

**BYLAWS
OF THE
NATIONAL ASSOCIATION OF WORKFORCE BOARDS**

Preamble

Within the meaning of Section 501(c)(3) of the Internal Revenue Code, the National Association of Workforce Boards (NAWB) has been organized as an association of persons and/or organizations having a common interest, and shall operate solely as a not-for-profit, membership services organization whose purpose is to promote the common interest of its members.

NAWB's mission is to support its members through a comprehensive program of advocacy, training and technical assistance, communication, and the promotion of strategic partnerships for the advancement of our nation's workforce.

As a 501(c)(3) corporation, no substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation to such extent as would result in a loss of exemption under 501(c)(3) of the Internal Revenue Code. NAWB shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article I
Membership

A. Qualifications

1. Voting Members. The membership of this Corporation shall consist of: (i) Local Workforce Investment Boards established pursuant to Title 29 U.S.C. § 2832 as amended; (ii) State Workforce Investment Boards established pursuant to title 29 U.S.C. § 2821 as amended or may be amended; **or** (iii) such successor organizations as may be established from time to time under federal or state statute to carry out workforce development activities on a local and state level and (iv) representatives of business or business associations/organizations that support and will further the mission of NAWB; and who have submitted their payment of dues as specified by the Board of Directors . All such members shall be Voting Members of this Corporation.
2. Non-Voting Members. The Voting Members may authorize such other class or classes of non-voting members as they may deem appropriate, and from time to time may determine or change the rights, privileges or duties of and the terms or procedures for admission to such other class or classes of membership. However, the Voting Members may not confer on any such class of members the right to vote in the Corporation. The right to vote is limited solely to Voting Members.

- B. Termination. Any member may, by the notice in writing to the Board of Directors of The Corporation, resign from membership. Upon termination of membership for any cause, such fact shall be recorded in the membership records.

- C. Representation of Voting Members. The Chair of the Board of Directors of each member shall carry out the membership responsibilities, including when appropriate the right to vote on behalf of said member, to appoint proxies, and to execute written consents, waivers and releases. The Chair may designate any board member or executive director of the member organization to carry out membership responsibilities by filing the names of the designated representative with the Secretary or Assistant Secretary of the Corporation. In the absence of a designation by a member of an individual representative (or if the individual representative ceases to be affiliated with the member) any officer or executive director of the member shall be conclusively deemed to have authority to carry out the membership responsibilities of the member.
- D. Suspension and Expulsion of Members. Any member of this Corporation may be suspended or expelled by the Board of Directors for cause.

Article II
Meetings of Members

- A. Annual Meetings. The annual meeting of the members of the Corporation shall be held each fiscal year at such time and place as the Board of Directors may from time to time determine.
- B. Special Meetings. Special meetings of the members may be called by the Chair of the Board, or in the case of his or her absence, death or disability, the Vice Chair authorized to exercise the authority of the Chair of the Board, or the Board of Directors by a two-thirds majority action at a meeting,
- C. Notice of Meetings of Members. Notice of all meetings of members entitled to vote shall be given not fewer than ten (10) days nor more than fifty (50) days before the date of such meeting. All such notices shall state the time, place and purposes of the meeting. The Board of Directors may provide for additional notice by other means should it be deemed advisable.
- D. Voting. Each Voting Member shall be entitled to one vote, in person or by proxy executed in writing, on each matter properly submitted to the Voting Members for their vote, consent, waiver, release or other action. Proxies may be filed with the Secretary or Assistant Secretary of the Corporation at any time prior to the commencement of any vote.
- E. Quorum. Twenty-five (25) percent of the Voting Members of the Corporation, as of the date of the meeting notice, including designees and those member representative designees having filed proxy documents with the Secretary of the Corporation as noted in Section D above, must be present to constitute a quorum for the transaction of business at any annual or special meeting.

Article III
Board of Directors

- A. Number and Qualifications. The number of elected Directors shall not be less than twelve (12) nor more than eighteen (18). Said Directors shall be and remain representatives of Voting Members and a majority of said Directors shall represent private business interests. The A minimum of two thirds of the elected Directors shall be members of Local Workforce Investment Boards or such successor organizations as defined in Article I, Section AI. However, if said Directors cease to be representatives of a Voting Member, then the Chair (or Vice Chair, if appropriate) may, at his/her discretion, continue the service of such Directors until the next annual meeting of the Corporation. The elected Directors within the foregoing limits, which with the addition of those Directors provided for in the subsequent paragraph and in Section F of this Article, shall constitute the Board of Directors.

