

**BYLAWS
of
Heartland Works, Inc.**

Local Workforce Development Board in Kansas Local Area II

ARTICLE I

Name of Organization

The name of this organization is Heartland Works, Inc., a private non-profit Kansas corporation governed by a Board of Directors which also serves as the Local Workforce Development Board ("LWDB") for the geographic area included within the Counties of Osage, Shawnee, Douglas, Franklin, Jefferson, Jackson, Pottawatomie, Riley, Wabaunsee, Clay, Geary, Atchison, Brown, Doniphan, Marshall, Nemaha and Washington, and the City of Topeka. This area has been designated by the State of Kansas as a local workforce development area ("Local Area") as provided in the federal Workforce Innovation and Opportunity Act of 2014 ("WIOA") Public Law 113-128. Section 107 of the law describes the role and authority of a Local Workforce Development Board.

ARTICLE II

Authority

The LWDB is authorized under WIOA to oversee and manage the delivery of services funded by WIOA to customers throughout the Local Area, and as the Board of Directors of Heartland Works, Inc., is authorized under the laws of the State of Kansas to do such other things as may be permissible for a Kansas non-profit corporation. Its authority shall be exercised in conjunction with the Chief Elected Officials Board of the Local Governments of the Local Area counties listed in Article I hereof ("CEO Board"), established as provided in the Chief Elected Officials' Agreement entered into among those entities ("Agreement").

ARTICLE III

Statement of Purpose

It is the purpose of Heartland Works, Inc., to establish and oversee a community-wide network of agencies and employers for delivery of the highest-quality workforce development services to its job-seeker and employer customers, by (1) assisting youth to further their education, (2) encouraging youth and adults to engage in life-long learning, (3) preparing youth and adults for entry into and advancement within the labor force, and (4) assisting employers to find qualified workers and improve the capabilities of the workforce, and thereby to improve economic conditions for all residents and businesses within the Local Area.

ARTICLE IV

- Section 1. Administrative Office. The Local Area Administrative Office and location of Heartland Works, Inc. will be within Local Area II as may be designated from time to time by the LWDB. Heartland Works, Inc. may have other offices within the Local Area as the LWDB may designate.
- Section 2. Registered Offices. Heartland Works, Inc. shall have and continuously maintain a registered office in the State of Kansas. The location of the registered office shall be as determined from time to time by the LWDB pursuant to the applicable provisions of law.
- Section 3. Records. Heartland Works, Inc. shall keep correct and complete records of account and shall also keep minutes of all meetings or other proceedings of the LWDB and its committees made mandatory under the provisions of these bylaws or as otherwise created by the LWDB. ARTICLE V

Functions and Responsibilities

Heartland Works, Inc., through its LWDB, shall have the following responsibilities as the LWDB, in addition to any other assigned to it by the Governor or permitted to it under other laws and regulations:

- A. Develop the Local Plan required under WIOA Section 108 and any amendments thereto with broad public input as described in WIOA, and jointly with the CEO Board submit the Plan and any amendments to the Governor.
- B. Jointly with the CEO Board, negotiate and reach an agreement with the Governor's Office, the performance measures to be achieved through the local customer service delivery system.
- C. Define the duties of and designate the entity(ies) to act as One Stop Operator with the agreement of the CEO Board, and when appropriate terminate the One Stop Operator(s) for cause with appropriate notice as provided for in its contract with the One Stop Operator, the consent of the CEO Board.
- D. Identify local entities which will fulfill the WIOA definition of One Stop Partner, including any optional Partners, and enter into an appropriate agreement with each for coordinated service delivery and support of the One Stop delivery system, subject to CEO Board approval.
- E. Appoint members to a standing Youth Committee with CEO Board consent and, procure youth service contractors. With recommendations of the Youth Committee, award service delivery contracts and oversee performance of contractors.
- F. For adults and dislocated workers, identify eligible providers of services, enter into appropriate agreements with each, and oversee delivery of customer services by contractors.

