

By-laws of the Massachusetts Workforce Association

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(Approved 7-18-2018)

ARTICLE I – NAME.

The name of the corporation shall be **Massachusetts Workforce Association (the “Corporation”)**

ARTICLE II - PRINCIPAL OFFICES

The office of the Corporation shall be located in Boston, Massachusetts. The Corporation may maintain offices at such other places within the Commonwealth of Massachusetts as the Board of Directors may, from time to time, determine.

ARTICLE II- VISION, OBJECTIVES, AND PURPOSE OF THE CORPORATION

Vision Statement: To provide a unified voice of a regionally-led workforce development system that is responsive to the dynamic demands of businesses, job seekers, incumbent workers and youth in the Commonwealth.

Purpose: To create a unified identity and voice for the Commonwealth’s workforce development system, encompassing a comprehensive array of partners and stakeholders, to work to increase the system’s resources, provide professional development opportunities, contribute to the public policy discussion, and create efficiencies necessary to achieve their goals.

ARTICLE III MEMBERS.

Section 3.1 The Corporation shall have no voting members. No person now or hereafter designated by the Corporation as a “member” for any purpose shall be or be deemed to be a member for purposes of the Amended and Restated Articles of Organization or the Amended and Restated By-Laws (hereinafter, the “By-Laws”) of the Corporation or for purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the Board of Directors of the Corporation.

Section 3.2 The Corporation shall encourage participation by non voting members of any workforce organization in the Commonwealth and by individual members interested in the work of the Corporation.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1 Number, Election, Term

The number of persons which shall constitute the whole Board of Directors shall be not less than 10 or more than 15 members and shall include the Chair, the First Vice-Chair, , the Secretary, the Treasurer, and up to ten at-large members. In addition the immediate past Chair of the Corporation shall also serve as a member of the Board of Directors. The Directors shall be divided into three groups as nearly equal in number as possible and one of such groups shall be elected annually, at the annual meeting or at a regular meeting of the Corporation, for a term of three years. Each Director shall hold office for his or her term of service and thereafter until his or her successor is chosen, or until his or her earlier death, resignation or removal. Directors may serve consecutive terms

Section 4.2 Powers

The Board of Directors shall conduct the business and manage the affairs, policies and property of the Corporation and shall perform all the duties and have all the powers which are now, or may be hereafter, incumbent upon and exercised by the Directors of corporations organized for similar purposes under the General Laws of The Commonwealth of Massachusetts including those set forth in the Restated Articles of Organization and in these By-laws. The Board of

Directors may exercise all the powers of the Corporation except as otherwise provided by law, by the Articles of Organization or by these By-Laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled. The Board may delegate to an Executive Director the direct supervision and management of the ordinary business and staff of the Corporation.

Section 4.3. Committees. The Board of Directors may, by vote of a majority of the Directors then in office delegate to committees that are established by the Board of Directors some or all of its powers except those which by law, by the Restated Articles of Organization, or by these By-laws it is prohibited from delegating. In no event shall the following powers be delegated by the Board of Directors to any committee established by it:

- (a) The power to change the principal office of the Corporation.
- (b) The power to amend or restate the Corporation's Articles of Organization
- (c) The power to amend or restate these By-laws.
- (d) The power to elect officers required by law, the Articles of Organization, or these By-laws to be elected by the Directors and the power to fill vacancies in any such offices.
- (e) The power to change the number of members constituting the Board of Directors and the power to fill vacancies in the Board of Directors.
- (f) The power to remove officers from office or Directors from the Board of Directors.
- (g) The power to hire or remove an Executive Director.
- (h) The power to authorize a merger or dissolution of the Corporation.
- (i) The power to sell, lease, exchange or otherwise dispose of all or substantially all of the Corporation's property and assets.

Section 4.4. Notice of Meetings; Place of Meetings. Notice of each annual, regular and special meeting of the Directors shall be given to each Director by the Clerk (or, in the case of the death, absence, incapacity or refusal of such person, by the Chair or First Vice Chair). Notice shall be given to every Director not less than three days before the date on which the meeting is to be held, in person, by telephone, via e-mail or by such other means as the Board of Directors deems effective. Each such notice shall state the general nature of the business to be discussed and the date, time, and place of the meeting. Notice of any meeting of the Directors may be waived by any Director in writing, either before or after the meeting, and filed with the records of the meeting.

Section 4.5. Action at Meeting. Except as otherwise provided in these By-Laws or by law, all matters considered by the Directors shall be decided by majority vote of the Directors present at any meeting of Directors at which a quorum is present, except to the extent that a larger number is required by law, the Restated Articles of Organization, or these Amended and Restated By-Laws. Directors or members of any committee designated by the Directors may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other at the same time; in such event, participation by such means shall constitute presence in person at a meeting.

Section 4.6 Vacancies

Any vacancy in the Board of Directors, however occurring, may be filled by vote of a majority of the members present at any meeting of the Board of Directors at which a quorum is present. Each successor shall hold office for the unexpired term of his predecessor and until his successor is chosen and qualified or until his earlier death, resignation or removal.

