

**AMENDED BYLAWS
OF
SOUTHEAST KANSASWORKS, INC.**

(A Not-For-Profit Corporation Formerly Named Local Area V Workforce Investment Board, Inc.)
March 6, 2017

**ARTICLE I
OFFICES**

1.1. Principal Office. The principal office for the transaction of the business of the corporation is currently located at 215 W. 6th Ave, Suite 107, Emporia, Kansas. The location of the principal office may be changed by action of the Kansas Local Area V Workforce Development Board (LA V WDB).

1.2. Registered Office. The corporation, by resolution of its Board of Directors, the LA V WDB, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State.

1.3. Other Offices. Branch or subordinate offices may at any time be established by the board of directors at any place or places where the corporation is qualified to do business.

**ARTICLE II
Terms and Definitions**

2.1. The terms and identifying nomenclature used in these By-Laws are the same, and shall be construed to have the same meaning, as set forth in P.L. 113-128, the Workforce Innovation and Opportunity Act of 2014.

**ARTICLE III
MEMBERSHIP**

3.1. Membership. Members of the LA V WDB, which serves as the Board of Directors of Southeast KANSASWORKS, Inc., shall be appointed by the Kansas Workforce Innovation and Opportunity Act Area V CEO Board (CEOB) in accordance with the Section 107(b)(1) of the Workforce Innovation and Opportunity Act of 2014 (Public Law 113-128) (WIOA). Accordingly, membership shall be representative of the general population of the Kansas Workforce Innovation and Opportunity Act Area V, including representatives of private business, industry, education and representatives of local and state public entities. Appointments shall be for staggered three (3) year terms beginning on July 1, with approximately one-third (1/3) of the membership's terms expiring each year. Appointments are subject to prior resignation or removal. A majority of the membership shall be comprised of representatives of business.

3.2. Resignation from Membership. A resignation from membership shall be presented to the LA V WDB and to the CEOB for its appointment to fill the unexpired term. A private business sector board member shall remain appointed until a replacement has been found and approved by the CEOB.

3.3. Removal. If, for any reason, an LA V WDB member no longer represents the WIOA membership category for which that member was appointed to represent on the LA V WDB, that member shall be automatically removed from LA V WDB membership. Any member who is absent from three (3) consecutive regular meetings of the LA V WDB is subject to removal and replacement by the CEOB. As used herein, the term “absent” means not physically present and not present by telephone. If any member shall commit any act prejudicial to the conduct of the affairs of the corporation or the purposes for which it is formed, such person shall be notified in writing to appear personally before the LA V WDB at a designated time not less than thirty (30) days after such notification and at such time, be given a hearing. By a two-thirds vote of all of the LA V WDB members present at the meeting, the person may be removed from membership. Written notices hereunder shall be delivered by registered mail to the member’s last known address.

3.4. Regular Meetings. Regular meetings of the LA V WDB shall occur at least once each quarter of the year according to an annual schedule approved by the LA V WDB at its first meeting after July 1st of each year.

Upon approval of the annual schedule, which shall also include regularly scheduled committee meetings, the annual schedule shall be mailed, emailed, faxed or delivered personally to provide notice of meetings of the LA V WDB. The notice requirements of the Kansas Open Meetings Act and all other applicable laws shall be complied with concerning regular and special meetings of the LA V WDB and its committees.

3.5. Special Meetings. Special meetings of the LA V WDB, for any purpose or purposes whatsoever, may be called at any time by the chairperson of the LA V WDB with at least one (1) working day notice to the members of the LA V WDB and CEOB and the public. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for regular meetings of the LA V WDB. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

3.6. Quorum. The presence, in person or by telephone conference call or other communications equipment with which all persons participating in the meeting can communicate with each other, of a majority of the currently appointed LA V WDB members at any meeting, shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. In such case, the chairperson will declare the meeting adjourned when all business has been transacted. All action of the LA V WDB shall be taken by a show of hands or spoken affirmation in an open meeting. No action may be taken by secret ballot.

3.7. Conflict of Interest. An LA V WDB member shall declare a conflict of interest, refrain from entering into the discussion of the matter as an LA V WDB member and not cast a vote on any matter which has a direct bearing on services to be provided by, or authority or responsibility

to be imposed upon, that member or any employer of such member or organization which that member directly represents, or on any matter which would financially benefit such member, an immediate family member of such member or any employer of such member or organization such member represents. In the event an LA V WDB member fails to comply with these conflict of interest provisions, the chairperson of the LA V WDB may, upon a reasonable belief of an LA V WDB member's conflict of interest, bar the member from the discussion and vote on the matter.

3.8. Open Records. The LA V WDB and its staff shall comply with the WIOA and all other applicable state and federal laws concerning the availability for public access and inspection of its official documents.

3.9. Inspection of Bylaws. The LA V WDB shall keep in its principal office for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, certified by the Chair, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

ARTICLE IV POWERS AND DUTIES OF THE BOARD

4.1. General Powers. The Board shall exercise and discharge its powers and duties, as provided by the Workforce Innovation and Opportunity Act of 2014 (P.L. 113-128), all appropriate implementing regulations established by the State of Kansas, and any agreements established between the Board and the CEOB within Local Area V, and accordingly shall:

- a. Adopt, amend, and repeal by-laws, rules, and regulations governing the conduct of its business and the performance of its functions;
- b. Provide for the internal organization and administration of the Board, as set forth in P.L. 113-128;
- c. Enter into contracts with an agency or agencies to provide such functions as the Board shall deem necessary;
- d. Accept, use, and dispose of gifts or donations of services or property (real, personal, or mixed, tangible or intangible);
- e. Enter into and perform such contracts, agreements, or other transactions as may be necessary in order to carry out its functions;
- f. Take such other actions, and incur such other expenses as may be necessary to carry out its purpose under the Workforce Innovation and Opportunity Act, and consistent therewith.