- G. To the extent that available funds do not permit service to all adult applicants, develop a system for prioritizing delivery of services to those having the highest level of need using priorities designated in the WIOA.
- H. Develop a budget for the purpose of carrying out the responsibilities of the LWDB, subject to CEO Board approval; and, if the LWDB is not the WIOA grant recipient and/or fiscal agent, direct the disbursement of WIOA funds in accordance with WIOA and contractual requirements.
- I. Appointing or hiring an Executive Director and/or staff to serve the LWDB.
- J. Assisting the Governor in developing the statewide employment statistics system under the Wagner-Peyser Act.
- K. Coordinate private sector involvement activities with economic development strategies and develop employer linkages.
- L. Leading local efforts to engage with a diverse range of employers and other entities to promote business representation, to develop effective linkages with employers, to support employer utilization of the workforce development system, to ensure workforce development activities meet the needs of employers and support economic growth, and to develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers.
- M. Establish oversight and accountability structures for the wide range of government-funded workforce development programs and services.
- N. Receive any funds obtained through competitive bid, solicitation, fund raising, fees-for-service, or grant application at the discretion of the LWDB and procuring or designate service provider(s), consultants, staff, or any other means of conducting tasks relevant to the funds received. The LWDB, with approval of the CEO Board, may establish its own bank account to receive any non-federal funds.
- O. Carry out analyses of the economic conditions of the region, the needed knowledge and skills for the region, the workforce in the region, and workforce development activities (including education and training), and conducting such other research, data collection, and analysis related to the workforce needs of the regional economy as the LWDB determines to be necessary to carry out its functions.
- P. With representatives of secondary and postsecondary education programs, lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth.
- Q. Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting labor market needs, and disseminating such information.
- R. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers, and job seekers.
- S. Coordinate activities with education and training providers in the Local Area, including providers of workforce development activities, providers of adult education and literacy activities, and providers of career and technical education, including reviewing applications to provide adult education and literacy activities under WIOA Title II for

- consistency with the Local Plan, and make recommendations to the state agency to which applications are submitted.
- T. Continually assess the physical and programmatic accessibility of One Stop centers, in accordance with the Americans with Disabilities Act, and coordinate with stakeholders to enhance the provision of workforce services to individuals with disabilities.
 - U. Jointly with the CEO Board, conduct oversight and evaluation activities for the Local Area's workforce development system as a whole and of individual components thereof, to ensure continuous improvement of service quality and performance.

ARTICLE VI

Membership

- Section 1. Business. All business of Heartland Works, Inc. shall be managed by its LWDB.
- Section 2. Appointment of Members. The LWDB shall be appointed by the CEO Board as provided in the CEO Agreement and the CEO Board's Bylaws. The LWDB's membership shall be representative of the general population in the Local Area and meet all WIOA requirements. The LWDB will consist of at least nineteen (19) members but not more than twenty-five (25) members according to Section 3 of Article VI.,
- Section 3. Qualifications and Representation.
- A. A majority of the members of the LWDB shall be appointed from businesses in the Local Area with such appointees being individuals who are owners, chief executive officers, chief operating officers, human resource officers or other individuals with optimum policy making or hiring authority. Such businesses shall be representative of businesses in the Local Area providing high quality, work-relevant training and development in in-demand industry sectors or occupations in the Local Area.
 - B. A minimum of 20 percent of the LWDB members shall include representatives of the workforce in the Local Area, who shall include representatives of labor organizations who have been nominated by local labor federations, and at least one representative of a joint labor-management apprenticeship program in the Local Area who shall be a member of a labor organization or training director of the program. Additional representatives of the workforce may include representatives of organizations with demonstrated experience and expertise in addressing the employment, training, or education needs of WIOA eligible youth, including out-of-school youth.
 - C. The LWDB shall include representatives of entities administering education and training activities in the local area, who—

- 1) shall include at least one representative of eligible providers administering adult education and literacy activities under WIOA Title II; and
 - 2) shall include at least one representative of institutions of higher education providing workforce investment activities (including community colleges); and
 - 3) may include representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment.
- D. The LWDB shall include representatives of governmental and economic and community development entities serving the local area, who—
- 1) shall include a representative of economic and community development entities; and
 - 2) shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act serving the Local Area; and
 - 3) shall include an appropriate representative of the programs carried out under Title I of the Rehabilitation Act of 1973 (other than section 112 or part C) serving the Local Area; and
 - 4) may include representatives of local agencies or entities administering programs related to transportation, housing, and public assistance; and
 - 5) may include representatives of philanthropic organizations serving the Local Area.

