

**BYLAWS
OF
WORKFORCE INNOVATIONS, INC.**

ARTICLE I – NAME AND LOCATION

- 1.1 Name:** The legal name of the non-profit organization shall be Workforce Innovations, Inc. (hereafter referred to as WFI).
- 1.2 Location:** The principal office of WFI shall be located at 208 North Mill Avenue in Dyersburg, Tennessee, 38024. The Board may have such other offices, whether within or outside the State of Tennessee, as the Board of Directors may designate or as the affairs of the Board may require.

ARTICLE II – PURPOSE, TERM, AND RULES

- 2.1 Purpose:** WFI is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code. WFI is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes. This organization provides administrative, fiscal, and programmatic support for activities related to workforce development.
- 2.2 Term of Bylaws:** These bylaws are effective upon approval of the Board of Directors and shall remain in effect until altered, amended, or repealed, upon the affirmative of two-thirds (2/3) vote of the members of the Board of Directors.
- 2.3 Rules:** WFI will adhere to Robert’s Rules of Order; Revised. In the event any provision of these Bylaws conflict with Robert’s Rules of Order; Revised, the provisions of these Bylaws shall govern.

ARTICLE III – MEMBERSHIP, TERMS, AND DUTIES

- 3.1 Membership:** WFI Board of Directors includes nine members - the Chief Local Elected Official, the Vice Chief Local Elected Official, the Board Chairperson, the Vice Board Chairperson from the Northwest and Southwest Local Workforce Development Areas and one Regional Representative who represents the private sector, labor organization, apprenticeship program, or economic and community development entity selected by the other Directors.
- 3.2 Membership Term:** The terms for members of the Board of Directors for WFI shall coincide with the office held respective to the local workforce development area which are appointed for two (2) year terms. Members in good standing will automatically renew for subsequent terms until the member properly notifies the President of the intent to no longer serve or the member no longer qualifies based on membership affiliation with the Local Workforce Development Area. Vacancies will be filled within one (1) full calendar quarter from expiration or the last official day the member served.

3.3 Duties: The Board of Directors shall serve as the administrative authority in oversight of day-to-day operations of WFI in conducting administrative, fiscal, and programmatic functions related to workforce development. Decisions will be made by simple majority of a vote of members.

- a. The Board of Directors shall have the authority to hire, supervise and manage the Executive Director of WFI. The Executive Director is authorized to appoint additional staff to carry out the functions of WFI. The Deputy Director and / or Director of Program Services, when necessary to establish a firewall for delivery of program services, may also be authorized to appoint additional staff.
- b. The Board of Directors shall establish and apply a set of objective qualifications for the position of Executive Director that ensures the individual selected has the requisite knowledge, skills, and abilities to meet identified benchmarks and to assist in effectively carrying out the functions of WFI.
- c. The Executive Director, or any staff of WFI, shall be subject to the limitations on the payment of salaries and bonuses at a rate in excess of the annual rate of basic pay prescribed for level II of the Executive Schedule under Section 5313 of title 5, United States Code.2. A salary table providing this rate is listed on the Federal Office of Personnel Management Web site (www.opm.gov) under Federal Salaries and Wages.

The Board of Directors shall be responsible for ensuring actions comply with federal, state and local laws, regulations and policies and are in the best interest of the related grantor or funding source.

ARTICLE IV – OFFICERS, TERMS, AND DUTIES

4.1 Officers: The Northwest TN Workforce Development Board Chairperson will serve as the WFI President, the Southwest TN Workforce Development Board Chairperson as WFI Vice-President, and the Regional Representative, selected by the other directors, will serve as WFI Secretary.

4.2 Appointment and Term of Office: The President and Vice President appointment will coincide with the local workforce development area officers which are elected for a term of two (2) year or until his or her resignation, death, or removal from office. The Secretary, filled by a Regional Representative, elected by other Directors, will serve a two (2) year term or until his or her resignation, death, or removal from office. An officer may succeed himself or herself in office.

4.3 Duties: The President will supervise the Executive Director and the Vice-President will supervise the Director of Program Services, when necessary to establish a firewall for delivery of program services. The Secretary will be responsible for preparing the minutes of the board.

