

Mission...

Western Wisconsin WDB is a collaborative, interactive and coordinated network of training resources and support services that is providing and retaining a well skilled labor force for employers in western Wisconsin.

Vision...

To provide a comprehensive and integrated and customer driven and results-oriented system for workforce development that responds to the needs of the employers, job seekers, incumbent workers and youth.

Western Wisconsin



WDB Full Board Meeting

Monday February 20, 2017

3:00pm-5:00pm

Call in: 712-775-7031

Meeting ID: 651-305-857

RSVP your attendance to Julie Mitchell

mitchellj@westernwdb.org

608-789-4584

COMMITTEE MEMBERS

- | | |
|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| <input type="checkbox"/> Jodi Roesler, Past Chair
Dairyland Power Cooperative | <input type="checkbox"/> Becky Grapes
Badger Corrugating |
| <input type="checkbox"/> James Hill, Vice-Chair
LADCO | <input type="checkbox"/> Amy Grotzke
Division of Vocational Rehabilitation |
| <input type="checkbox"/> Pete Eide, Sec./Treasurer
Hillview Health Care Center | <input type="checkbox"/> Ellen Parker
Western Wisconsin AFL-CIO |
| <input type="checkbox"/> Marina Abbott
Manpower | <input type="checkbox"/> Jessica Subach
Courtesy Corporation |
| <input type="checkbox"/> Judy Berg
Berg Enterprises | <input type="checkbox"/> Grace Jones
Couleecap, Inc. |
| <input type="checkbox"/> Greg Erickson
Plumbers & Steamfitters Local 434 | <input type="checkbox"/> Heather Trimborn
Gundersen Health System |
| <input type="checkbox"/> Patti Balacek
Western Technical College | <input type="checkbox"/> Kathleen Olson
Job Service |
| <input type="checkbox"/> Patrick Rodriguez
Regional Council of Carpenters | <input type="checkbox"/> Dave Schams
Schams Financial Services |
| <input type="checkbox"/> Greg Flogstad
MRRPC | <input type="checkbox"/> Vicki Proudlock
Unemployment Insurance |
| <input type="checkbox"/> Mark Glendenning, Chair
Inland | <input type="checkbox"/> Tammy Brown
LHI |

MEETING AGENDA

Monday, February 20, 2017

Full Board Meeting - 3:00 to 5:00 p.m.

Agenda Item	Page(s)	Action
I. CONSENT ITEMS		
A Call to Order		
B. Announcements and Introductions		
II. ORDER OF BUSINESS		
A. WDB Acceptance of Consent Agendas as General Procedure		X
<i>Need a motion to approve the use of Consent Agendas</i>		
B. Presentation and Acceptance of Consent Agenda Items		X
1. Draft Consent Agenda Policy	Pgs. 1-2	
2. Meeting Minutes December 19, 2016	Pgs. 3-7	
3. Financials	Pg. 8	
4. Audit	Separate	
5. Program Provider Reports	Pgs. 9-11	
6. Executive Committee Report(s) / Minutes	Pgs. 12-17	
7. Oversight Committee Report / Minutes	Pgs. 18-19	
<i>Chair will ask Board Members to identify Consent Agenda Items that require further discussion prior to a motion to approve consent items.</i>		
C. Acceptance of Consent Agenda Items as presented or with amendment.		
<i>Need a motion to approve all Consent Items that do not require further discussion.</i>		
D. Discussion of Consent Agenda Items as identified in II.B above, if applicable.		
<i>After discussion has taken place, need a motion to approve the called out</i>		
E. Workforce Development		
1. Local, Regional, State and National Announcements		
<i>Provided by Chair, Board Members, WDB staff or public</i>		
F. By-Law Revision Review, Discussion, and Action	Pgs. 20-30	X
G. Committee Structure Review, Discussion, and Action	Pg. 31	X
H. RFP Discussion - Seeking input into Adult/Dislocated Worker and One Stop Operator RFPs		
Potential bidders may want to excuse themselves to avoid the appearance of a conflict of interest		
I. Update from Chair – Staffing		
III. CONCLUSION		
A. Unfinished Business		
B. New Business		
IV. ADJOURN		

Consent Agenda Policy

I. Purpose

- To ensure the efficiency and effectiveness of board meetings.
- To provide an efficient process for approval of regular or routine issues that come before the board, or matters where no debate is anticipated.

II. Policy

A. *Content of Agenda*

- The agenda for board meetings will distinguish between the following types of matters:
 - Decision
 - Discussion
- Only decision items will require a motion, seconder and a vote.
- Items requiring a decision that are expected to require no discussion or debate may, at the Chair's option, be placed on the agenda under the heading "Consent Agenda".
- Materials and motions proposed to be dealt with under the consent agenda portion of the agenda shall be clearly identified as falling under the consent agenda in the meeting packages. Board members should review the consent agenda items prior to the meeting on the expectation that no discussion will take place during the board meeting.
- Committee reports shall be part of the consent agenda. However, some items of higher importance that were part of committee recommendations, such as those regarding board structure, policies, budgets, and/or contractual activities may be assigned an agenda item separately from the consent agenda. In this instance, the approval of the consent agenda only includes the reports and items not assigned to a separate agenda item.

B. *Approval of Agenda*

- The agenda will be approved by the board at the beginning of each meeting.
- Items may be moved out of the consent agenda section at the request of any member of the board prior to approval of the agenda. No motion or vote of the board is required with respect to a request to move an item out of the consent agenda.
- When a member of the board requests that an item be moved out of the consent agenda section, the Chair shall decide where to place that item on the agenda.
- When only one item in a committee report does not qualify as a consent agenda item or is requested to be moved, that item shall be moved out of the consent agenda and the rest of the items in the report shall remain in the consent agenda.
- Approval of the consent agenda by the board constitutes approval of each of the items listed under the consent agenda portion of the meeting, unless otherwise noted in this policy.

Consent Agenda Policy

C. Minutes

- Minutes of the meeting will include the full text of resolutions adopted under the consent agenda portion of the meeting.

D. Amendment

- This policy may be amended by the board.

Approval Date: February 20, 2017 (draft)

Last Review Date:

DRAFT

Board Chair: Janine Luz
Minute Scribe: Julie Mitchell
Meeting Attendance: page 5

I. CONSENT ITEMS

A. Call to Order

The meeting was called to order by Chair Luz at 3:05 p.m. A quorum was present

B. Introductions

Round robin introductions were made.