Section 4. Nomination and Terms of Office

- A. Business members are appointed from individuals who are nominated by local business organizations and business trade associations. Other members are appointed from individuals who are nominated by interested organizations or local organizations, agencies, institutions and federations of which they belong.
- B. Members of the LWDB shall take office immediately upon their appointment to the LWDB.
- C. LWDB member terms of office shall be appointed for fixed and staggered terms for three (3) years and shall serve until their successors are duly appointed and commence their terms of office and such three-year terms shall be allocated amongst members so approximately one-third (1/3) therefore expire each year. Any vacancy in a term or terms of members shall be filled in the same manner as the original appointments. The Executive Committee of the LWDB may also make recommendations to the CEO Board as to members nominated for appointment to the LWDB or as to those members seeking reappointment at the

expiration of their term. Vacancies created by the LWDB's expansion in its membership shall be filled by the CEO Board as provided in Section 3 of this Article.

- D. Any member whose term has expired, and who is willing to continue to serve as a member of the LWDB may seek reappointment at the expiration of their term which requires re-nomination. A LWDB member may be appointed to successive terms without limitation, and shall serve until a successor is appointed.
- E. Except as otherwise required to comply with the Workforce Innovation and Opportunity Act, members of the LWDB shall reside within the boundaries or limits of the 17 Local Area II counties of Kansas, or their office or primary place of employment must be located within the boundaries or limits of the 17 Local Area II counties of Kansas.

Section 5. Removal of Members. If for any reason a LWDB member no longer represents the category for which (s)he was originally appointed, that person shall be automatically removed from LWDB membership. Any member who misses three (3) unexcused meetings in a row annually will be subject to the LWDB Chair's recommendation for replacement, to be acted upon by the CEO Board. As used herein, "absent" means both not physically present and not represented by a proxy holder as provided below. A LWDB member also may be recommended to the CEO Board for removal for reasons other than attendance, but only by a two-thirds (2/3) vote of a quorum of the LWDB at a properly-noticed meeting at which the member to be removed is given an opportunity to be heard with respect to the reasons for the proposed removal. An exception may be made when the absences were for good cause and the affected member requests retention, in writing of, and receives approval from, the Executive Committee.

Section 6. Resignation of Members. Any member may resign from the LWDB by delivering a written resignation to the LWDB Chair or Secretary.

Section 7. Rights of Members. Each LWDB Member present at any meeting shall be entitled to cast one (1) vote on each matter coming before such meeting for decision. The right of a member to vote and his or her rights, title and interest in or to Heartland Works, Inc. shall cease on the termination of his or her capacity as a Member of the LWDB (termination being the replacement of such member by new member nomination and appointment).

Section 8. Compensation. LWDB members shall not receive any salary, wages or other compensation for their service as LWDB members, Officers or committee members,

but may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties subject to the availability of funds. Reimbursement will be offered for LWDB and committee members' actual expenses only, and only in amounts allowed by applicable Federal and State law. Reimbursement other than for expenses incurred to attend LWDB meetings, related training or a LWDB-approved conference shall require prior approval.

Section 9. Representation By Proxy. Any LWDB member may send a proxy to attend LWDB meetings in his or her absence for the sole purpose of gathering information. Proxies do not count toward quorum requirements.

ARTICLE VII

Officers

Section 1. Elected Officers. The officers of the LWDB shall consist of a Chair, a Vice-Chair and a Secretary. The Chair must be a member who was appointed to the LWDB as a business representative. In the order of succession, the officers may assume the duties and/or responsibilities of the Chair during an absence, if so designated by the Chair, but only on a temporary basis.

Section 2. Duties and Powers of the Chair. The Chair shall be a non-voting member except to break a tie vote. The Chair shall have authority to call meetings, both regular and special; establish committees and appoint Directors and others such as committee members; appoint committee chairpersons; and otherwise to act as the presiding officer of the corporation. In general, the Chair shall supervise and direct all of the business and affairs of the LWDB. The Chair shall preside over all meetings of the LWDB and perform other duties as may be directed by the LWDB. The Chair may attend all regularly scheduled meetings of the CEO Board.