ARTICLE V – COMMITTEES

- 5.1 Committees:** When deemed necessary or appropriate, the President of the Board of Directors of WFI shall have the authority to appoint temporary or ad hoc committees, including the chairperson of said committee, for the purpose of special projects.

ARTICLE VI MEETINGS, NOTICES, BOOKS AND RECORDS

- 6.1 Quorum:** One-third (1/3) of the voting members of the Board of Directors will constitute a quorum for the transaction of business at any meeting thereof. Action of the Board of Directors must be authorized by the affirmative vote of a majority of all voting members present at a meeting at which a quorum is present.
- 6.2 Regular Meeting:** The WFI Board of Directors shall meet at least annually for the purpose of transacting business.
- 6.3 Special or Called Meeting:** Special meetings of the WFI may be called by the President or at the request of the Executive Director. Special meetings may also be called upon the written request of five (5) members of the Board of Directors. Special or called meetings may be held under certain circumstances where a pertinent issue needs to come before the Board of Directors prior to the next scheduled meeting. The purpose of the meeting shall be stated in the notice and no other business shall be transacted at the meeting.
- 6.4 Notice:** Whenever written notice is required to be given to any person under the provisions of these Bylaws, or the Tennessee Nonprofit Corporation Act, it may be given to such person personally or by sending a copy thereof by first class mail, postage prepaid, or by facsimile transmission, or by email to the address of the person (or to his facsimile number or email address) appearing on the books of WFI. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail.
- 6.5 Virtual Meetings:** Any meeting called for in these Bylaws may be held in person or via teleconference or any digital or other electronic visual technology now known or hereafter devised, including Zoom, Microsoft Meetings, or the like, by means of which all persons participating in the meeting can hear each other. Participation in any meeting in this manner shall constitute presence in person at such meeting.
- 6.6 Open Meeting Requirement:** All meetings and actions of the Board of Directors of WFI must comply with the Tennessee Open Meeting Act, Tenn. Code Ann.8-44-101 *et seq* and Tenn. Code Ann. 10-7-503(a)(2)(A)(B).
- 6.7 Reports:** All reports made to the Board of Directors shall be preserved and filed in the office of WFI.

ARTICLE VII– AMENDMENTS

- 7.1 Amendments:** These Bylaws may be altered, amended, or repealed, upon the affirmative two-thirds (2/3) vote of the members of the WFI Board of Directors at any regular or special called meeting at which a quorum is present, provided that the amendment has been

submitted to the voting members of the Board in writing one week prior to the meeting at which the vote on the amendment(s) is to be taken.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- 8.1 Contracts:** The Board of Directors may authorize any officer(s), employee(s) or agent(s) of WFI, in addition to the officers so authorized by these bylaws, to enter into any contract or transaction or execute and deliver any instrument in the name of and on behalf of the WFI and such authority may be general or confined to specific instances.
- 8.2 Checks:** All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of WFI, shall be signed by such officer(s), employees(s) or agent(s) of WFI and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 8.3 Deposits:** All funds of WFI shall be deposited from time to time to the credit of WFI in such banks, trust companies or other depositories as the Officers have designated.
- 8.4 Gifts:** The Board of Directors may accept on behalf of WFI any contribution, gift, bequest, or devise for the general purposes or for any special purpose of WFI.

ARTICLE IX - CONFLICT OF INTEREST

- 9.1 Declaration:** Members shall avoid even the appearance of a conflict of interest. Prior to appointment members must have on file a written declaration of all substantial business interests or relations the, or their immediate families, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from WFI. Such declarations shall be updated annually to reflect any changes in such business interests or relationships. Board of Directors shall recuse themselves from official board duties if they are involved in a conflict of interest.
- 9.2 Actions:** Members shall not accept bribes, kickbacks or any gift, rebate, money or anything of value whatsoever, or any promise, obligation or contract for future reward, compensation, property or item of value, including intellectual property, for the purpose or result of causing detriment to another and/or bringing about some benefit to oneself or others.
- 9.3 Recipient of Services:** Members, family members or their organizations may receive services as a customer of WFI, provided the member, family member or organization is eligible and the member abstains from any discussion, vote or other approval process.