II. ORDER OF BUSINESS

A. Meeting Minutes of October 17, 2016.

Motion made (Hill/Balacek) to approve October 17, 2016 meeting minutes as presented.
Motion carried unanimously.

B. Workforce Development

1. Local, Regional, State, and National Announcements

Mr. Flogstad announced that the Mississippi River Regional Planning Commission will be completing a 5-Year Comprehensive Economic Development Strategy Report (CEDS). There will be a public hearing for comments on the report at the Best Western AmericInn after the first of the year. The report covers the western region with the exception of Juneau County and with the addition of Pierce and Pepin Counties.

Ms. Olson announced that WIOA Service Providers and Program Administrators were still waiting for guidance from DOL and DWD on performance measures and joint rules.

C. Presentations

Liz Beard, United Way, gave a powerpoint presentation about the ALICE (asset-limited, income-constrained, employed) Report. She gave an overview of Wisconsin and the western region, indicating the region received a poor rating for affordable housing, a fair rating for job opportunities, and a good rating for community resources.

D. Manager's Report

1. Financials – No discussion on the financials that were included in the packet as the Executive Committee already approved them.

2. Board Membership Update – Ms. Sullivan announced that Dan Braund resigned his Board position and his position will need to be filled for the remainder of his term.

3. INSPIRE Update –Ms. Sullivan reported that the WDB, 7 Rivers Alliance, WEDC, Black River Falls Chamber of Commerce and the School District will be piloting the implementation of INSPIRE. The Youth Council and Executive Committee approved the use of \$2500 of WIOA Youth funds to be used to help support the pilot implementation. Round 2 will include an expansion to other areas as well as deployment in the Job Centers. INSPIRE will have applications that will appeal to both students and job seekers.

4. **New Initiatives**– No discussion.
5. **Budget** – Ms. Sullivan explained the budget presented as a handout and sent out separately to Board members. The budget was similar to the one previously presented, with the addition of the WAGE\$ grant and Chief LEO trip to NACO. Ms. Sullivan explained again how allocations are based on staff time spent in each program and will fluctuate month to month.

Motion made (Glendenning/Eide) to accept the Budget as presented which includes the WAGE\$ grant and the NACO expenses. Motion carried unanimously.

E. Program Activities

1. **PY15 Monitoring Report Update**- Ms. Mitchell reported that an extension has been granted to service providers to produce documentation and reimburse any disallowed costs. All transactions must be submitted by December 30, 2016.
2. **WAGE\$ Grant Update** – Ms. Mitchell reported that she met with the Bureau of Apprenticeship Standards Apprenticeship Training Representative (ATR) Kathy O’Sullivan regarding developing an outreach plan and plan for development of pre-apprenticeship training. The plan is to integrate the pre-apprenticeship training into other programs to prepare individuals for entry into registered apprenticeship. Ms. Mitchell will be meeting with Business Services Coordinator Lizz Boecker to articulate the plan as it applies to the manufacturing industry.
3. **PY16 Continuous Improvement Plan** – Ms. Mitchell gave an overview of the changes to the Plan, including addition of civil rights/EO to the scope of the monitoring activities and the addition of transition review to the Programmatic and Fiscal elements of monitoring.

Motion made (Balacek/Jones) to accept the PY16 Continuous Improvement Plan as presented. Motion carried unanimously.

4. **Program Progress Reports** – Ms Mitchell explained the reports included in the packet noting that the Adult/DW provider was on track for meeting numbers served but an increase in work-based learning opportunities should be occurring soon. Ms. Mitchell explained the break-down of service by county for Adult/DW services. Ms. Mitchell indicated that training credentials are aligned with demand industries, with 48% of credentials earned in healthcare, 18% in manufacturing, 15% in business/sales/customer service, and 11% in transportation. Ms. Mitchell also mentioned that the number of Out of School youth served should see an increase in the near future in order to reach the goal.

Motion made (Glendenning/Erickson) to accept the Program Progress Reports as presented. Motion carried unanimously.

F. Committee Reports

1. **Youth Council – Minutes were handed out**
Mr. Schams (in absence of Ms. Berg) reported on the activities of the Youth Council

including hearing a presentation from WisCorps; receiving a report on the TUMMA youth activities; a roundtable discussion on community initiatives, and a discussion of uses for remaining \$7,500 of the Youth Council set aside

Motion made (Flogstad/Eide) to accept the Youth Council report as presented. Motion carried unanimously.

2. Executive Committee – Minutes were included in packet

Ms. Luz reported on the highlights of the recent meetings:

- Approved updated Financial Procedures Manual
- Approved financial support \$2500 for INSPIRE pilot
- Discussed possible addition of an Officer
- Recommended Officer Slate of Mark Glendenning (Chair); Jim Hill (Vice-Chair); Pete Eide (Sec/Treas); and Jodi Roesler (Past Chair).
- Approved Sept 2016 financials

Motion made (Hill/Glendenning) to accept the Executive Committee report as presented. Motion carried unanimously.

G. Slate of Officers – Ms. Luz announced the Slate of Officers and asked 3 times for nominations from the floor. Hearing no nominations,

Motion made (Flogstad/Erickson) to cast unanimous vote for the ballot set forth

The following discussion ensued after the motion the accept the slate was made.

Ms. Grotzke stated that the recent letter from the LEOs indicated their recommendation to fill the Vice-Chair seat with a person eligible to step into the Chair position, and she was of the opinion the slate as presented did not meet the intent of the LEO recommendation.

Mr. Schams questioned the Vice-Chair on the slate, indicating that the Vice-Chair should be someone who is able to assume the Chair role according to the current WDB By-Laws. He further stated Mr. Hill has been an excellent member of the Board, but that Board actions need to be aligned and fully compliant with the letter of the law and the WDB By-Laws.

Ms. Balacek reported that it was her suggestion of seating more than one Vice-Chair in order to increase the depth of the Executive Committee, indicating Mr. Hill could be a Vice Chair and there could be a Chair Elect. Mr. Glendenning and Chair Luz concurred that there should be a Vice Chair and a Chair Elect.

Ms. Grotzke stated with the size of the current Board, she did not feel it necessary to have 2 Vice Chair positions. Mr. Hill responded that it is not unusual to have more than one Vice-Chair. Ms. Proudlock inquired why the Board would need 2 Vice-Chairs rather than just elect a Vice-Chair that would be eligible to assume the Chair role and be in compliance with current by-laws. Ms. Olson concurred with Ms. Grotzke and Ms. Proudlock and added that there should be a succession plan to transfer knowledge, but 2 Vice Chairs are not needed to do this, especially if it puts the Board out of compliance with its by-laws which in her opinion it did.