Section 3. Duties and Powers of the Vice Chair. The Vice Chair shall, in the absence of the Chair or should the Chair refuse to act, preside at LWDB meetings and perform such additional duties as are required of the Chair.

Section 4. Duties and Powers of the Secretary. The Secretary shall be responsible to issue meeting notifications to all LWDB members and the public as may be required by law; keep minutes of all LWDB meetings and all official proceedings of the LWDB. The Secretary serves as the custodian of the records of the LWDB and maintains corporate records. The Secretary also shall preside at LWDB meetings and perform such additional duties as are required of the Chair in the Chair's and Vice-Chair's absence or inability to act.

Section 5. Term of Office. Each Officer shall serve a term of one (1) year, commencing upon election at the Annual LWDB meeting held in June of each year. Any Officer may

serve successive terms without limitation. The LWDB shall fill any vacancy caused by an Officer's resignation or removal, by electing another LWD member for the balance of the term of office. An Officer may be removed from office only by vote of a majority of the entire LWDB's then-current membership at a properly-noticed meeting, with or without cause being stated.

ARTICLE VIII

Committees

Section 1. The Chair may on occasion, establish interim and/or standing committees of the Board of the LWDB, to assist in carrying out the corporation's responsibilities. Members of each committee will be selected by the Chair from among LWDB members, giving consideration to a balanced representation of the LWDB as a whole, and may also include non-LWDB members at the Chair's discretion; provided every committee shall be comprised of a majority of LWDB members. The Chair shall also select each committee chair from among the committee's LWDB members, which chair shall be empowered to call and preside over meetings of the committee. The establishment of any such committee, its purposes and its membership and chair shall be promptly reported by the Chair to the entire LWDB. Except as provided below for the Executive Committee, LWDB committees shall not be empowered to act in lieu of the LWDB, but shall serve only in an advisory capacity and shall formulate recommendations for the consideration of the entire LWDB. However, committees may take public positions on behalf of the LWDB in matters concerning support or nonsupport of grant applications. All Committee Meetings shall be publicly announced in advance in compliance with applicable laws; and, excepting only sessions which are properly closed as provided by law, shall be open and accessible to the public.

Section 2. Executive Committee. The LWDB's Executive Committee shall consist of the LWDB Chair, Vice-Chair and Secretary and the CEO Board Chair. The LWDB Chair shall call meetings of the Executive Committee by giving notice thereof to the entire LWDB, and the LWDB Chair shall preside at each meeting. The Executive Committee shall be empowered to act on behalf of the entire LWDB only in emergency situations when action by the LWDB at a properly-noticed meeting is not feasible or as delegated by an approved motion from the LWDB; and any such Executive Committee action shall be promptly reported in writing to the entire LWDB. Such emergency situation action by the Executive Committee shall be by unanimous vote of all four members of the Executive Committee.

The Executive Committee shall be responsible for tasking and evaluating Heartland Works, Inc. Executive Director, tasking the committees of the LWDB, and setting the agenda for LWDB meetings. The Executive Committee shall also undertake the transactional business of the LWDB as specifically delegated to it by the LWDB.

Such transactional business may include approval of contracts, budgets, and operational policies, communications with the CEO Board, and other matters related to the operations of the corporation and administration of WIOA. The Executive Committee's responsibilities shall also include tasks as may be assigned to it by the Chair of the LWDB.