Section 4.7 Resignation

Any member may resign at any time by giving written notice to the Chair. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.8 Removal

A Director may be removed from office with or without cause by vote of a majority of the Directors at a regular or special meeting of the Board at which a quorum is present. No one may be removed for cause until after being given reasonable notice and opportunity to be heard before the body proposing to remove that person.

Section 4.9. Annual Meeting; Regular and Special Meetings

The annual meeting of the Board of Directors shall be held at such place and at such time to be determined from time to time by the Board of Directors or Chair of the Board. Regular meetings of the Board of Directors may be held without call or notice at such places and at such times as the Board of Directors may from time to time determine, with notice of meetings as provided in these By-laws. Special meetings of the Executive Committee may be held at any time and place, within or without Massachusetts, designated in a call by the Chair or Vice-Chair or by any two persons then sitting as members of the Executive Committee. Special Meetings of the Executive Committee shall be held after at least three (3) days notice, unless notice is waived by two-thirds of the Executive Committee. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all of the Committee members consent to the action and if minutes of the consents are filed with the records of the Corporation. Each such consent shall be treated for all purposes as a vote at a meeting. Minutes of meeting shall be distributed to all members.

Section 4.10 Quorum

At any meeting of the Board of Directors, a majority of the persons then sitting as members of the Board of Directors shall constitute a quorum.

Section 4.11 Action of Meeting

At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall be sufficient to take any action, unless a different vote is specified by law or by these by-laws.

Section 4.12 Proxies

Proxy voting shall be permitted at any meeting of the Board of Directors in the event the proxy is in writing and given to the Chair, Vice-Chair, or other designate presiding over the meeting prior to the meeting being called to order. The attendance of members by written proxy shall be made public immediately following the call to order.

ARTICLE IV – OFFICERS

Section 4.1 Number, qualifications, Election and Term of Office

A. Corporation officers shall consist of the Chair, First Vice-Chairs, Secretary, and Treasurer. (the Secretary Shall serve as Clerk and a Recording Secretary).

B. Officers shall serve for one fiscal year (from July 1 through June 30), except that officers shall continue to serve until new officers for the ensuing fiscal year are duly elected.

C. Officers shall not be elected to serve more than three years consecutively in the same office, unless by special exception approved by two-thirds of the Board of Directors of the Corporation.

D. The Board of Directors shall establish a Nominating Committee in order to prepare a slate of nominees for each office and for vacancies on the Board of Directors.

E. The Chairperson shall be the presiding officer and shall preside over all meetings of the Corporation. In order to carry out the functions and responsibilities of the Corporation, the Chairperson shall appoint and/or establish all committees and task forces and shall serve, ex officio, as a member of all committees and task forces. The Chairperson shall have such authority and all responsibility to assure the proper functioning of all committees and task forces, in accordance with Corporation purposes and responsibilities. The Chairperson shall be the Chairperson and/or a business representative of a WDB.

F. The Vice Chairpersons, there shall be a First Vice Chairperson who is a chairperson and/or business representative of a WDB. The First Vice Chairperson, in the absence or resignation of the Chairperson, shall perform the duties of the Chairperson.

G. The Secretary shall ensure that all motions of the Corporation are duly recorded and shall review, approve and submit to the Corporation, for its acceptance, all minutes of full Corporation meetings.

I. The Treasurer, with consultative advice from the Executive Director, shall serve as chief financial liaison between the Corporation and the Corporation's fiscal agent, with responsibility for preparation of the annual budget and other expenditure reports, and for special tasks concerning fiscal and budgetary matters of the Corporation. The Executive Director shall manage and sign all checks and warrants for payments of Corporation invoices/ vouchers. In the absence of the Executive Director, the signatures of any two Corporation officers shall constitute valid budgetary/fiscal approval.

J. Vacancies of Corporation officers occurring during the elected term of office shall be filled by a majority vote of the Directors present and voting at a regular or special meeting at which a quorum is present.

K. Any officer may resign at any time by giving written notice of such resignation to the Chair of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Chair, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.2 Duties of Officers

Officers of the Corporation shall, unless otherwise provided by the Board of Directors, each have powers and duties as may be set forth in these by-laws, or may from time to time be specifically conferred or imposed by the Board of Directors.

Section 4.3 Sureties and Bonds

In case the Board of Directors shall so require, any officer, employee or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his or her hands.

Section 4.4 Compensation

No Director or officer shall receive compensation for his or her service in such capacity. Any member or officer may contract with the Corporation to sell and provide services to it upon vote of a disinterested majority of the membership after full disclosure and actual or constructive notice to the membership of the intended relationship.

ARTICLE V – EXECUTIVE DIRECTOR

A. The Corporation Board of Directors may appoint an Executive Director to serve as the Chief Executive Officer of the Corporation at the pleasure of the Corporation Board of Directors. The qualifications, salary, expenses and duties of the Executive Director shall be determined by the Board of Directors. The Chair shall have the general oversight responsibility for the Executive Director subject to the approval of the Board of Directors. Available funds for payment of such salary or benefits, if any, must be available as determined by the Board of Directors.