When the question was raised on the WIOA law in respect officers, Ms. Sullivan stated the law mentions the Chair needs to be a business representative but remains mum on other officer positions; however, it is in our by-laws that the Vice Chair is the Chair Elect. The Chair-Elect position needs to be eligible to assume the Chair position. She stated the slate as presented would be in violation of our By-laws and goes against the LEO letter and desire. Ms. Grotzke stated agreement that approving the slate as presented put the Board in violation of the current WDB By-Laws.

Mr. Schams asked for a roll call, indicating that he felt like the current slate might be in violation of current WDB By-Laws. Mr. Flogstad and Mr. Eide stated their opinion as there was no violation of by-laws in electing the Slate as presented. Mr. Eide suggested a hand count to which Mr. Schams agreed. Mr. Hill was of the opinion there would be no violation until it became necessary for the Vice Chair to assume the office of Chair and that the WDB By-Laws would be changed by then. If the Chair did need to step down, he would not accept the Chair position, so the intent is to comply.

Mr. Schams stated the Oversight Committee would need to look at by-law changes and the recommended changes would need approval of 2/3 of Board members. Ms. Sullivan reminded members that suggested by-law changes would need to be posted 10 days prior to voting on them.

A vote by hand count was taken. Motion passed, originally with 4 members voting NAY (Olson, Grotzke, Proudlock, and Schams), but Mr. Schams changed his vote to YAY noting the intent to comply.

H. By-Law Revision Discussion

Discussion ensued regarding by-law changes, including suggestions to remove “chair-elect” language or to separate out the secretary/treasurer position so that there would be 4 officers. Chair Luz charged the Oversight Committee to consider the by-laws and recommend changes to the full Board.

III Conclusion

A. Unfinished Business

None

B. New Business

None

IV. Adjourn

The meeting adjourned at 4:38 p.m.

Respectfully recorded,



Julie Mitchell, Recorder

Respectfully submitted,



Janine Luz, Chair

Present

Pete Eide, Treasurer
Mark Glendenning
Marina Abbott
Tammy Brown
Patti Balacek
Jim Hill, Vice-Chair
Patrick Rodriguez
Dave Schams
Greg Flogstad
Vicki Proudlock
Kathleen Olson
Grace Jones
Janine Luz, Chair
Jessica Subach
Amy Grotzke

Excused/Absent

Jodi Roesler
Judy Berg
Daniel Braund
Rebecca Grapes

Also Present

Julie Mitchell, WDB
Beth Sullivan, WDB
Teresa Pierce, Workforce Connections
Lizz Boecker, Western
Liz Beard, United Way

Western WDB
Budget to Actual Report
Through December 31, 2016

	A	B	C	D	E	F	G	H	I	J	K	L
1												
2												
3												
4												
5			Actual	Actual	WIOA	WIOA	WIOA	WIOA				
6		Totals	To Date	%	ADM	Adult	DW	Youth	SRR	Transition	DOC	Apprentice
7	TOTAL REVENUE FOR YEAR	1,819,876			169,163	460,208	410,386	585,467	40,553	45,647	58,000	50,453
8		-								-		-
9	Staff Wages	145,754	46,655	32%	28,213	4,836	2,800	7,484	1,197	51	1,306	769
10	Staff Fringe	64,633	15,060	23%	8,616	1,675	987	2,626	425	14.96	461	256
11	Staff Travel	6,964	2,420	35%	2,002	112	76	188	14	7	14	7
12	Staff Development	3,627	754	21%	485	72	49	121	9	4	9	4
13	Equipment	-	-	-	-	-	-	-	-	-	-	-
14	Job Center Expenses	19,022	11,684	61%	-	5,842	5,842	-	-	-	-	-
15	Supplies	5,338	1,573	29%	1,038	201	159	156	2	-	3	14
16	Rent	80,269	34,384	43%	6,495	12,561	9,141	5,405	286	11	310	175
17	Telephone	3,725	1,697	46%	1,190	125	73	216	35	1	38	19
18	Postage, Printing, and Photocopying	2,800	835	30%	489	76	49	135	30	1	46	9
19	IT, Access/Tech Support/Software	15,800	1,057	7%	611	110	87	181	25	1	25	16
20	Advertising, Marketing,	-	-	-	-	-	-	-	-	-	-	-
21	Licenses Memberships and Fees	19,040	18,287	96%	13,753	1,110	599	1,686	417	0	382	340
22	Insurances	2,828	675	24%	675	-	-	-	-	-	-	-
23	Board, LEO, Meeting Expenses	6,350	1,117	18%	1,117	-	-	-	-	-	-	-
24			-									
25	Subcontractor Expenses	1,411,087	519,822	37%	-	137,833	130,022	213,548	12,976		25,443	
26	Fiscal Agent Expense	22,640	9,570	42%	8,872	-	-	-	255	10	276	157
27	Youth Event	10,000	2,500	25%	-	-	-	2,500	-	-	-	-
28	Availale for Transfer	-	-	-	-	-	-	-	-	-	-	-
29	TOTAL Expenses	1,819,877	668,090	37%	73,556	164,553	149,884	234,246	15,672	101	28,312	1,766
30												
31	Revenue over Expenses				95,607	295,655	260,502	351,221	24,881	45,546	29,688	48,687
32	Straight Line Percentage for August	50%										
33	Percentage spent				43%	36%	37%	40%	39%	0%	49%	3%

WisCorps - December 2016 Monthly Report

<i>Monthly Reporting Elements</i>	<i>In School</i>	<i>Out of School</i>
Planned New Enrollments	1	4
Actual New Enrollments	0	0
Current Active Caseload	13	11
Current Follow Up Caseload	26	26
# in DF only	1	4
# of youth currently in work experience	0	0
# of youth having participated in a work experience to date PY16	8	14
Actual number served to date in PY 16	63	44
Total planned to serve in PY 16	29	120



WIOA Adult and Dislocated Worker Monthly Overview PY 16 (7/1/16-6/30/17)