ARTICLE IX

Meetings

- Section 1. Regular Meetings. Regular Meetings of the LWDB shall occur according to the schedule approved by the LWDB at its Annual Meeting in June of each year; subject to adjustment by the Chair. Regular Meetings shall be publicly announced in advance in compliance with applicable laws; and, excepting only sessions which are properly closed as provided by law, shall be open and accessible to the public. Notice of Regular Meetings will be communicated to the public and all LWDB members at least five (5) days prior to the day named for the meeting, , as it may be amended from time to time, and agenda materials shall be provided sufficiently in advance to permit LWDB members' review and consideration before each meeting.
- Section 2. Special Meetings. Special Meetings of the LWDB may be called by the LWDB Chair when requested by a majority of the members of the Executive Committee with notice to the full LWDB at least two (2) working days prior to the Special Meeting, stating the date, time, and location, and including an agenda stating the purpose of the meeting. Each such notice shall comply with the State of Kansas open meetings law and may include notice via U.S. Mail, fax and/or electronic mail. At any Special Meeting, no business other than that stated in the agenda shall be transacted. Special Meetings shall be open and accessible to the public, excepting only sessions which are properly closed as provided by law.
- Section 3. Quorum; Voting. A quorum of the LWDB for any meeting, whether Regular or Special, shall be a majority of the then-current membership roster of the LWDB, not including any authorized LWDB position which is then vacant. Each action of the LWDB shall require the affirmative vote of a majority of a quorum, unless a greater number of votes is required elsewhere in these Bylaws or by law. If a quorum is established at a meeting, the Board may continue to conduct its business even after loss of quorum if each action taken is approved by that number of votes which equals at least a majority of a quorum or a super majority, as the case may be. LWDB action shall be taken by show of hands or spoken affirmation; no action shall be taken by secret ballot. The LWDB may exercise an option for both Regular or Special meetings to conduct the meeting using a telephone conference call originating at a location where the meeting will be open to the public and can be heard by all attendees, whether they are "attending" the meeting via conference call or in person.

Section 4. Meeting Procedure. All LWDB meetings shall be conducted in accordance with, and shall be governed by, *Roberts Rules of Order, Latest Revision*, insofar as they are not inconsistent with these Bylaws or other applicable laws. Minutes of the proceedings for each meeting will be recorded by the Secretary or an Assistant Secretary, and shall be maintained in permanent files in the Heartland Works, Inc., Administrative Office. A summary of the recorded Minutes will be prepared and distributed to each LWDB member prior to the next scheduled meeting, for adoption at the meeting. The record of proceedings of each LWDB and committee meeting also shall be made available to the public upon request to the Chair, excepting only meetings which are properly closed as provided by law.

Section 5. Conflicts of Interest. No LWDB member shall 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 organization which such member directly represents, or on any matter which would financially benefit such member or any organization such member represents, or a member of his or her immediate family, or any other party or entity restricted and or prohibited by the Act and regulations.. In the event any such member fails to disqualify himself or herself from voting on such an issue, the Chair shall disqualify any such member whom the Chair reasonably believes to have a conflict of interest as defined herein. Any vote, including abstentions, on any issue which includes a conflict, or potential conflict of interest for a member shall be recorded in the minutes of that meeting.

Section 6. Adjournment. If a quorum shall not be present at any meeting of the LWDB, or a committee, a majority of the members present shall have power to adjourn the meeting without notice other than the announcement at the meeting of adjournment with specification of the adjourned meeting date and time.

ARTICLE X

Amendment of Bylaws

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the LWDB only (1) by a two-thirds (2/3) vote of a quorum at any properly-called LWDB meeting, or (2) upon written request by two-thirds (2/3) of the then-current LWDB membership to the Chair; provided the proposed amendment or change has first been given to each LWDB member, in writing, 14 days prior to a properly noticed meeting and further provided the amendment is not in conflict with any applicable Federal or State laws and regulations.

ARTICLE XI

General Provisions

Section 1. Program Year. The program year of the LWDB shall begin on the first day of July of each year and end on the last day of June each year.

CERTIFICATION:

These Bylaws and any amendments thereto shall become effective immediately upon adoption by the Heartland Works, Inc. Local Workforce Development Board of Directors, and shall remain in continuous effect from that date until otherwise amended.

Bylaws original date 09-21-83.

First revision of the bylaws 01-86.

Second revision adopted 03-20-97.

Third revision adopted 06-19-97

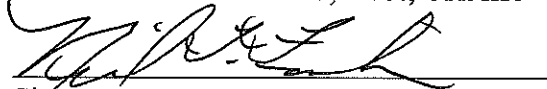
Fourth revision adopted 06-18-98

Fifth revision adopted 09-17-98

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Seventh revision adopted 02/03/2016

HEARTLAND WORKS, INC., CHAIR


Signature

Neil Ficher
Printed Name