

*Revised and Amended*  
NORTHWEST SERVICES COUNCIL  
BYLAWS

**ARTICLE I****Name of the Organization**

- 1 - 1. This organization shall be known as the Northwest Services Council, hereinafter referred to as the Council.
- 1 - 2. The organization is authorized to do business as the Northwest Workforce Council.

**ARTICLE II**

The Council exists for the purposes of initiating and executing projects, activities and programs in the interests of the community to whatever extent or in whatever manner the Board of Directors shall deem advisable, either by itself or in cooperation with other persons, agencies or organizations; and without limiting the generality of the foregoing, to initiate and execute activities for the general promotion of social welfare and the efficient utilization of resources.

**ARTICLE III****Board of Directors Membership**

- 3 - 1. The Board of Directors of the Council shall be composed of representatives from various segments of the population of the Workforce Development Area (WDA) as outlined in the Consortium Agreement for the Island County, San Juan County, Skagit County and Whatcom County Workforce Development Area (the Consortium Agreement).
- 3 - 2. Representatives serving on the Council Board are appointed by the local elected officials pursuant to the Consortium Agreement.
- 3 - 3. The Chair, the Vice Chair, and Secretary of the Council and two at-large members to serve as the Executive Committee shall be elected by the members of the Council annually; at least two of the five members of this Executive Committee shall be private sector. Terms of office shall be for one year. The Chair shall be a private sector representative member. The Chairman shall annually appoint a nominating committee whose duties shall be to nominate candidates for Council offices; a majority of this committee shall be private sector. There will be a fifth member of the Executive Committee designated by and representing the Consortium Committee of Local Elected Officials and act as the Chief LEO.
- 3-4 Local elected officials shall appoint members to the Board in accordance with the criteria established under Section 107(b) of the Workforce Innovation and Opportunity Act (WIOA). The Governor (or designee) shall certify the Board as compliant with the federal legislation every two years.
- 3 - 5. All directors have the right to receive notice of meetings, vote, speak to issues, present motions, and inspect official records.
- 3 - 6. Minutes shall be distributed to all directors.
- 3 - 7. All directors are obliged to attend meetings, participate in Committee work, abide by Council Bylaws and standing rules, abide by majority rule, present their views and opinions, and recognize that all members are equal.
- 3 - 8. If a director misses three consecutive meetings, the Board may, at its discretion, drop this member from the Board. The Executive Committee shall make such recommendations to the Board.
- 3 - 9. Any member of the Board may be removed for cause in accordance with written procedures adopted by the

Board.

#### **ARTICLE IV**

##### **Meetings**

- 4 - 1. The Board of Directors shall hold regular meetings during the fiscal year. Date, time, and place shall be determined by the Executive Committee. Directors shall be notified in writing at least seven calendar days prior to any regular meeting.
- 4 - 2. Special Board meetings may be called by the Board Chair and directors shall be notified in writing at least seven days prior to the convening of the special meeting.
- 4 - 3. The quorum for Board meetings shall be one over one-third of the current Board membership.
- 4 - 4. Only the Council's directors or their designated permanent alternate shall be entitled to vote. Proxy voting is not permitted. Directors may designate one permanent alternate from the same category and leadership position with the organization to attend Board or Committee meetings by submitting in writing to the Executive Director of the corporation the name of the alternate at least two weeks prior to a Board meeting. The Executive Director shall review requests for alternate designation and approval, or at their discretion, discuss with the Executive Committee. Alternates may be removed by the Executive Committee if they do not meet the criteria. Any change in the permanent alternate must follow the same process, submitted to the Executive Director.
- 4 - 5. The Board Chair shall preside over Board meetings. In the absence of the Chair, the Vice Chair shall preside.
- 4 - 6. The Board meetings shall be governed by the Public Meetings Act of 1971 and RCW 42.30 as amended
- 4 - 7. A majority vote of directors' present shall prevail for all motions except the motion to suspend the rules or amendment of the Bylaws
- 4 - 8. Conflict of interest, real or perceived, will not be tolerated. Any duality of interest or real or perceived conflict of interest on the part of any Board member shall be disclosed to other Board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action. Any Board member having a duality of interest or conflict of interest, real or perceived, on any matter shall not vote or use his/her personal influence on the matter and is prohibited from engaging in any discussion prior to a vote. The minutes of the meeting shall reflect that a disclosure was made and the abstention from discussion and voting. The conflict-of-interest policy shall be reviewed annually for the information and guidance of Board members. Any new members of the Board shall be advised of the policy upon entering the duties of his/her office. There shall be an annual submission of disclosure regarding possible conflict of interest.
- In adherence with WAC 230-07-075, conflicts exist with anyone supervising, directly or indirectly, or having decision-making authority over transactions that may result in direct or indirect financial or personal benefit to:
- (i) Their direct relatives; or
  - (ii) Persons with whom they maintain a common household; or
  - (iii) Persons with whom they have a business relationship.
- 4 - 9. Voting shall comply with the Open Meeting Act and RCW 42.30 as amended. Secret and mail ballots are prohibited. A member participating virtually (phone or other online method) may vote by virtual means and counts towards a quorum.
- 4 - 10. The Board Chair shall sign all official documents that relate to specific action taken by the Board.

