



BENTON-FRANKLIN WORKFORCE DEVELOPMENT COUNCIL
BOARD OF DIRECTORS

BYLAWS

Benton-Franklin Workforce Development Council receives support and funding from the US Department of Labor grants. Read more about USDOL grant funding at Stevens Amendment | Benton-Franklin WDC (bentonfranklinwdc.com)

Benton-Franklin Workforce Development Council is an equal opportunity employer/program. Auxiliary aids and services are available upon request to individuals with disabilities. WA Relay Service: 711



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ARTICLE I

Name

The name of this organization shall be Benton Franklin Workforce Development Council, hereinafter referred to as BFWDC.

ARTICLE II

Membership

The Corporation shall have no members.

ARTICLE III

Purpose

BFWDC is responsible for providing policy guidance for and exercising oversight in partnership with the local chief elected county officials in developing and maintaining a Local Area Plan for the workforce development system in the service delivery area.

ARTICLE IV

Definitions

- 4.1 *Workforce Innovation and Opportunity Act* Public Law 113-128, July 2014, and any amendments thereto, hereinafter referred to as the “Act”.
- 4.2 *Workforce Development Area*. Hereinafter referred to as the “WDA” shall be Benton and Franklin Counties, State of Washington, as designated by the Governor, pursuant to Section 106 of the Act.
- 4.3 *Benton-Franklin Workforce Development Council, Incorporated*. Hereinafter referred to as the Corporation, is the Workforce Development Council as established by Section 107 of the Act, nominated by the Parties, and certified by the Governor, State of Washington.

- 4.4 *Boards of County Commissioners.* The BFWDC is established by the Boards of County Commissioners of Benton and Franklin Counties, Washington, hereinafter referred to as the Parties, as provided for in Section 107 of the Act.
- 4.5 *Joint Powers Agreement.* An Agreement between the Parties and the BFWDC designating the grant recipient and the administrative entity and delineating the authority and responsibilities of both.
- 4.6 *Directors.* Directors shall have two categories: active and inactive. “Active” directors are all directors who are not on an approved leave of absence as defined in Article IV, Section 4.4 Number and Tenure. “Inactive” directors are all directors on approved leave. Inactive directors will not be counted in determining a quorum.
- 4.7 *Ex-Officio Member.* Ex-Officio (non-voting) members do not have the right to vote at Board meetings, make or second a motion at a Board meeting, or count towards a quorum at a Board meeting.
- 4.8 *Parties.* See 4.4 - Boards of County Commissioners
- 4.9 *Interlocal Agreement.* An agreement that authorizes local government units to make the most efficient use of their powers and resources to cooperate with each other on a basis of mutual advantage in facilitating job training and related services under the Workforce Innovation and Opportunity Act.

ARTICLE V

Operations

- 5.1 To carry out its functions, the BFWDC:
- Shall, in accordance with the WIOA Local Area Plan, prepare and approve a budget for itself.
 - Prepare and approve budgets from non-WIOA resources, if appropriate.
 - Shall develop and adopt its own Bylaws.
 - Shall operate in accordance with written policies and procedures approved by the BFWDC.
 - May create a wholly owned subsidiary to operate any and /or all earned income ventures.
- 5.2 BFWDC shall carry out appropriate provisions of WIOA and comply with that act and Laws, Rules, and Regulations, and the implementation of the State of Washington Provisions, as issued for the “workforce development area” under 29.USC 2831.
- 5.3 The BFWDC may pursue additional non-WIOA funds to develop ideas and programs that meet the general purpose of the BFWDC.

ARTICLE VI

Board of Directors

6.1 General Powers

The business and affairs of the corporation shall be mandated by the Board of Directors or by the Board's Executive Committee as provided for in these bylaws.

6.2 Appointment Process

Members of the Board shall be appointed by the Parties from among nominations or recommendations in accordance with the Act.