December, 2016

Adult & Dislocated Worker	Planned 6/30/17	Actual 12/28/16
WIOA ADULT		
• Adult Served	107	82
• Adult -Career	104	136
• Adult –Training	40	43
WIOA DISLOCATED WORKER		
• Dislocated Workers Served	115	113
• DW – Career	120	164
• DW – Training	25	59
CYCLE TIME		
• Adult	15	16
• Dislocated Worker	15	11
WORK BASED LEARNING (WBL)		
• OJT’s	6	-
• Transitional Jobs	10	-
Additional Contract Expectations	Adult	DW
NCRC (NATIONAL CAREER READINESS CERTIFICATE)		
Taking NCRC or other ERA	41	76
Achieved one level of NCRC or other ERA	6	20
CAREER PATHWAYS		
Achieved Industry Recognized Certificate	37	38
CREDIT FOR PRIOR LEARNING (CfPL)		
Referred for CfPL	2	19
Receiving Credits	0	6

WIOA Participants Served by County PY 16			
County	Adults	DW	Total
Buffalo	0	1	1
Crawford	9	7	16
Jackson	4	7	11
Juneau	11	4	15
La Crosse	32	69	101
Monroe	18	10	28
Trempealeau	5	5	10
Vernon	3	10	13
Total	82	113	195

Program Overview:

The 8 counties of Western Wisconsin are covered and served under the WIOA program through the use of 3 Employment Coordinators. We have one full time position dedicated to La Crosse, a second full time staff housed in Independence covering Trempealeau, Buffalo, Jackson, and Tomah counties. We also have a staff that serves Crawford and Vernon counties for 25% of their position. We have an additional 25% position that covers Juneau county and also provides services under the WDB’s DOC WtW contract. We also have a half time staff dedicated to the program who has been trained as an Employment Coordinator who will begin in the capacity of Job Development in the month of January. The training of a Job developer who is also trained as an Employment Coordinator allows us to have more depth and coverage options as a provider to ensure coverage throughout the region. In January an increased focus will take place on obtaining our work based learning goals. Systems are in place for this to begin barring any additional major layoffs. In addition to case management services we have 2 Resource Coordinators that ensure that basic services are provided in both comprehensive centers of western Wisconsin. A unique and critical role to the program is also the use of an Operations Coordinator who is an expert in ASSET that does ongoing monitoring of data and files to ensure our continued success in monitoring and operations.

December had significant energies into onsite services to those being impacted by the closure of McKesson. Staff were onsite for 5 days of scheduled appointments. These enrollments will be reflected in the January numbers due to the lag time in file reviews and data entry for such a large population. On Site services to this group will continue with onsite workshops and efforts to enroll individuals through an established calendar created in conjunction with our Job Service partners through their dislocation in March.



Rapid Response Activity: 7/1/16 through 12/31/16

Name of Company	Number of employees effected	Employee list collected	Company Meeting Held	Workforce Meeting Held	Number of attendees	Enrollments
TRANE	32	Yes	Prior for earlier events in 2016	Yes, July 19, 2016	36	1
McKesson	70	No	Yes, June 10, 2016	Yes, October 26, & 27, 2016	56	14
CenturyTel	?	No	Contacted Company, said they were unsure of what the RIF would look like. Not willing to provide any information at this time. Kathleen Olson, Job Service Director followed up with a personal contact she has at CenturyTel, she was told that he was unaware of any actual RIF's locally.	No	N/A	N/a
MaidRite	4	No	Spoke with owner, several of the employees are either retiring or have job offers	N/A	N/A	N/A
Syls	?	?	Supper club closed, phone number already disconnected.	N/A	N/A	N/A

MOTIONS MADE IN COMMITTEES

Executive Committee – 1/30/17

- Approved November 29, 2016 Minutes
- Approved November 2016 Financials
- Approved Financial Procedures/Personnel Updates
- Approved moving forward with Career Fair 2017 at OMNI Center – using \$3500 from Job Center Fund
- Recommended approval of proposed committee structure (*included as separate agenda item open for discussion and approval separately from consent agenda committee report*)

Special Executive Committee – 2/6/17

- Approved moving forward with hiring process for administrative assistant position contingent on revised job description

Oversight Committee – 2/3/17

- Recommended acceptance of proposed by-law revisions (*included as separate agenda item open for discussion and approval separately from consent agenda committee report*)
- Approved moving forward with finalizing response to audit report

Please refer to the meeting minutes for more detailed information.

Board Chair: Mark Glendenning
Minute Scribe: Julie Mitchell
Meeting Attendance: page 3

I. CONSENT ITEMS

A. Call to Order

The meeting was called to order by Chair Glendenning at 1:35 pm. A quorum was present.

B. Announcements and Introductions

Round-Robin introductions were done.

II. ORDER OF BUSINESS

A. Meeting Minutes of November 29, 2016

Motion made (Hill/Eide) to accept the minutes of November 29, 2016 as presented. Motion carried unanimously.

B. WIOA Updates

1. November 2016 Financials – Betsy Jessie from JRM Associates, the fiscal agent for the WWWDB, gave an overview of the November 2016 Budget to Actual Reports for Adult and Dislocated Worker and the November Grant Status Report. She indicated the contracts should be 42% expended and that Adult/DW expenditures were slightly underspent at 29% and 31% respectively. Ms. Sullivan reminded the Committee that some funds were held back for transition purposes, if necessary. Ms. Sullivan also indicated that DW grant may be underspent due to moving all DW expenses from July and August to the Transition grant so that it can be used before losing it as it cannot be carried over. Mr. Eide asked about the licensing/fee line being overspent. Ms. Sullivan stated the licenses the WDB has were paid upfront at the beginning of the fiscal year.

Motion made (Hill/Balacek) to approve the November 2016 Financials as presented. Motion carried unanimously.

2. Financial Procedures Manual – Ms. Sullivan explained the updates that were added to financial procedures and personnel policies – a paragraph about paying for medicare for employees 65+ and also allowing the Chair to designate a staff person to sign the Manager's timesheet.

Motion made (Balacek/Roesler) to approve the Financial Procedures Manual updates as presented. Motion carried unanimously.

3. New Grant Modifications – Ms. Sullivan announced that the State had made modifications to the WIOA grants and that the WDB was reimbursed for Administrative, Adult, and DW grants in the amounts of \$156, \$586, and \$825 respectively. Ms. Sullivan recommended adding the amounts to the carryover.

Motion made (Eide/Balacek) to accept the reimbursements and add them to carryover. Motion carried unanimously.

Ms. Sullivan also explained the Job Center Fund and what it is used for. She stated there will be a Career Fair in fall of 2017 at the OMNI Center. She requested permission to sign the contract to hold the venue, which includes paying for the venue at the cost of approximately \$3500 from the Job Center Fund.