In addition to the above, the Chair of the National Association of State Workforce Board Chairs or its successor organization, the immediate past Chair of this Association and the Special Purpose members shall serve as voting members of the Board, notwithstanding provisions as contained in Section E.

- B. State Participation. The elected Directors of the Board shall not include more than three (3) members from any state. In addition, there shall not be more than one (1) representative per local workforce investment board to concurrently sit on the NAWB Board of Directors.
- C. Election of Directors. The Directors shall be elected at each annual meeting of members, but when the annual meeting is not held or Directors are not elected thereat, they may be elected at a special meeting called and held for that purpose. Such election shall be by ballot whenever requested by any member entitled to vote at such election; but, unless such request is made, the election may be conducted in any manner approved at such meeting. At each meeting of members for the election of Directors, the persons receiving the greatest number of votes in each class as defined in Section D shall be Directors.
1. Nominations for all elected director positions must be submitted to the Board's Governance Committee (see Article IV, Section B1) no later than sixty (60) days prior to the annual meeting of the membership, or the special meeting called for the purpose of holding elections.
 2. The Governance Committee shall review all nominations and prepare a slate of candidates for consideration by the membership. The Governance Committee is under no obligation to submit all or any of the nominations as part of the slate to the membership.
 3. By a majority of the members present at the annual or special meeting, a candidate who has already been nominated through the process described in

Section C1 above can be brought forward from the floor and added to the slate for consideration by the membership.

- D. Terms of Service. Elected Directors shall be limited to three (3) consecutive three (3) year terms of service on the Board of Directors. A Director elected by Section I below to fill an unexpired term in one of the three (3) classes as noted in Section C above shall be eligible to stand for three (3) additional consecutive three (3) year terms. The Governance Committee will review all nominations for consecutive terms of Directors, following the process set out in Section C1-3 above. The recommendation of the Governance Committee on nominations for returning board members will be based on attendance, participation, and adherence to the Code of Ethics and the Board Policy Manual. The Chair shall be exempt from the limitations set forth in this paragraph during his/her term as Chair.
- E. Special Purpose Members. In addition to the Directors referred to in Sections A through D of this Article III and notwithstanding the maximum limitations and qualifications contained therein, the Chair of the Board of Directors may appoint, with the approval of the Board of Directors, up to six (6) additional Directors to serve the interests of the corporation; of these six (6), no more than two (2) may be Executive Directors of local workforce investment boards, and no more than one (1) may represent each of organized labor, economic development, and higher education. The terms of all said appointed Directors shall not exceed one (1) year. All said appointed Directors shall not serve more than two (2) consecutive appointed terms.
- F. Powers and Duties of the Board of Directors.
1. Except as otherwise provided in the Articles of Incorporation or in these Bylaws, all the powers, duties and functions of the Corporation conferred by the Articles of Incorporation, these Bylaws, statutes, common law, court decisions or otherwise shall be exercised, performed or controlled by the Board of Directors.
 2. The Board of Directors shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Board of Directors to carry out the aims and purposes of this Corporation, and, to this end, to manage and control all of its property or assets. Each member of the Board of Directors shall serve in a fiduciary capacity.
 3. The Board of Directors is authorized to employ such persons, including executive officers, attorneys, agents and assistants, as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.
 4. The Board of Directors may adopt bylaws for its proceedings and the administration of the Corporation not inconsistent with the Articles of Incorporation and the Bylaws of the Corporation.
- G. Compensation. No Director shall be entitled to or shall receive any compensation for attendance at meetings of the Board of Directors or for services rendered as a Director

except as may be authorized by the Board of Directors. Nothing herein shall be construed to preclude a Director from being reimbursed for reasonable expenses incurred for the Corporation or from serving the Corporation in any other capacity and receiving compensation therefore.

- H. Vacancies. Vacancies by death, resignation, refusal to serve or otherwise shall be filled for the unexpired term by a majority vote of the Directors. If the members elect fewer Directors than the number authorized, such vacancies may subsequently be filled by a majority vote of the Directors then serving, although less than a quorum, said Director or Directors to hold office until the annual meeting of members next following his or her election and until his or her successor is elected and qualified.
- I. Tender of Resignation. Failure without excuse acceptable to the Board of Directors to attend three (3) consecutive regularly scheduled meetings of the Board of Directors shall operate as a tender of resignation; such resignation shall be effective when accepted by the Board of Directors.
- J. Termination. By two-thirds (2/3) majority vote of the board, any director may be removed as a director for actions in conflict with the Code of Ethics or for such actions as to cause material harm to the Corporation and its mission.
- K. Meetings.