6.3 Composition of the Board

The composition of the Board shall be consistent with the qualifications as outlined in the Act. Accordingly, to the extent necessary for such qualification, the Board shall include the following members:

6.3.1 A majority of the Board shall be representatives of business in the local area who:

- Are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
- Represent businesses, including small businesses, or organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area; and
- Are appointed from among individuals nominated by local business organizations and business trade associations;

6.3.2 Not less than 20 percent of the members of the Board shall be representatives of the workforce within the local area who:

- Shall include representatives of labor organizations who have been nominated by local labor federations or other representatives of employees;
- Shall include a representative who shall be a labor organization member or a training director from a joint labor-management apprenticeship program;
- May include organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and,
- May include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth;

6.3.3 The Board shall include representatives of entities administering education and training activities in the local area, who:

- Shall include a representative of eligible providers administering adult education and literacy activities under Title II;
- Shall include a representative of institutions of higher education providing workforce investment activities;
- May include representatives of local education agencies and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment;

6.3.4 The Board shall include representatives of governmental, economic, and community development entities serving the local area, who:

- Shall include a representative of economic and community development entities;
- Shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 720 et seq.) serving the local area;
- Shall include an appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741), serving the local area;
- May include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and,
- May include representatives of philanthropic organizations serving the local area; and,

6.3.5 The board may include other individuals or representatives of entities as the Chief Local Elected Officials (CLEO) in the local area may determine to be appropriate.

6.4 Number and Tenure

The number of directors shall be not less than twenty-one (21). Ex-Officio (non-voting) members of the Board shall include the designees of the Parties and any other individuals designated by the Board.

6.4.1 The number of directors may be changed from time to time to any number not less than twenty-one (21) and the appropriate majority and percentages are maintained as per the Act, but no decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the said term expires unless that director dies, resigns, or is removed. Ex-Officio members are not included in this number.

6.4.2 Directors may petition the Chair for a leave of absence for a specified period not to exceed three (3) months and is renewable at the discretion of the Board Chair. Such leave makes the director non-active in determining a quorum. Attendance at Board meetings will not be counted for non-active directors.

6.4.3. Any vacancies in the membership of the BFWDC shall be filled in the same manner as the original appointments and shall serve until the end of that term.

- 6.4.4 BFWDC Directors are on a voluntary, non-salaried basis. Directors may receive reimbursement for expenses for attendance at authorized training or conferences, subject to provisions of the Code of Conduct.
- 6.5 **Regular Meetings**
Regular meetings shall be held on a quarterly basis on the last Tuesday of January, April, July, and October. The election of officers shall take place at the October meeting. By motion, the Board may specify the time and place for holding regular meetings without any other notice than such motion.
- 6.6 **Action by Directors without a Meeting**
Any action that is taken at a meeting of the Board or of any committee appointed by the Board may be taken by e-vote. The e-vote is to be sent out and collected by the board secretary. Results will be kept with the meeting minutes of that month.
- 6.7 **Special Meetings**
Special Board meetings may be called by the Chairman, by any one-third of the active directors, or by a majority vote of the Executive Committee.
- 6.8 **Notice of Special Meetings**
Written notice of each special Board meeting, including the purpose(s) of the special meetings, shall be given to each member at the address shown on the records of the Board at least three (3) days before the meeting. Attendance at special meetings will not be tallied against the attendance provisions stated in 6.15.
- 6.9 **Waiver of Notice**
Whenever any notice is required to be given to any director under the provisions of the bylaws, the Articles of Incorporation of the Washington Non-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.
- 6.10 **Quorum**
A majority of no less than fifty percent of the active Directors shall constitute a quorum for the transaction of business at any Board meeting, but if less than a majority is present at a meeting, a majority of the Directors present may continue the meeting to a definite time without further notice. Ex-Officio members do not count toward a quorum.
- 6.11 **Voting**
Each Director shall have one vote, which may not be assigned to another individual. The Chairman may vote on all actions. All actions taken by the full board rather than by the Executive Committee shall require an affirmative vote of a majority of those Directors present and voting (excluding abstentions). As required by the Act, the Local Area Plan must be approved by a majority of the active Directors.