Motion made (Eide/Flogstad) to permit Ms. Sullivan to sign the contract with the OMNI Center and use Job Center Fund to pay for the Career Fair venue. Motion carried unanimously.

C. Committee Structure

Ms. Sullivan explained the proposed structure. Discussion ensued regarding how to assign Board members to committees. It was suggested that the structure be evaluated annually.

Motion made (Hill/Eide) to recommend approval of the proposed committee structure to the WDB Board. Motion carried unanimously.

D. Staffing

Ms. Sullivan stated the local elected officials want to have a representative on the hiring panel for the WDB Manager/Executive Director position. Discussion regarding the use of a hiring sub-committee ensued. No further discussion was had regarding staffing. Decision to schedule a special meeting to enter into closed session to discuss the performance, promotion, and/or compensation of WDB staff.

III. CONCLUSION

A. Unfinished Business

None

B. New Business

None

VII. Adjourn

The meeting adjourned at 2:37 pm.

Respectfully recorded,



Julie Mitchell, Recorder

Respectfully submitted,

Mark Glendenning, Chair

Meeting Attendance – January 30, 2017 – Executive Committee

Present	Not Present	Others Present
Judy Berg (phone) Jim Hill Patti Balacek Mark Glendenning, Chair Jodi Roesler Pete Eide Greg Flogstad		Beth Sullivan, WDB Manager Julie Mitchell, WDB Teresa Pierce, WCI Kelly Norsten, WCI Betsy Jessie, JRM (phone) Stephanie Elmer, DWD

Board Chair: Mark Glendenning
Minute Scribe: Julie Mitchell
Meeting Attendance: page 2

I. CONSENT ITEMS

A. Call to Order

The meeting was called to order by Chair Glendenning at 1:36 pm. A quorum was present.

B. Announcements and Introductions

None

II. ORDER OF BUSINESS

A. Staffing Discussion – WDB Manager and Admin. Assistant Positions

Chair Glendenning announced that the WDB Executive Committee was entering into closed session to discuss the performance, compensation, and promotion of personnel, pursuant to Section 1, Subchapter IV of Chapter 19.85 (1)(c) of the Wisconsin Statutes.

Motion made (Eide/Roesler) to enter into closed session to discuss the performance, compensation, and promotion of personnel, pursuant to Section 1, Subchapter IV of Chapter 19.85 (1)(c) of the Wisconsin Statutes. Motion carried unanimously.

III. CLOSED SESSION

Motion made (Berg/Roesler) to reconvene in Open Session. Motion carried unanimously.

IV. OPEN SESSION

The Committee reconvened in Open Session.

No action taken regarding discussion in Closed Session.

V. CONCLUSION

A. Unfinished Business

None

B. New Business

The Administrative Assistant position description was discussed.

Motion made (Balacek/Roesler) to move forward with hiring the Administrative Assistant position, contingent on a revised job description, with the intention to build other staff around the Administrative Assistant position. Motion carried unanimously.

VII. Adjourn

The meeting adjourned at 2:17 pm.

Respectfully recorded,



Julie Mitchell, Recorder

Respectfully submitted,

Mark Glendenning, Chair

Meeting Attendance – February 6, 2017 – Special Executive Committee

Present	Not Present	Others Present
Judy Berg Jim Hill Patti Balacek Mark Glendenning, Chair Jodi Roesler Pete Eide	Greg Flogstad	Beth Sullivan, WDB Manager Julie Mitchell, WDB

Chair: Pete Eide
Minute Scribe: Julie Mitchell
Meeting Attendance: page 2

I. CONSENT ITEMS

A. Call to Order

The meeting was called to order by Chair Eide at 12:03 pm. A quorum was present.

II. ORDER OF BUSINESS

A. By-Law Review

By-laws were reviewed for adequacy in meeting WDB goals. Ms. Grapes expressed concern regarding the intent to have two vice-chairs as officers would then comprise ¼ of the Board. She stated the Vice-Chair position serves no function. Term limits were also discussed. Ms. Grapes and Mr. Eide agreed that term limits could be imposed. Discussion ensued regarding what term limits may be. It was recommended that term limits for Board members be 3 – 3 year terms with a maximum of 11 years (in case of assuming a resignation term). Ms. Sullivan will record the changes and send out.

Motion made (Grapes/Eide) to recommend proposed changes to the by-laws for ratification by the full WDB. Motion carried unanimously.

B. Audit Review

Ms. Sullivan explained the process for responding to the audit letter. She indicated the need to approve all draw-downs or sign and reconcile with the bank. Based on the findings of the audit. A couple draw-downs were missed, resulting in adjustments to the sub-recipient line of the budget.

Motion made (Eide/Grapes) for Ms. Sullivan to finalize the audit report response. Motion carried unanimously.

III. CONCLUSION

A. Unfinished Business

None

B. New Business

None

IV. Adjourn

The meeting adjourned at 12:54 pm.

Respectfully recorded,



Julie Mitchell, Recorder

Respectfully submitted,

Pete Eide, Chair

Meeting Attendance – February 3, 2017 – Oversight Committee

Present	Not Present	Others Present
Pete Eide Rebecca Grapes		Beth Sullivan, WDB Manager Julie Mitchell, WDB

**BYLAWS
OF THE
WESTERN WISCONSIN WORKFORCE DEVELOPMENT BOARD, INC.**

ARTICLE I: NAME AND PURPOSE OF CORPORATION

Section 1: Name. This corporation shall be known as the Western Wisconsin Workforce Development Board, Inc.