1. An annual meeting of the Board of Directors for the election of officers and the transaction of such business as may properly come before the meeting shall be held immediately following the annual meeting of members. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may, by resolution or bylaws, fix, or at such time and place as may be fixed by the Chair of the Board. Special meetings of the Board of Directors may be called by the Chair of the Board or shall be called by him or her upon the written request of a majority of the Board of Directors.

2. A quorum of the Board of Directors shall consist of not less than one-third of the number of Directors in office. The act of a majority of the Directors present shall be the act of the Board of Directors unless the act of a greater number is required by the District of Columbia Nonprofit Corporation Act or by the Articles of Incorporation or these Bylaws.

3. Notice of all meetings of the Board of Directors, except as herein otherwise provide, shall be given at least ten (10) days before the meeting, but such notice may be waived by any Director. At any meeting at which every Director shall be present, even though without any notice or waiver therefore, any business may be transacted. Presence at any meeting shall constitute a waiver of the notice for that meeting.

4. Meetings of the Board of Directors may be held through any communications equipment if all persons participating can hear each other and participation in such meeting shall constitute presence at that meeting.

5. All meetings of the Board of Directors shall be conducted in accordance with the latest edition of *Robert's Rules of Order* unless superseded by these Bylaws or a motion of the Board of Directors.

L. Code of Ethics.

1. Each member of the Board of Directors, whether elected or appointed, and each Officer of the corporation, will maintain the confidential nature of the board and therefore avoid acting as spokesperson for the entire board unless specifically authorized to do so. Each Director may uphold personal convictions in which controversial issues can be presented fairly while the dignity of each individual is maintained. Each Director and Officer will support the majority decision of the board by working with board members, officers and staff in a spirit of teamwork and cooperation.

2. Each Director recognizes the board's delegation of authority to the Chief Executive Officer, and therefore works toward confining board actions to policy determination, planning, fiscal planning and oversight, and performance evaluation of the Chief Executive Officer.

3. Board members and Officers shall respect the professional and personal dignity of the staff and shall not engage in inappropriate behavior (bias based on race, religion, sex, age, national origin, or disability) with the staff. Allegations shall be brought to the Chair who will appoint a fact-finding panel of three (3) Board members who will recommend appropriate action to the Executive Committee. Appeals shall be made to the entire Board.

4. Board members commit themselves to ethical, responsible, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members or representing NAWB.

5. Each Director is responsible for disclosing any actual or apparent conflict of interest relating to a specific policy or action that is being discussed. The board's minutes will record this disclosure. The Director will thereafter not participate in further discussion of the topic, unless specifically asked by the chair of the meeting, and the Director will not vote on the matter under consideration.

6. The interests of all people served by NAWB are to be served by Directors, Officers and staff, not favoring personal or special interests inside or outside the organization. Directors and Officers cannot benefit directly or indirectly from any contracts or services provided to NAWB or by NAWB, unless the potential benefit is fully disclosed and the member abstains from voting. Failure to do so may result in termination from the Board.

7. To accomplish the goals and objectives of NAWB, each Director and Officer will attend meetings regularly, keep informed on job training and related issues, and be

responsive to meeting new challenges in a changing environment. The need for a strong, active board requires that a Director who is unable to fulfill his/her responsibility will resign from the board.

Article IV Committees

- A. Executive Committee. The Executive Committee of the Board of Directors shall be composed of the elected officers and the immediate past chair of the Board of Directors. Members of the Executive Committee shall be members of the Board of Directors. The act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee. Except for the power to fill vacancies in the Board of Directors and as may otherwise be provided herein or by the Board, such Committee shall, during the intervals between the meetings of the Board of Directors, possess and may exercise all of the powers of the Board of Directors in the management of the affairs of the Corporation, including authority over the investment policies with respect to the property of the Corporation, and such other duties and authority as may be delegated to it by the Board of Directors. A majority of the members of the Executive Committee present at any meeting shall constitute a quorum. The Executive Committee shall keep full records and accounts of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in the Executive Committee shall be filled in the manner of the original appointment.
- B. Standing Committees. There shall be standing committees of Governance, Finance & Audit, and Advocacy. Each committee shall consist of at least three (3) members of the Board of Directors appointed by the Chair of the Board of Directors and shall serve for a term of one year or until their successors are duly appointed.
1. The Governance Committee shall oversee By-law creation, revision, and implementation. It will also develop procedures to obtain the names of qualified persons for nomination to the Board of Directors. At any meeting of the members or Board of Directors at which any officer or positions on the Board of Directors are to be filled, it shall present a nomination for each such position; except that for each region as discussed in Article III Section B. above, which does not have participation by an elected Director and from which the committee is unable to present a nomination, the committee shall report a vacancy instead of a nomination.
 2. The Finance & Audit Committee shall oversee the financial systems, policies and practices of the Corporation, including the development of annual budgets and adherence thereto. The committee shall review resource development activities, and make recommendations on actions and strategies to the Board. The committee shall oversee the audit process and report audit results to the Board.