6.12 Conflict of Interest

Pursuant to the Act, and consistent with Chapter 42.23 Revised Code of Washington, & Section C, General Administration, Provision #440 - conflict of Interest, no Director or Ex-Officio member shall cast a vote on the provision of services by that Director/Ex-Officio (or any organization which that Director/Ex-Officio represents) or vote on any matter which would provide direct or indirect financial benefit to the Director/Ex-Officio (or to any agency that Director/Ex-Officio represents). Additionally, Directors will adhere to the code of conduct outlined in Appendix A, attached.

6.13 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporation matter is taken shall be presumed to have assented to the action taken unless such dissent is entered in the minutes of the meeting or unless the Director files a written dissent to such action with the person acting as the chair of the meeting before the adjournment thereof, or unless such dissent is forwarded by certified mail to the chair of the corporation within twenty-four (24) hours of the date and time of the adjournment of the Board meeting. A Director who voted in favor of such action may not subsequently dissent.

6.14 Open Meetings

Board meetings and meetings of the Executive Committee, which result in decisions binding upon the corporation, shall be called and conducted in a manner consistent with the Open Public Meeting Act (Chapter 42. 30 R.C.W.)

6.15 Attendance

If a director is absent, without prior notification of absence, from three (3) consecutive regular meetings, the Chairman may declare that position vacant. Directors may not designate alternates to represent them at Board meetings.

6.16 Resignations

Directors may resign by submitting a written notice to the board secretary. Resignation shall be effective when received by the board secretary.

6.17 Removal

In addition to the provisions of Article 6.15, a member of the Board may be removed, with or without cause, by a majority vote of the Directors as provided herein.

6.18 Vacancies

Any vacancy occurring on the Board may be filled by the Parties subject to the requirements as set forth in Article 6.4 of these bylaws. A director appointed to fill a vacancy shall serve for the unexpired term of that vacancy.

6.19 Eligibility

Members who subsequently retire or no longer hold the position that made them eligible members may not continue to serve on the local board as a representative of that segment.

6.20 Governance

Robert's Rules of Order, Newly Revised, shall constitute the ruling authority in all cases where they do not conflict with these bylaws or with any statutes of the state or the Act.

ARTICLE VII

Officers

7.1 Number

The members of the Executive Committee shall be the Board Chair, Past Board Chair, Vice Chairs (Chairpersons of each standing committee), Treasurer, Secretary, one Commissioner representing each county, and one at-large Board member representing each of the two counties served by the corporation. The Board Chair shall preside as Chair of the Executive Committee. The officers are members of the Board of Directors and make up the Executive Committee. BFWDC staff may fill the role of Secretary when necessary. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

7.2 Election and Term of Office

The officers of the corporation shall be elected annually by the Board at the October full board meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a Board meeting conveniently may be held. Unless an officer dies, resigns, or is removed, each officer shall hold office until the next annual meeting of the board or until their successor is elected. All officers must be members of the board in good standing.

7.3 Removal

Any officer or agent elected or appointed by the Board may be removed by a majority vote of the Board whenever, in its judgment, the corporation's best interest would be served thereby.

7.4 Vacancies

Any vacancy in any office because of death, inability to act, resignation, removal, disqualification, or any other cause may be filled by the Board for the unexpired portion of that term.

7.5 Chairman

The Chairman shall preside at all Board of Directors and Executive Committee meetings and shall appoint committees. In general, the Chairman shall perform all duties incidental to the office of the Chairman and such other duties prescribed by the Board from time to time. The Chairman shall be from the Private Sector.

Position Summary: The chair of the BFWDC's Board of Directors has all the responsibilities of a Board member and leads the overall Board of Directors in fulfilling the Board's roles in governing the organization.

