

BYLAWS
OF
SNOHOMISH COUNTY WORKFORCE DEVELOPMENT COUNCIL
A Nonprofit Corporation

Approved and Amended effective as of April 10, 2003

CONTENTS

ARTICLE 1 OFFICES

ARTICLE 2 MEMBERSHIP

2.1 No Members

ARTICLE 3 BOARD OF DIRECTORS

- 3.1 General Powers
- 3.2 Number
- 3.3 Election of Directors
- 3.4 Terms of Office
- 3.5 Annual Meeting
- 3.6 Regular Meetings
- 3.7 Special Meetings
- 3.8 Meetings by Telephone/Electronic Means
- 3.9 Place of Meetings
- 3.10 Notice of Meetings
- 3.11 Quorum
- 3.12 Manner of Acting
- 3.13 Action by Board Without a Meeting
- 3.14 Resignation
- 3.15 Removal
- 3.16 Vacancies
- 3.17 Board Committees
 - 3.17.1 Standing or Temporary Committees
 - 3.17.2 Executive Committee
 - 3.17.3 Quorum; Manner of Acting
 - 3.17.4 Resignation
- 3.18 Compensation

ARTICLE 4 OFFICERS

- 4.1 Number and Qualification
- 4.2 Election and Term of Office
- 4.3 Resignation
- 4.4 Removal
- 4.5 Vacancies
- 4.6 Chair
- 4.7 Vice Chair
- 4.8 President
- 4.9 Compensation

ARTICLE 5 ADMINISTRATIVE AND FINANCIAL PROVISIONS

- 5.1 Severability
- 5.2 Books and Record
- 5.3 Accounting Year
- 5.4 Rules of Procedure

ARTICLE 6 AMENDMENTS

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OF
SNOHOMISH COUNTY WORKFORCE DEVELOPMENT COUNCIL
A Nonprofit Corporation

Mission: The Snohomish County Workforce Development Council is a nonprofit entity formed pursuant to the Workforce Investment Act (public Law 105-220, as amended) for the express purpose of creating and implementing an integrated employment and worker training system within and for Snohomish County. This system shall provide for universal access to enable job seekers to develop their careers, to enable employers to find skilled, qualified workers, and to enable our community to thus build and maintain economic health and vitality.

ARTICLE 1. OFFICES

The principal office of the Corporation shall be located at its principal place of business in Snohomish County or such other place as the Executive Committee of the Board of Directors may designate. The Corporation may have such other offices as the Board may designate or as the business of the Corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 No Members

The Corporation shall have no members.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

A Board of Directors (“Board”) shall be responsible to establish the general policies and objectives of the Corporation. In addition, and without limiting the foregoing, the Board shall exclusively have the responsibility to review and approve the following matters:

- 3.1.1 Approve an annual budget in accordance with the Workforce Investment Act (WIA).

- 3.1.2 Approve budgets from non-WIA sources, if appropriate.
- 3.1.3 Approve the appointment of a President who will be the chief executive officer for the Corporation, as nominated by the Executive Committee.
- 3.1.4 Approve the appointment of certified public accountants to conduct the annual audit, as nominated by the Executive Committee.
- 3.1.5 Such other and further duties and responsibilities as are by law reserved to the Board.

3.2 Number

The board shall consist of not less than 20 and not more than 60 Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Election of Directors

3.3.1 Initial Directors

The initial Directors named in the Articles of Incorporation as appointed by the County Executive and confirmed by the Governor of the state of Washington shall serve as the initial board of directors.

3.3.2 Successor Directors

The County Executive shall appoint successor Directors consistent with state and federal requirements. Not more than one Director shall be appointed from any single (a) private or semi-private business entity or enterprise, (b) government or other public institution, department or agency, (c) public or private social or community service entity or agency or (d) organized labor entity.

3.4 Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office as a three-year staggered term or until his or her successor is appointed whichever is later. One third of the WDC shall be appointed each year for three-year terms. All regular terms begin on the first day of January and shall end on the last day of December.

3.5 Annual Meeting

The annual meeting of the Board shall be held during the month of April on a date chosen by the Chair of the Board for the purposes of transacting such business as may properly come before the meeting. If the annual meeting is not

held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.6 Regular Meetings

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

3.7 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Chair, President or Executive Committee, or in the case of a Standing Committee meeting, by the chair of such Standing Committee. Reasonable notice shall be given of such meetings, reflecting the urgency of the matter, the availability of a sufficient number of Directors for a quorum to be present and for adequate discussion and evaluation to take place, the length of time the caller of the meeting has known of the need for such meeting, and the amount of effort expended to give adequate and timely notice.

3.8 Meetings by Telephone/Electronic Means

Directors of the Board or members of any committee may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person in a meeting.

3.9 Place of Meetings

All meetings shall be held at the principal office of the Corporation or at such other place as duly designated.