3. The Advocacy Committee shall oversee development of the Corporation's positions on legislation, regulations, appropriations, and other issues of relevance to the Corporation's mission, and shall develop appropriate and necessary strategies for conveying such positions to key stakeholders at the federal, state, regional, and local levels.

- C. Other Board Committees. The Chair of the Board of Directors may provide for such other special committees as he or she deems desirable and discontinue the same at his or her pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be delegated to it by the Board of Directors. Vacancies in such other committees shall be filled by the Chair of the Board of Directors.

Article V

Officers

- A. The officers of this Corporation shall be a Chair and a Vice Chair who shall be private sector members of a Workforce Investment Board, and a Secretary; and a Treasurer; all who shall be Directors of the Corporation. Said officers shall be chosen by the Board of Directors by a majority vote. The officers shall hold office during the pleasure of the Board of Directors, and, unless sooner removed by the Board of Directors, until the annual meeting of the Board of Directors next following the election of such officers, and until their successors are elected and qualified, except that the Chair shall serve a term of two years, Article III, Section E notwithstanding. The Corporation shall also have a Chief Executive Officer who shall be chosen by the Board of Directors by a majority vote. The Chief Executive Officer shall hold office during the pleasure of the Board of Directors. The Chief Executive Officer shall serve as the Chief Administrative Officer for the corporation and shall have such authority and shall perform such duties as are delegated him or her by the Board of Directors, which shall include but not be limited to the authority to execute legal documents on behalf of the Corporation.
- B. The officers of this Corporation shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other and further duties as may from time to time be required of them by the Board of Directors or the Chair of the Board.
- C. A Director must give a thirty (30) day written notice to the Governance Committee prior to the Board of Director's Officer Elections to submit an intention to run for an office on the NAWB Board of Directors.

Article VI

Indemnification and Insurance

- A. Authorization.
1. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation, against expenses, including attorneys' fees (and in the case of actions other than those

by or in the right of the Corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit or proceeding by reason of the fact that such person is or was a Director or officer of the Corporation, the Corporation shall determine or cause to be determined whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct under the laws of the District of Columbia and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

2. Expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in Paragraph A of the Article VI, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Director in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in the Article VI.

3. The indemnification provided by this Paragraph A shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles or any agreement, vote of members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

- B. Insurance. The Corporation, to the extent permitted by the laws of the District of Columbia, must purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation.

Article VII Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at its registered office or principal office in the District of Columbia or otherwise make available membership records giving the names and addresses of members entitled to vote and dates of admission to membership. Any books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. All relevant books and records of the corporation may be inspected by any member having voting rights, or his or her agent or attorney, at his or her expense, for any proper purpose at any reasonable time

Article VIII Corporate Seal

The Board of Directors may provide a seal for the Corporation, which shall be in the charge of the Secretary or such other officer as the Board of Directors may from time to time direct, and shall be affixed to such documents as may require the corporate seal.

Article IX
Fiscal Year

The fiscal year of the Corporation shall be the twelve-month period ending on the last day of June, or such other period as may be designated by the Board of Directors.

Article X
Action Without A Meeting

Any action required by the District of Columbia Nonprofit Corporation Act to be taken at a meeting of the members or Directors of this Corporation, or any action which may be taken at a meeting of the members, Directors or any Board committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all of the Directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

Article XI
Dissolution

Upon the dissolution of the organization, all assets of the organization shall be transferred to another 501(c)(3) organization, which if possible shall be involved in workforce issues; but nevertheless, to another qualified 501(c)(3) organization or to a public entity if no 501(c)(3) organization is available.

Article XII
Amendments

These Bylaws may be altered, amended or repealed by a majority vote of all of the Directors of the Corporation or by a majority vote of all of the members of the corporation or by unanimous written action of the Directors or members with the exception that any amendment to Article XI shall require a unanimous vote of the then existing Board members.

Amended by a majority vote of the Board of Directors - November 12, 2006
Amended by a majority vote of the Board of Directors - June 27, 2009