Major Responsibilities:

- Set the tone for the Board and serve as a role model for Board members.
- Chair meetings of the Board, ensuring meetings are facilitated to encourage effective and equitable participation of Board members.
- Arrange for the Vice Chair or other Executive Committee member to facilitate a meeting they are not able to attend.
- Chair the Executive Committee.
- Develop Board and Executive Committee meeting agendas with the ED.
- Meet regularly with the Executive Director to discuss the execution of the mission, vision, and goals and address issues confronting the organization by serving as an advisor and thought partner with the ED.
- Provide guidance, direction, and mediation to Board actions with respect to organizational priorities and governance concerns.
- Appoint the chairpersons of committees, in consultation with other Board members.
- Serve as an Ex-Officio and a member of committees and attend their meetings when invited.
- Work with the ED to ensure a flow of information to and from the Board.
- Ensure the Board conducts an annual documented performance evaluation of the ED and recommends to the full Board the ED's annual compensation based on performance and availability of funding.
- Perform other responsibilities assigned by the Board.

Length of Term: One year, which may be renewed if the officer is still eligible to serve on the Board, pending approval of the Board.

Time Commitment: Three hours per month on average in addition to the time committed for general Board duties (3-4 hours), for a total Board commitment of 6-7 hours per month.

7.6 Past Chairman

In the absence of the Chairman or in the event of death, inability, or refusal to act, the Past Chairman shall perform the duties of the Chairman and, when so acting, shall have all the powers as the Chairman. The Past Chairman shall perform such other duties as from time to time may be assigned by the Chairman or by the board.

7.7 Vice Chair

Position Summary: The Vice Chair of the Benton-Franklin Workforce Development Council's Board of Directors has all the responsibilities of a Board member, performs the duties of the Chair when the Chair is not available, and serves as the Engagement Officer and key insider for the Board.

Major Responsibilities:

- Serve on the Executive Committee.
- Aid the Chair in the performance of their duties.
- Preside at meetings of the Board and the Executive Committee in the absence of the Chair.

- Serve as Engagement Officer for the Board to support the ongoing engagement of individual board members. This includes checking in with absent Board members and supporting the Chair regarding the overall engagement of Board members.
- Keep the Board informed of what's happening at BFWDC by sending updates, upcoming events, and other newsworthy items as shared by a key staff contact.
- Meet or communicate once per month with the ED to gather key updates on the organization for the purpose of being knowledgeable and supporting the Board Chair.
- Succeed to the Board Chair role until the next regular election if the Chair cannot serve out their term.
- Lead special projects when assigned.

Length of Term: One year, which may be renewed for additional terms as long as the officer is still eligible to serve on the Board, pending approval of the Board.

Time Commitment: Three hours per month on average in addition to the time committed for general board duties (3-4 hours), for a total board commitment of 6-7 hours per month.

7.8 Secretary

Position Summary: The Secretary of the Benton-Franklin Workforce Development Council's Board of Directors has all the responsibilities of a board member and maintains the records of the board.

Major Responsibilities:

- Serve on the Executive Committee.
- Responsible for ensuring meeting minutes are taken and other Board records are stored properly.
- Ensure minutes are distributed to members following each board meeting.
- Is sufficiently familiar with legal documents (bylaws, articles of incorporation, policies, etc.) to note applicability during meetings.
- Other duties as assigned by the Board.

Length of Term: One year, which may be renewed if the officer is still eligible to serve on the board, pending approval of the Board.

Time Commitment: Two hours per month on average in addition to the time committed for general board duties (3-4 hours), for a total Board commitment of 5-6 hours per month.

7.9 Treasurer

Position Summary: The Treasurer of the Benton-Franklin Workforce Development Council's Board of Directors has all the responsibilities of a Board member and leads the financial oversight of the Board.

Major Responsibilities:

- Serve on the Executive Committee.