#### **ARTICLE V**

##### **Authority of the Board of Directors**

- 5 - 1. It shall be the responsibility of the Board of Directors to provide policy guidance for, and exercise oversight with respect to, the development of and activities under the Local Workforce Plan and the Workforce

Innovation and Opportunity Act in partnership with the unit or units of general local government within its Workforce Development Area.

- 5 - 2. The Board is authorized to provide oversight of Council programs in accordance with procedures established by the Board. In order to carry out this paragraph, the Council shall have the access to such information concerning the operations of such programs as is necessary.
- 5 - 3. No Local Plan as required by WIOA or its superseding Act may be submitted to the Governor unless (1) the plan has been approved by the Council and by the appropriate chief elected official or officials, and (2) the plan is submitted jointly by the Council and such official or officials.
- 5 - 4. In order to carry out its purposes the Council may hire an Executive Director and solicit and accept contributions and grant funds (from any public and private sources).
- 5 - 5. The Board of Directors may delegate to the Executive Board any specific Board responsibilities.

## **ARTICLE VI**

### **Executive Committee**

- 6 - 1. The Executive Committee shall be composed of five members: The Chair, Vice-Chair, and Secretary and two at-large members, one of whom shall be designated by and representing the Consortium Committee of Local Elected Officials and act as the Chief LEO.
- 6-2-1. The Executive Committee shall have the authority to fulfill the stated responsibilities in these Bylaws. All actions of the Executive Committee shall be subject to the approval of the Board of Directors.
- 6-2-2. The Executive Committee may act in the name of the Board between Board meetings. Such action shall be reported and subject to the approval of the Board at its next regular or special meeting.
- 6-3. The Executive Committee shall designate standing and ad hoc committees and shall define each committee's membership, authority, responsibilities, and reporting requirements.
- 6-4. Special meetings of the Executive Committee may be called by the Chair or by three members of the Executive Committee.
- 6-5. A majority of the Executive Committee shall constitute a quorum for meetings.

## **ARTICLE VII**

### **Parliamentary Authority**

- 7 - 1. Roberts Rules of Order, Newly Revised, shall be the parliamentary authority which shall govern the Board of Directors in parliamentary situations that are not provided in law, these bylaws, and Special Parliamentary Rules adopted by the Board.

## **ARTICLE VIII**

### **Executive Director**

- 8 - 1. The Board of Directors acting through the Executive Committee, or any other committee duly constituted for the express purpose shall hire and retain a paid Executive Director. The Executive Director shall have authority to conduct the day to day operations of the Council, to hire, fire, discipline, set compensation for and otherwise supervise other Council staff, and to otherwise ensure that the purposes of the organization are fully and properly carried out. All actions taken by the Executive Director shall comply with the Council's personnel policies and budget. The Executive Committee has the authority to take action against the Executive Director if these policies are not followed.
- 8 - 2. The Board of Directors acting on the recommendation of the Executive Committee or any other committee duly constituted for this express purpose, may dismiss the Executive Director in accordance with the terms of the Executive Director's employment contract.
- 8 - 3. Hire and dismissal of the Executive Director shall occur only after opportunity for and careful consideration of

the advice and opinion of all interested Council staff.

## ARTICLE IX

### Amendments

9 - 1. These bylaws may be amended by a two-thirds vote of those present at a Board meeting if ten days prior written notice of proposed amendments has been given. Amendments approved by the Board are effective immediately.

9 – 2. Bylaws shall be reviewed as required by legislative changes, but no less frequently than every five years.

NORTHWEST SERVICES COUNCIL

BY:

Signed by:

*Mark Vorobik*

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Board Chair

ATTEST:

Signed by:

*Liz Vaughn*

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