Section 2: Principal Office. The location of the principal office of the corporation shall be 2615 East Avenue South, Suite 101, La Crosse, WI 54601

Section 3: Purpose. The purposes for which this corporation is formed are:

- A. The corporation shall serve as the local Workforce Development Board in accordance with the provision of the federal -Workforce Innovation and Opportunity Act 29 USC Chapter 32) (hereinafter WIOA) for the counties of: Buffalo, Trempealeau, Jackson, Monroe, Juneau, La Crosse, Vernon and Crawford, which constitute the Western Wisconsin Workforce Development Area #9 as now constituted and as may hereinafter be amended.
- B. The corporation will fulfill its primary purpose in the following manner and by:
 - (1) Developing the five-year local workforce development plan (local Plan) and conducting oversight of the one-stop system, youth activities and employment and training activities under Title I of the WIOA Sec. 107(d)(1-13) in partnership with the Chief Elected Official;
 - (2) Selecting one-stop operators with the agreement of the Chief Elected Official;
 - (3) Selecting and awarding eligible youth, adult and dislocated worker intensive services and training services, and maintaining a list of eligible providers with performance of cost information,
 - (4) Developing and ~~oversight overseeing of~~ the budget for the purpose of carrying out the duties of the local Board, subject to the approval of the Chief Elected Official;
 - (5) Negotiating and reaching agreement on local performance measures with the Chief Elected Official and the Governor;

- (6) Assisting the Governor in developing the statewide employment statistics system under the Wagner-Peyser Act; (7) Coordinating workforce investment activities with economic development strategies and developing employer linkages; and
 - (8) Promoting private sector involvement in the statewide workforce investment system through effective convening-, brokering, and leveraging activities through organizations, to assist employers in meeting hiring needs.
- C. The corporation shall be organized under Chapter 181 of the Wisconsin Statutes as a non-stock, non-profit, non-member corporation. No personal monetary payment or expenditure of funds shall inure to the benefit of any officer or director of the corporation. This limitation shall apply during the corporation's existence and upon dissolution.
 - D. The activities of the corporation shall be limited as prescribed in the Articles of Incorporation so as to qualify the corporation as exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as it may be amended from time to time, and so as to ensure the requirements thereof are satisfactory.
 - E. The activities of the corporation shall be further limited to comply with the laws and regulations of any and all funding sources.
 - F. Upon dissolution of the corporation for any cause, the properties then in possession of the corporation shall be turned over to any successor organization that the Board shall determine. In no event shall any property of the corporation inure to the benefit of any organization, which does not qualify as a tax-exempt organization under the pertinent provisions of the Internal Revenue Code as provided by the Charter of the corporation.

ARTICLE II: REGISTERED AGENT AND OFFICE

The corporation shall have and continuously maintain in Wisconsin, a registered office at 201 Main Street, P.O. Box 1147, La Crosse, Wisconsin and the registered agent at such address is Gerard O'Flaherty.

ARTICLE III: POWERS

The corporation shall have all powers permitted by law, to the extent that said powers do not conflict with either funding source regulations and/or regulations as imposed by Section 501(c)(3) of the United States Internal Revenue Code of 1954 as it may be amended from time to time.

ARTICLE IV: **BOARD OF DIRECTORS**

Section 1: Number. The Board of Directors shall consist of directors, in accordance with the requirements of Section -107 of the Workforce Innovation and Opportunity Act, 29 USC

32.Section 2: Board Composition. Such criteria shall require, at a minimum, that the membership of the local Board:

A. Shall include:

- (i) Representatives of business in the local area, who:
 - (a) are owners of businesses, chief executives, or operating officers of businesses, and other business executives or employers with optimum policy making or hiring authority;
 - (b) represent businesses with employment opportunities that reflect the high quality work relevant training and development in in-demand industry or occupations of the local area; and
 - (c) are appointed from among individuals nominated by local business organizations and business trade association;

- ((ii) Representatives of labor organizations (for a local area in which employees are represented by labor organizations), nominated by local labor federations, or (for a local area in which no employees are represented by such organizations), other representatives of employees;

- (iii) Representative, who shall be a member of a labor organization or a training director from a joint labor-management apprenticeship program, or if no such program exists in the area, a representative of an apprenticeship program in the area, if such a program exists

- (iv.) A representative of eligible providers administering adult education and literacy activities under Title II;

- (v) A representative of institutions of higher education providing workforce investment activating including community colleges;

- (vi) A representative of economic and community development entities;

- (vii) An appropriate representative from the State Employment Service office under the Wagener PeEysyer Act (29 USC 49 et. Seq);

(viii) Other entities as required by the Governor of the State of Wisconsin;

- B. May include such other individuals or representatives of entities as the Chief Elected Official in the local area may determine to be appropriate.

Section 3: Authority of Board Members. Members of the Board that represent organizations, agencies, or other entities shall be individuals with optimum policymaking authority within the organizations, agencies, or entities.

Section 4: Majority. A majority of the members of the local Board shall be representatives described in Section (2)(A)(i) above.

Section 5: Chairperson. The local Board shall elect a Chairperson for the local Board from among the representatives described in Section (2)(A)(i).

Section 6: Appointment of Board Members. The directors shall be appointed by the Local Elected Officials of each of the respective counties comprising the Western Wisconsin Workforce Development Area in accordance with the requirements of the Section of -107 of Workforce Innovation and Opportunity Act.

Section 7: Term. The terms of the Board of Directors shall be three (3) years and shall be staggered so a maximum of one-third of the membership will expire in any given ~~year.~~ Beginning on (the date of ratification of these bylaws), a Director may serve three (3) consecutive full three (3) year terms to a maximum of eleven (11) years.

Section 8: Composition. No compensation shall be paid Board members for services rendered to the corporation provided, however, reimbursement may be made to Board members for necessary authorized expenses.

Section 9: Resignation. A member of the Board of Directors may resign at any time filing his/her resignation with the Chair of the Board of Directors, thirty (30) days prior to any meeting of the corporation.

Section 10: Removal. A member of the Board of Directors may be removed for cause at any meeting of the Board by the affirmative vote or two-thirds of the directors. Three unexcused absences from any regularly scheduled meeting shall constitute good cause for removal.

Section 11: Vacancies. When a vacancy occurs on the Board, the vacancy shall be filled to carry out the balance of the term in accordance with the procedures in Article IV, Section 6 of these Bylaws.

ARTICLE V: BOARD RESPONSIBILITES

Section 1: Functions of the Board.

A. Strategic Direction

The primary responsibilities of the Board are to provide strategic direction, goals, and activities for the corporation and the functions in Section 3B, 1-8

B. Oversight

The Board shall establish provisions for oversight of the corporation’s activities and for the five-year local workforce investment plan.

C. Budget and Finance

The Board shall:

- (i) Adopt an overall corporation budget for funds under the Workforce Investment Act, which are also subject to the approval of the Chief Elected Official.
- (ii) Designate a depository for corporate funds and establish proper monetary controls and accounting procedures.

D. Staff

The Board shall hire or contract for staff services as it deems appropriate.

E. Committees and Taskforces

The Chairperson shall appoint committees and taskforces, as it deems necessary, to effectively carry out the functions and responsibilities of the corporation.