- Be knowledgeable about the organization's finances and financial business model and communicate this information to the Board.
- Ensure the organization maintains complete and accurate accounts of receipts and disbursements in books belonging to BFWDC.
- Review financial results (prepared by staff) and the overall financial condition of the organization at regular Board meetings and when requested.
- Advise on the development of the annual budget.
- Ensure financial compliance requirements are met (e.g., annual 990 and annual Attorney General filing).
- Support the organization's audit process as needed.
- Assist with the development and review of the organization's financial policies.
- Serve as an advisor to the Fiscal Director and finance staff.
- Chair the Finance Committee when one exists.

Length of Term: One year, which may be renewed if the officer is still eligible to serve on the Board, pending approval of the Board.

Time Commitment: Two hours per month on average in addition to the time committed for general Board duties (3-4 hours), for a total Board commitment of 5-6 hours per month.

ARTICLE VIII

8.1 Committees

Section 1

Each Director shall be given the opportunity to participate in a committee.

Section 2

The Permanent Committees of the Benton-Franklin Workforce Development Council shall be:

8.2 Executive Committee

The members of the Executive Committee shall be the Board Chair, Past Board Chair, Vice Chairs (Chairpersons of each standing committee), Treasurer, Secretary, one Commissioner representing each county, and one at-large Board member representing each of the two counties served by the corporation. The Board Chair shall preside as Chair of the Executive Committee.

8.3 Duties/Responsibilities

The purpose of the Executive Committee is to direct and manage the activities of Benton Franklin Workforce Development Council. The duties of the committee are:

- Establish budget and audit procedures.
- Act on fiscal and/or policy issues recommended by Committees on behalf of the full Board.
- Act on behalf of the full Board between regularly scheduled Board meetings.

- Provide oversight of Committee actions, other than its own, in carrying out the Local Area Plan.
- Execute an agreement between Benton and Franklin County Commissioners and the BFWDC that establishes the working relationships and specifies the responsibilities of each body of the partnership.
- Provide oversight in the identification of eligible providers of training services. Carry out the duties outlined in the Code of Conduct.
- Maintain a structure of BFWDC's standing committees with assigned duties that carry out the business of the board.

Quorum.

A majority of no less than 50% of the members of the Executive Committee shall constitute a quorum for the transaction of business at any committee meeting, but if less than 50% of the members are present at a meeting, a majority of the Directors present may continue the meeting to a definite time without further notice.

8.4 Standing and Temporary Committees

The Board may occasionally appoint standing or temporary committees from its own number and may include Ex-Officio members and invest such committees with such powers as it sees fit, subject to such conditions as may be prescribed by the Board and the applicable law. The Board Chairman shall nominate the Chairman of any committee. That recommendation shall be ratified by the Executive Committee. The Committee Chairman shall keep the Board advised of all activities pertinent thereto. The designation of any such committee and the delegation of authority thereto shall not relieve the Board, or any member thereof, of any responsibility imposed by law. The Committee Chairman shall determine and appoint a number of Ex-Officio members who shall have the right to vote on any standing committee to which they may be appointed.

Quorum. A majority of no less than 50% of the members of the Standing and Temporary Committees shall constitute a quorum for the transaction of business at any committee meeting, but if less than 50% of the members are present at a meeting, a majority of the Board/Ex-Officio present may continue the meeting to a definite time without further notice.

8.5 Committee Authorities and Limitations

The role of standing or temporary committees shall be to review and make recommendations to the Board only. (With the exception of the Executive Committee.)

8.6 Advisory Committees

The Board may occasionally appoint advisory committees composed of, but not limited to, individuals who are members of the Board. The advisory committees will perform vital fact-finding and evaluation functions for the Board. Recommendations of these committees will be given careful consideration by the Board. The Chairman of such advisory committees, if not a Board member, shall serve as an Ex-Officio member of the Board to the extent determined by the Board. The Chairman of the advisory committee(s) shall keep the Board advised of all activities pertinent thereto.

Quorum. A majority of no less than 50% of the members of Advisory Committees shall constitute a quorum for the transaction of business at any advisory meeting, but if less than 50% of the members are present at a meeting, a majority present may continue the meeting to a definite time without further notice.

