified *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.
- 5.9 If action can not 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 7.3 herein.



ARTICLE 6. YOUTH COUNCIL

- 6.1 The WIB, in cooperation with the County Board, shall establish a Youth Council in accordance with the provisions of WIA laws and regulations.
- 6.2 Members of the Youth Council who are not members of the WIB are voting members of the Youth Council and nonvoting members of the WIB.
- 6.3 The Youth Council can establish its rules of operation to be approved by the Executive Committee.
- 6.4 The WIB Chair shall appoint voting WIB members to the Youth Council. Other Youth Council appointments are to be ratified by the Executive Committee.



ARTICLE 7 COMMITTEES

- 7.1 An Executive Committee is hereby created, to be comprised of the WIB Chair, the WIB CEO, the Department Director, the WIB Chair-Elect, the WIB Past Chair, the Treasurer, the Committee Chairs of all standing committees, the Chair of the Youth Council and such other WIB members as are necessary to maintain an Executive Committee of no fewer than eight (8) members compliant with Article 3.3. The Committee Vice Chairs are members of the Executive Committee with voting rights in the absence of their Committee Chair. The Youth Council Chair Elect is a member of the Executive Committee with voting rights in the absence of their Youth Council Chair.
- 7.2 The WIB may elect the at-large members of the Executive Committee, who shall serve two year terms. Other members of the Executive Committee shall serve so long as they hold the officer positions.
- 7.3 The Executive Committee's main functions are to review and oversee progress on the work of the standing committees and the Youth Council, coordinate activities of the committees and the Youth Council and propose WIB meeting agenda items to the WIB Chair. In response to a request from the WIB CEO, 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 ratified 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.
- 7.4 The WIB may create both standing and ad hoc committees and shall determine the size of such committees.
- 7.5 Standing committee and WIB created ad hoc 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 members to the committees. Committee membership shall be ratified by the Executive Committee. Non-WIB members may serve as resources to the committees, but may not be voting members of the standing committees. The standing committees will establish the rules of operation to be approved by the WIB.
- 7.6 The members of each standing committee shall elect a Committee Chair and Vice Chair by majority vote of the committee members.



ARTICLE 8. STAFFING AND SUPPORT OF BOARD

- 8.1 The WIB shall hire a CEO to execute the functions of the WIB. The Executive Committee shall be responsible for recommending hiring the CEO and shall annually conduct a contribution and performance review of the CEO with the input from the membership of the WIB.
- 8.2 The WIB shall be responsible for the provision of its own staff support through the CEO and such other resources as may be authorized by the WIB and the County.

ARTICLE 9. CONFLICT OF INTEREST

- 9.1 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 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 WIA plan.

ARTICLE 10. AMENDMENTS

- 10.1 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. WIB members not able to attend the WIB meeting may vote by electronic ballot in accordance with the procedure described in Section 5.6 herein.

ARTICLE 11. EFFECT

- 11.1 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. WIB members not able to attend the WIB meeting may vote by electronic ballot in accordance with the procedure described in Section 5.6 herein.
- 11.2 In any conflict arising between the provisions of WIA, applicable State law, or any implementing regulations, the Joint Powers Agreement, the Partnership Agreement and these Bylaws, the provisions of WIA, state law, and regulations shall prevail, then the Joint Powers Agreement, the Partnership Agreement and then the provisions of these Bylaws.



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