Section 2: Sunshine Provision. This corporation shall make available to the public, on a regular basis through open meetings, information regarding the activities of the local Board, including information regarding the local Plan prior to submission of the Plan, and regarding membership, the designation and certification of one-stop operators, and the award of grants or contracts to eligible providers of youth activities, and on request, minutes of formal meetings of the local Board.

ARTICLE VI: OFFICERS

Section 1: Number. The Board shall elect from its Board membership the principle officers, which shall include a Chairperson, -/Chair-Elect, Vice Chair, Vice Chair Elect and Secretary/Treasurer. The Chairperson and Chair Elect -shall be from the private sector in accordance with the Article IV, Section 2.A.(i). The Chair shall assume the position of Past-Chair upon completion of term.

Section 2: Election and Terms. The principal officers shall be elected by the Board at the Annual Meeting or any special meeting called for such purpose and serve two-year terms. Prior to

the time of election, a taskforce named, by the Chair, shall poll the membership for interest in serving in an elected position. Those interested shall be included on the slate of officers for election.

Section 3: Vacancies. If any office of the Board becomes vacant, the Board shall elect a successor at the next regular meeting, or a special meeting to fulfill the remainder of the term.

Section 4: Removal. Any officer may be removed for cause at any time by a two-thirds majority vote of the directors.

Section 5: Duties and Qualifications of Officers.

A. Chairperson

Shall be from among the directors who are representatives of the private sector; shall preside over all meetings of the Board of Directors and the corporation; shall be an ex-officio of all committees of the corporation; shall make all appointments to committees and taskforces, subject to the approval of the Board of Directors; and shall have the general powers and duties usually associated with the office of president of Chapter 181, Wisconsin Corporations, including but not limited to powers allowed by law to sign certificates, contracts, and other instruments of the corporation which are authorized by the Board.

B. Chair/Elect

Shall be from among the directors who are representatives of the private sector; serve in the Chairperson's stead if the Chairperson is unable to perform other duties as the Chairperson and as the Board of Directors may direct. At such times the Vice-Chairperson shall have all the powers of the Chairperson. The Chair-Elect shall assume the Chair position upon completion of the Chair's term or resignation, whichever comes first. The Chair Elect shall preside over a committee as assigned by the Chair.

C. Vice Chair

May be from among the directors who are representatives of the private sector or from the general membership. Vice Chair shall -preside over a committee as assigned by the Chair.....

D. Vice Chair/Elect

May be from among the directors who are representatives of the private sector or from the general membership.

EE. Secretary/Treasurer

Shall be responsible for assuring, through the assigned Clerk of the LEOs an accurate record of minutes of all meetings, maintenance and preservation of up-to-date records of all ongoing activities, the distribution of Board meeting minutes to all members of the Board and others required to receive Board meeting minutes; and shall perform other duties as the Chairperson and Board of Directors may

direct.

In addition, through the, Fiscal Agent shall review the record of all funds collected and spent including a current account of assets and liabilities of the corporation. The books of accounts shall at all reasonable times be open to inspection by any director.

FD. Past-Chair

The Past-Chair shall serve as an officer of the corporation as a member of the Executive Committee.

GE. A director's term on the Board shall not expire if the individual is currently holding an officer position (Chair, Chair Elect Vice-Chair, Vice Chair Elect, Secretary/ Treasurer or Past-Chair). The director's term shall be extended until he/she has fulfilled his/her obligation as an officer.

FH. Any document required or permitted by Wisconsin Statutes Chapter 181 to be signed by the President, Vice-President, Secretary or Assistant Secretary, shall be signed by the Chairperson or Chair Elect in the Chairperson's absence.

ARTICLE VII: **MEETINGS**

Section 1: Annual Meeting. The Annual Meeting of the corporation shall be held in the month of October in each year.

Section 2: Regular Meeting. The regular meeting of the Board of Directors shall be held quarterly or as determined necessary at a time and place designated by the Board of Directors.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called at the request of the Chairperson, Chair-Elect, or a director of the Board by petition signed by at least one-third of the corporation directors and properly filed with the Secretary.

Section 4: Notice. Notice of each Regular and Annual Meeting of the Board of Directors shall be given by notice delivered through the mail or electronic means no less than one week prior to the meeting. Notice of Special Meetings shall be given no less than 72 hours prior to the meeting. All meetings shall comply with the requirements of the Wisconsin open meeting law.

Section 5: Quorum. A simple majority of the filled seats of the Board of Directors shall constitute a quorum for purposes of any regular or special meeting.

Section 6: Voting. At all corporate meetings, each director shall have one vote. No proxy votes shall be permitted. Simple majority of directors present shall prevail in all matters except to those matters, which by law and by these Bylaws require other than a majority vote.

Section 7: Minutes. The corporation shall keep a correct and complete record of all corporate proceedings, which shall be attested by the signature of the Secretary.

Section 8: Procedure. All meetings of the corporation shall be governed by the Bylaws, or standing rules of the corporation, or Robert’s Rules of Order in all matters not covered therein.

ARTICLE VIII: STATUS

Section 1: Non-Profit. This corporation is a non-stock corporation organized under Chapter 181, Wisconsin Statutes, and is not conducted for pecuniary profit. All aspects of the operation of the corporation shall be conducted in accordance with applicable laws, rules, and regulations of funding sources, State and Federal law and Section 501(c)(3) of the United States Internal Revenue Code of 1954, as it may be amended from time to time, for the tax-exempt organization.

Section 2: Workforce Innovation and Opportunity Act. This corporation shall function and operate in accordance with the Workforce Innovation and Opportunity Act 29 USC Chapter 32. This corporation is intended to carry out the purposes of WIOA and function as a local Board in accordance with criteria established under the WIOA, amendments thereof or any subsequent Act.

ARTICLE IX: CONFLICT OF INTEREST

No director, officer, or employee of the corporation shall have or acquire any interest, direct or indirect, in any project which the corporation is operating or promoting, or in any contract relating to any such project of the corporation without making written disclosure to the corporation of the nature and extent of his/her interest. No director who has had such interest shall vote on any matter relating to it. Further, no director, officer, or employee of the corporation shall violate the conflict of interest regulations as established by funding sources or as established by or contrary to Wisconsin Statutes 181.225 or its successors thereto.

ARTICLE X: DEPOSITS, PROPERTY DISSOLUTION

Section 1: Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors of the corporation. Such authorization may be general or confined to specific instances. Unless otherwise stated in such authorization, all such loans shall be signed by the Chairperson (or Chair Elect in the Chairperson’s absence).