8.7 Committee Meeting Minutes

All committees shall keep regular minutes of their meetings and shall cause them to be recorded in books kept for that purpose.

ARTICLE IX

Contracts, Loans, Checks, Deposits, and Dissolution

9.1 Contracts

The Full Board or its Executive Committee may authorize in writing any officer or officers, or agent, or agents, to enter any contract(s) or execute and deliver any instrument(s) in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

9.2 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized in writing by a resolution of the full Board. Such authority may be general or confined to specific instances.

9.3 Loans to Officers and Directors and Staff

No loans shall be made by the corporation to its officers, directors, or staff. This does not include travel advances that enable staff to attend training opportunities.

9.4 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by at least: two officers or agents of the corporation and in such manner as is from time to time determined by resolution of the Board.

9.5 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the full Board or its Executive Committee may select.

9.6 Dissolution

Upon dissolution of the corporation, any remaining assets will be distributed to a local not-for-profit corporation selected by the Board.



ARTICLE X

Books and Records

- 10.1 The corporation shall keep correct and complete books and reports of account and shall keep minutes of the proceedings of the Board; and shall keep at its registered office or principal place of business a record of the Board, giving the names and addresses of all the Board Members. An independent Certified Public Accountant (CPA) shall audit the assets and operations of the corporation annually.

ARTICLE XI

Corporate Staff

11.1 Employees

All staff shall be employees of the corporation and are "hired at will," consistent with the Washington State Employment Law.

11.2 Executive Director

Hiring, dismissal and other personnel actions concerning the Executive Director shall be the responsibility of the Chairman with the approval of the Board. The Executive Director shall report to the Chairman of the corporation.

There is no contract between the BFWDC and its employees. The employment relationship is voluntarily entered into by both parties. BFWDC has the right to terminate the employment relationship (such as during a reduction in force) at any time, for any reason, except those that would violate employment and civil rights laws. The Executive Director will report all reductions in force decisions to the Board of Directors in a timely fashion. The Board has the authority to accept or reverse the decision of the EXECUTIVE DIRECTOR.

BFWDC needs to clearly communicate to its employees that federal and state funding is uncertain, that grants management environments are unpredictable, and that BFWDC requires complete flexibility regarding future staffing scenarios to achieve its mission.

11.3 Under the direction of the Chairman, the BFWDC staff shall:

- Keep the minutes of the meetings of the Board;
- See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- Be custodian of corporate records and of the seal of the corporation;
- Sign with the Chairman or other officer authorized by the Chairman or the board deeds, mortgages, bonds, contracts, or other instruments; and
- In general, perform all duties as from time to time may be assigned by the Chairman or by the Board.
- BFWDC staff shall engage in a financial review and audit as prescribed by the Board.



ARTICLE XII

Corporate Seal

The seal of the corporation shall consist of the name of the corporation, the state of its incorporation, and the year of its incorporation.

ARTICLE XIII

Indemnification

To the full extent permitted by the Washington Non-Profit Corporation Act, the corporation shall indemnify any person who was or is party or is threatened to be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that person is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a Director or officer of another corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by them in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person(s) which the corporation has the power to indemnify under the Washington Non-profit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of the law or by contract.

ARTICLE XIV

Amendment of Bylaws

These bylaws may be amended at any regular meeting of the corporation by a two-thirds vote of the Directors present and voting, provided that the amendment has been submitted in writing at the previous regular meeting.

The foregoing bylaws were amended on January 28, 2025, and adopted by the Board of Directors for implementation on January 28, 2025 .

Attested to:

Signed by:

Todd Samuel, BFWDC Board Chairman

5/13/2025

D7F28D83A93B41F...

Signed by:
Chairman

Cynthia N. Garcia, Executive Director

Date

5/13/2025

75383A2374384E9...