B. The Executive Director shall be responsible for such duties as assigned by the Chair, including but not limited to hiring and directing the staff and any other consultants or employees of the Corporation, if any, within the policies of the

Corporation and under the general direction of the Chairperson. The Executive Director will be responsible for personnel actions relative to the staff, and will exercise such other administrative actions and overall financial management as are appropriate to the responsibilities of the office, including but not limited to the following:

1. Assisting the Corporation in the performance of its responsibilities;
2. Assisting the Corporation conducting its assessment of Regional Employment Board activities in the State;
3. Maintaining the minutes of Corporation meeting and the records of the Corporation; and
4. Assisting the Chairperson in the preparation of meeting agendas and materials and in the distribution of publications of interest to Corporation members.

ARTICLE VI - COMMITTEES AND TASK FORCES

A. Appointment

Appointments of committee chairs and members are made annually by the Corporation Chairperson. The Corporation Chair and Vice- Chair serve, ex-officio, on all committees and task forces.

B. Governing Principles

The conduct of all Corporation Board of Directors committees (standing, ad-hoc and task forces) shall be governed by the following principles:

1. The general purpose and activities of each committee must be approved by the full Board of Directors.
2. Specific meetings, activities and contact are the responsibility of each committee, working through the Chair and or the Executive Director.
3. Commitments to, or coordinate action with, other groups external to the Corporation must be approved by the full Board of Directors.
4. Meeting expenditures for committee functions are authorized by action of the Board of Directors Chair, and/or the Executive Director. Committee budgets authorized by action of the full Board of Directors.
5. No Committee action shall be official without endorsement of the full Board of Directors. Committees shall keep the Corporation fully and currently informed of their activities. Conversely, the Board of Directors, by endorsing the purposes and activities of each committee, accepts responsibility for the actions and positions of its committees.
6. Outside experts or other interested persons may be invited to participate on all Board of Directors committees and subcommittees, but, to be duly constituted, any Board of Directors committee or subcommittee must have a majority of its make-up current Board of Directors members in good standing.
7. A majority of the committee membership shall constitute a quorum for the conduct of business. A majority vote of those present shall decide any options brought before the meeting. Corporation member may designate alternates to serve on committees. Such alternates shall have full voting privileges in committees but may not vote in regular Corporation meetings.
8. Committees may invite non-voting, interested parties to contribute from time to time, but such parties are not expected to participate in Board of Directors deliberations.

C. Standing Committees

The standing committee of the Board of Directors may from time to time be appointed by a vote of the Board of Directors.

- D. Ad Hoc Committees and/or Task Forces** - As required, temporary committees/task forces may be created and appointed by the Chairperson. The duration and scope of such committees/task forces are establish to facilitate the accomplishment of the Board of Directors objectives and to provide opportunities for individual Board of Directors members to pursue their interests with the support of the Board of Directors.

ARTICLE VIII- FISCAL AGENT AND USE OF ASSOCIATION FUNDS

- A. The Corporation may designate an appropriate State or other public agency eligible to receive funds under P.L. 98-524, to act as its fiscal agent for purposes of disbursement, accounting and auditing.
- B. The expenditure of Corporation funds is to be determined solely by the Board of Directors for carrying out of its functions and may not be diverted or reprogrammed for any other purpose by any state board, agency or individual.
- C. Expenditures of the Corporation shall be subject to state or independent audit at least once every two years, or as otherwise determined by the Board of Directors or provided for by law. The Board of Directors shall appoint an Audit Committee to carry out fiscal oversight of the Corporation.

ARTICLE VIII - PARLIAMENTARY PROCEDURES

When not inconsistent with these by-laws, Robert's Rules of Order Newly Revised shall govern the procedures of the Corporation.

ARTICLE IX - AMENDMENTS

The Board of Directors, by vote of two-thirds of the Directors attending a meeting called for that purpose, may make, amend or repeal these by-laws, in whole or in part.

ARTICLE X - MISCELLANEOUS PROVISIONS Fiscal Year

Except as otherwise determined from time to time by the Board of Directors, the fiscal year of the Corporation shall in each year end on June 30.

Evidence of Authority

A certificate by the Secretary, or an Assistant Secretary, as to any action taken by the members, person, any committee or any officer or representative of the Corporation shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.

ARTICLE XII - SAVINGS CLAUSE

If any provision of these by-laws or the application of such provision to any person or circumstance shall be held invalid, the remainder of said by-laws or the application of said by-laws to persons or circumstances other than those to which they are held invalid, shall not be effected.

ARTICLE XIII - LIABILITY OF MEMBERS, OFFICERS, AND EMPLOYEES

The Corporation, to the extent legally permissible, shall and does indemnify and hold harmless each of its members and their representatives, officers and employees against all liabilities (including all judgments, fines, penalties, legal costs and other expenses) imposed on or reasonably incurred by such person in the faithful discharge of their responsibilities on behalf of the Corporation, unless in any such action, suit or proceedings such person shall be finally adjudged to have been guilty of willful dishonesty or intentional violations of law in connection with the matter with respect to which indemnification is to be made.