Section 2. Corporate Powers. The corporate powers, property, funds, and affairs of the corporation, except as may be otherwise provided by law, the Articles of Incorporation, or these Bylaws, shall be vested in, exercised and controlled by the Board of Directors. The corporation shall have all powers permitted by law.

Section 3: Dissolution. Upon dissolution of the corporation for any cause, the properties

then in possession of the corporation shall be turned over to any such successor organization, as the Board shall determine. In no event shall any property of the corporation inure to the benefit of any individual member or the benefit of any organization which does not qualify as a tax-exempt organization under the pertinent provisions of the Internal Revenue Code as provided by the Charter of the corporation.

ARTICLE XI: COMMITTEES

The Board shall establish such standing committees and other committees as it chooses from time to time. Except as herein provided for the Executive Committee, the Board shall set the number of directors to sit on said committees. Reasonable effort shall be made to notify committee members of the time and place of such meetings.

ARTICLE XII: EXECUTIVE COMMITTEE

Section 1: Duties and Powers. The Executive Committee shall function for the Board between meetings of the Board. The Executive Committee shall have full authority to act on behalf of the Board and the corporation between meetings of the Board on an emergency basis; however, any decision thusly made shall be shared with the full WDB immediately upon incurrence in order to keep the WDB fully informed. ;All decisions made by the Executive Committee shall be ratified by the full Board at the next meeting.

The Executive Committee shall function as the authorized representatives of the Board to meet with the County Local Elected Officials elected within the Workforce Development Area and shall constitute a committee for the negotiation of any disagreements over any Workforce Investment Act related matters.

Section 2: Composition. The Executive Committee shall consist of the Chairperson, Chair Elect, Vice Chair, Vice Chair elect and Secretary/Treasurer of the corporation; the Past-Chair, chairpersons of standing Board committees; and other members of the Board of Directors as appointed by the Chairperson.

Section 3: Term. The term of the non-officer Executive Committee members shall be for one (1) year. A non-officer may serve more than one term, but no more than three (3) consecutive terms.-

Section 4: Vacancies. If a non-officer Executive Committee position becomes vacant during said term; the Chairperson shall select a successor to fill the position for the remainder of the term. The officer vacancies shall be elected by the Board of Directors.

Section 5: Meetings. Meetings of the Executive Committee shall be held at the time, place, and date selected by the members. -Special meetings of the Executive Committee shall be called by the Chair as needed, or a telephone conference call may be counted as a legal meeting of the Executive Committee with the approval of the majority of Executive Committee members. All meetings shall comply with the requirements of the Wisconsin open meeting law. The use of technology such as phone and web based meeting may be used for regular and Annual Meetings

in order to ensure participation by members.

Notice of any special Executive Committee meeting shall be given at least 48 hours prior to said meeting by written notice delivered personally or mailed to each Executive Committee members. Said notice may be waived with the consent of all Executive Committee members.

Notice of all regular Executive Committee meetings shall be given five (5) days in advance indicating time, place, and agenda.

A simple majority of the filled seats of the Executive Committee shall constitute a quorum at any regular or special meeting of the Executive Committee.

ARTICLE XIII: INDEMNIFICATION

Section 1: Indemnification.

This corporation shall indemnify to the fullest extent permitted under law any person who was, is or will be a director or officer of the corporation who is a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative against expenses (including attorneys' fees), judgments, fines, penalties, damages, and any amounts paid in settlement actually or reasonably incurred by this person in connection with the action, suit or proceeding provided there is no finding the person was derelict in performing duties in the designated capacity or that the pending action was settled or terminated without determining the final merits in which case the corporation shall determine the charged person was not substantially derelict in performing the duties of the position. In addition, the corporation, at its discretion, may pay for or reimburse the reasonable expenses of any former, present or future employee (including the expenses of legal representation) who is not a director or officer of the corporation and who is a party to a proceeding..

A quorum of the Board of Directors comprises of those directors not a party to the specific claim, action, suit or proceeding shall make all findings required or permitted by this Bylaw. If no quorum exists or a quorum grants legal counsel (who may or may not be a director of the corporation) regularly retained by it authority to make such findings and legal counsel fails or refuses to make such findings, a group of three (3) disinterested persons selected by the Board of Directors may make such findings.

Termination of any action, suit or proceeding by a plea of nolo contendere or similar plea shall not be considered a final determination on the merits nor shall a judgment resulting in a conviction in any criminal action, suit or proceeding result in a finding that the convicted person was derelict in performing the duties of a director, officer, or employee if it is determined that the person acted in good faith; reasonably believed the action to be in the best interest of the corporation, and reasonably believed the conduct was lawful.

The corporation may make advances against costs, expenses, fees, and amounts paid in settlement or in satisfaction of judgments, fines or penalties provided a majority of a quorum of the Board of Directors comprised of those directors not a party to the action. If no quorum exists or a quorum grants legal counsel (who may or may not be a director of the corporation) regularly retained by it

authority to make such findings and legal counsel fails or refuses to make such findings, a group of three (3) disinterested persons selected by the Board of Directors may take such action.

Section 2: Directors, Officers, and Employees of Affiliates and Beneficiaries. The Board of The Board of Directors at any regular or special meeting of the Board may pass a resolution granting similar indemnification, prospectively or retroactively, to any person who is or was serving as a director, officer or employee of the corporation at the request of the corporation, an agent of another corporation, partnership, joint venture, trust or other enterprise or to any legal representative of the person.

Section 3: Indemnification not Exclusive. Indemnification granted by this corporation shall be in addition to any other rights any director, officer, or employee lawfully granted to this person and shall not restrict or limit any other privilege or power the corporation may lawfully exercise with respect to the indemnification or reimbursement of directors, officers or employees.

Section 4: Insurance. The corporation will purchase and maintain -insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by the person acting in one of these capacities whether or not the Bylaws grant the corporation the power to indemnify this person.

Section 5: Contract. The provisions of this Bylaw shall be deemed to be a contract between the corporation and each director or officer who serves in such capacity at any time which such Bylaw is in effect.

ARTICLE XIV: FISCAL YEAR

The corporation's fiscal year shall be July 1 to June 30.

ARTICLE XV: AMENDMENTS

These Bylaws may be amended by the affirmative vote of a two-thirds of the Board of Directors in office at a duly called meeting, provided the proposed amendments shall have been submitted in writing or by electronic means to all directors at least 10 days in advance of such meeting.