Executive Director

Date



CODE OF CONDUCT

To maintain the high standard of conduct expected of the Council with respect to the management of its own affairs and to enable the Workforce Development Area to continue to offer services required by those in need, Benton Franklin Workforce Development Council adopts the following Code of Conduct applicable to all volunteers.

No Council member shall:

- Authorize the use of or use for the benefit or advantage of any person, the name, endorsement, services, or property of the Workforce Development Area, except in conformance with WIOA policy;
- Accept or seek on behalf of himself or any other person any financial advantage or gain of other than nominal value offered because of the volunteer member's Council affiliation;
- Publicly utilize any Council affiliation in connection with partisan politics, religious matters, or to take a position on any issue that is not in conformity with the position of the Council;
- Disclose any confidential Workforce Development Council information that is available solely because of the volunteer member's affiliation with the Council to any person not authorized to receive such information or use it to the disadvantage of the Workforce Development Area any such confidential information without the express authorization of the Benton Franklin Workforce Development Council;
- No member shall take any action that results in a direct or indirect conflict of interest as later described;
- Behave in a manner that is contrary to the best interests of Benton Franklin Workforce Development Council.

Direct and Indirect Conflict of Interest

A "*Direct Conflict of Interest*" arises when a BFWDC member or the immediate family of a BFWDC member seeks, obtains, or negotiates a financial agreement between the BFWDC and any entity in which that BFWDC member, or their immediate family, has a financial interest.

When a direct conflict of interest arises through the submission of a proposal by an entity in which the BFWDC member or their immediate family has a financial interest, in addition to declaring the conflict and abstaining from voting and improper participation, the BFWDC member shall take an immediate leave of absence from the BFWDC. Leave of absence shall result in automatic resignation from the BFWDC if the BFWDC member receives a contract that results in a direct conflict of interest or if the leave of absence lasts longer than 90 calendar days. The leave of absence shall end with full reinstatement to BFWDC membership and any BFWDC office or committee position if the proposal giving rise to the direct conflict is withdrawn or is not funded by the BFWDC prior to resignation.

An "*Indirect Conflict of Interest*" arises when the situation involves a public or non-profit organization rather than a for-profit entity. If the BFWDC member or their immediate family works for or is on the Board of a public or non-profit entity that seeks, obtains, or negotiates any financial agreement with the BFWDC, an in-direct conflict of interest is created.

An *indirect conflict of interest* is also created when a BFWDC member or their immediate family or any organization in which they have a financial interest or any public or non-profit organization for which they work or on whose board they sit, sells \$25,000 or more in goods or services to any entity which seeks, obtains, or negotiates a contract with the BFWDC.

“Financial interest” means ownership of any interest from which one would be entitled to receive money or hold a position in a business, such as an officer, director, trustee, partner, employee, or the like, or holding any position of management. (Article 12-Ethics in Public Contracting, American Bar Association Model Procurement Code.) *One cannot hold a financial interest in a public or non-profit organization.*

“Immediate family” shall be defined in accordance with WAC CH. 356-18-p 5 and limited to spouse, son, daughter, grandchild, foster child, son-in-law, or daughter-in-law, grandparent, parent, brother, sister, niece, nephew, aunt, uncle, first cousin, brother-in-law, or sister-in-law.

Declaration of a Conflict of Interest

Direct and indirect conflicts of interest must be declared by BFWDC members as follows:

- The member notifies the entity, letting the contract, in writing, of the member’s potential conflict of interest;
- The entity letting the contract records this notice from the member along with its reasons why the contract award is in the public’s best interest;
- A copy of the members’ notices to the entity letting the contract, and a copy of the entity’s statement of reasons for awarding the contract, are both sent to the council to which the member belongs.