4.2. The Board shall cause to be prepared and adopted, in partnership with the Chief-Elected Officials, a comprehensive plan for Workforce Innovation and Opportunity Activities, in accordance with guidelines and regulations established by the US Department of Labor and the State of Kansas. The Board shall cause to be prepared and adopted such revisions or updates to the Workforce Development plan as experience and current economic conditions dictate.

4.3 In cooperation with the Chief-Elected Officials, the Board shall appoint a Youth Committee who will assist the Board with the development of those portions of the local

Workforce Development plan which deal with and provide general oversight for youth activities.

4.4 In cooperation with the Chief-Elected Officials, the Board shall designate and certify one-stop operator(s), and identify/contract with eligible providers of training and career services.

4.5 The Board shall coordinate Workforce Innovation and Opportunity Activities and develop employer linkages in the local area, and shall participate in collaborations which support such ends.

4.6 In partnership with the Chief-Elected Officials, the Board shall cause to be conducted such monitoring and oversight activities as are necessary to ensure that Workforce Innovation and Opportunity Activities in Local Area V are operated in accordance with applicable laws and regulations, and in an efficient and cost-effective manner

ARTICLE V OFFICERS

5.1. Officers. The officers of the LA V WDB shall be the Chair and Vice Chair and shall come from the private sector.

5.2. Election. The officers and three at-large Executive Committee members of the LA V WDB shall be elected every three years by the LA V WDB, and each shall hold his office until he shall resign or shall be removed or otherwise, disqualified to serve, or his successor shall, be elected and qualified. If a vacancy occurs during the term of office for any elected officer, the LA V WDB shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of the board members present. A nominating committee may be appointed by the LA V WDB Chair to accept nominations from the board members prior to the 4th quarter of the program year of scheduled elections. Prior to the end of the program year the LA V WDB will elect officers and Executive Committee members to take office beginning July 1, 2017. Election of officers and Executive Committee members will occur every three years thereafter.

5.3. Chairperson. The chairperson shall, if present, preside at all meetings of the LA V WDB and the Executive Committee, represent the LA V WDB in dealings with federal, state and local entities, execute and deliver, in the name the LA V WDB, letters, contracts and other official documents, and exercise and perform such other powers and duties as may be from time to time assigned to him by the LA V WDB or prescribed by these bylaws. The chairperson is the chief executive officer of the LA V WDB and shall be selected from among the business sector representatives on the LA V WDB.

5.4. Vice-Chairperson. In the absence of the chairperson, the vice- chairperson shall perform all the duties of the chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the chairperson. The vice-chairperson shall have such other powers and perform such other duties as from time to time may be prescribed by the LA V WDB or these bylaws. The Vice-Chairperson acts in the absence of the chief executive officer of the LA V WDB and shall be selected from among the business sector representatives on the LA V WDB.

5.5. Executive/Fiscal Committee. The Executive Committee shall consist of the CEOB Chair, the chairperson, the vice-chairperson of the LA V WDB and three members of the LA V WDB. The majority of the executive committee shall come from the private sector. Required partners may serve as Ex-officio, non-voting members. The Executive Committee is empowered to act in lieu of the LA V WDB when matters arise that must be dealt with between regular meetings of the LA V WDB that are not of the magnitude to warrant a special meeting of the entire LA V WDB. In such cases, the Executive Committee should remain consistent with the existing philosophies, policies and procedures of the LA V WDB and such action should be reported to the entire LA V WDB in writing.

5.6. Other Standing Committees. The other standing committees of the LA V WDB are Operations, Youth and Business Services. The chairs and members of these committees are annually appointed by the chairperson of the LA V WDB. These committees are empowered to act to provide oversight and formulate recommendations for consideration by the LA V WDB. With the exception of the Youth Committees, these committees are empowered to act in lieu of the LA V WDB when matters within their individual purviews arise that must be dealt with between regular meetings of the LA V WDB that are not of the magnitude to warrant a special meeting of the entire LA V WDB. As with the Executive Committee, such actions of these committees should remain consistent with the existing philosophies, policies and procedures of the LA V WDB and such action should be reported to the entire LA V WDB in writing. A motion coming to the LA V WDB from the Executive Committee or one of these standing committees does not require a second for consideration by the LA V WDB. The LA V WDB and/or the chairperson of the LA V WDB may establish additional interim/standing committees when needed to assist the LA V WDB.

ARTICLE VI MISCELLANEOUS

6.1. Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all LA V WDB and committee meetings except as otherwise provided hereunder or in the Articles of Incorporation.

6.2. Indemnification of Members and Officers. Indemnification of LA V WDB members and officers is conditioned upon the provisions of WIOA and other state and federal laws, including possibly the Kansas Tort Claims Act, and the LA V WDB's insurance coverage.

ARTICLE VII DISSOLUTION

7.1. Any dissolution of the LA V WDB shall be accomplished pursuant to and in compliance with the WIOA and all other applicable federal and state laws.

ARTICLE VIII AMENDMENTS

8.1. Power of LA V WDB. New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of the LA V WDB at any regular or special meeting thereof.

CERTIFICATION

These Bylaws and any amendments thereto shall become effective immediately upon adoption by the LA V Board of Directors and shall remain in continuous effect from that date until otherwise amended.



Southeast KANSASWORKS, Inc. LA V WDB Chair



Southeast KANSASWORKS, Inc. LA V WDB Vice-Chair

Bylaws original date 8/17/05
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