Potential direct or indirect conflicts of interest must also be declared, including any reasonable likelihood that the BFWDC members or their immediate family, or the organization for which they work or whose board they sit will obtain a financial interest in, or will work for or will sell \$25,000 annually or more in goods or services to the potential BFWDC, excluding reimbursement to employers for OJT training expenses (due to the fact that On-The-Job Training agreements are available to any qualified employer in the Workforce Development Area and not competitively procured). Should any after-the-fact conflict arise, the BFWDC shall be immediately informed of both the conflict-of-interest situation and the circumstances that reasonably prevented advance declaration of the conflict of interest.

All conflict-of-interest requirements apply to the BFWDC Board of Directors, BFWDC Committee meetings, and to all other BFWDC procurement and contract management processes. Minutes of BFWDC meetings and procurement files must show all conflict declarations.

Voting

BFWDC Members who have a potential direct or indirect conflict of interest must abstain from voting after declaring the conflict. Minutes of all BFWDC meetings must show all abstentions. No BFWDC member with a direct conflict of interest will vote. Those with a direct conflict will have resigned from or taken a leave of absence from the BFWDC.

Participation

BFWDC members must refrain from participating in all stages of the procurement process or in the execution or operation of resultant contracts if they have a direct or indirect conflict of interest. Proscribed participation includes:

Participating in the Local Area planning process to the extent of advocating that a certain service be provided or procured, or that certain language be adopted which is likely to result in a contract for that BFWDC member or their immediate family, or any for-profit, non-profit, or public entity which they represent, work for, or for which they hold a Board seat. Merely voting on the Local Area Plan does not constitute a conflict of interest;

Drafting, reviewing, or approving a procurement instrument which the BFWDC member or their immediate family, or any entity they represent, intends to or does, in fact, respond to by submitting a bid or proposal;

Participating in the provider selection process, including voting on, scoring, or commenting on the bid or proposal that creates the conflict or voting on or commenting on a rival proposal. A rival proposal is one that competes for the same funding as the proposal, which creates a conflict situation. For example, voting on a youth proposal is permissible if the BFWDC member has an indirect conflict of interest due to a proposal which only seeks WIOA adult funding;

Negotiating, executing, signing, monitoring, or resolving any contract dispute in which the BFWDC member or their immediate family has a direct or indirect conflict of interest;

Attempting to influence a funding decision by lobbying for or advocating for acceptance of a proposal or bid in which that BFWDC member or their immediate family has a direct or indirect conflict of interest.

Appearance of a Conflict of Interest

All BFWDC members shall avoid the appearance of a conflict of interest. To this end, no BFWDC member shall have an ongoing direct conflict of interest.

Prospective BFWDC members shall declare all potential direct and indirect conflicts of interest prior to BFWDC appointment. The declaration shall be to both the appointing authority and to the BFWDC itself.

Officers and Committee Chairs

No BFWDC Officer or Committee Chair shall have either a potential direct or indirect conflict of interest. BFWDC members with an indirect conflict (i.e., they represent a public agency on the BFWDC and that BFWDC agency is a BFWDC contractor) may remain on the BFWDC but cannot serve as a BFWDC officer or committee chair.

Direct conflicts must result in a leave of absence and subsequent reinstatement or resignation.

Sanctions

If any BFWDC member violates this policy, that member shall be subject to sanction, including but not limited to removal from the BFWDC and/or removal as an Officer or Committee Chair. In addition, civil penalties may be sought in the event the BFWDC incurs disallowed costs or damages due to a violation of this Code of Conduct.



Revised and Adopted
04/84, 04/85, 06/87, 09/91, 08/95, 07/99,
4/00, 10/17, 01/20, 07/22, 10/23, 01/25

Notice

This Code of Conduct shall be referenced in the BFWDC/CLEO agreement, the Local Area Plan, BFWDC procurement policies, and in BFWDC contracts and personnel policies.

I have read and understand the Code of Conduct of the Benton Franklin Workforce Development Council Bylaws.

Signed by:

Todd Samuel, BFWDC Board Chairman
Board Chairman

5/13/2025

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Signature

Date

Signed by:

Cynthia N. Garcia, Executive Director
Executive Director

5/13/2025

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