3.10 Quorum

A number present of not less than one third (rounded up) of all duly appointed Directors in good standing and not on leave of absence shall constitute a quorum for transaction of business by the Board of Directors. Every act or decision done by a majority of Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation or by a Bylaw. Every meeting of every standing or temporary committee shall also attain a quorum of not less than one third (rounded up) of the members of said committee in order for such meeting to transact business and be deemed duly convened.

3.11 Resignation

Any Director may resign at any time by delivering written notice to the Chair or President at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.12 . Removal

A Director may be removed from office, with or without cause, by the affirmative vote of a two-thirds majority of the Directors.

3.13 Attendance

A Director, upon request to the Executive Committee and for good cause shown, may be granted a Leave of Absence for a period of time not to exceed six months. A Director unable to attend a regularly scheduled meeting of the Board, or of any committee of which a Director is a member, shall notify the Chair of the Board, or of such committee, respectively, as much in advance of such absence as is reasonably possible, and with such notice and in such event shall be considered an excused absence from such meeting. Failure to provide such notice of absence more than three times in any twelve month period may be grounds for removal of such Director, unless said Director is on an approved Leave of Absence. A Director absent from four or more meetings of the Board or of any committee of which a Director is a member, whether or not excused, within any twelve month period shall be reported to the Executive Committee. A Director facing dismissal from the Board for excessive absences may in writing petition the Executive Committee for a waiver of the Corporation's attendance rules, and for good cause shown and upon such terms and conditions as seen fit by the Executive Committee to impose, said waiver may be granted in the individual circumstance. Notification as required above may be made to an identified designee of the Chair.

3.14 Vacancies

A vacancy in the position of Director shall be filled in the same manner as the original appointments and shall serve until the end of that term. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.15 Board Committees

3.15.1 Standing or Temporary Committees

Either the Board or the Executive Committee, by resolution adopted by a majority of the Directors in office or on the Executive Committee, as the case

may be, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. No committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Corporation; (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee; or (i) take any other action prohibited by law, the Articles of Incorporation, or these Bylaws. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.15.2 Executive Committee

The Executive Committee shall consist of the Chair and Vice Chair, the immediate past Chair, the heads of all Standing Committees, the Secretary/Treasurer and the Chair of the Youth Council. A Director representing the Snohomish County Executive's Office shall be a member of the Executive Committee. Additionally, to the extent not adequately represented by the individuals on the foregoing list, there shall be appointed additional Directors to serve on the Executive Committee until there is at least one Director from each of the following categories: (a) economic development, (b) partner representatives, (c) education, and (d) labor.

The Executive Committee shall evaluate the performance of the President on an annual basis and shall set the compensation level accordingly. The Executive Committee shall oversee personnel and financial matters of the Council and ensure that policies meet current fiduciary and legal standards. Except as limited by law, by the Articles of Incorporation or by these Bylaws, the Executive Committee shall conduct the business and manage the affairs of the Corporation, in accord with the policies and objectives generally established by the Board, and in so doing shall have the full power and authority of the Board.

3.15.3 Quorum; Manner of Acting

A majority of the number of Directors comprising any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.15.4 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the Chair, the Secretary or the Chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.16 Compensation

The Directors shall receive no compensation for their service as Directors, but may receive reimbursement for approved expenditures incurred on behalf of the Corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The executive officers of the Corporation shall be a Chair and a Vice Chair (selected from among the private business members of the Council), a Secretary/Treasurer and such other officers as may be elected or appointed by the Board to hold office for such period, who shall have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. The Board may assign any officer any additional title that the Board deems appropriate.

4.2 Election and Term of Office

The officers of the Corporation shall be elected by the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office for a two-year term or until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the Chair, the Vice Chair, the President, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a two-thirds majority of the Board.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 Chair

The Chair shall be an officer of the Corporation, and shall preside at the meetings of the Board and of the Executive Committee. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as are assigned to him or her by the Board from time to time.

4.7 Vice Chair

In the event of the absence of the Chair or his or her temporary inability to act, the Vice Chair shall perform the duties of the Chair, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions on the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or by the Board.

4.8 President

The President shall be the chief executive officer of the Corporation and shall be responsible for the day-to-day operations of the Corporation and shall have such duties as may be assigned to him or her by the Board. The President shall be an ex-officio, nonvoting member of the Board and of the Executive Committee. The President shall ensure that: (a) minutes of meetings of the Board are kept and any minutes which may be maintained by committees of the Board; (b) all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) custody of the corporate records of the Corporation are kept safe; and, (d) records of the post office address of each Director and officer are maintained.

4.9 Compensation

Salaries of the President and compensation ranges of staff may be fixed from time to time by the Executive Committee.

ARTICLE 5. ADMINISTRATIVE AND FINANCIAL PROVISIONS

5.1 Severability

Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

5.2 Books and Records

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Board and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

5.3 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the Corporation shall be the twelve months ending June 30.

5.4 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the two-thirds vote of the directors at any regular meeting or special meeting called for that purpose.

ARTICLE 7. INDEMNIFICATION

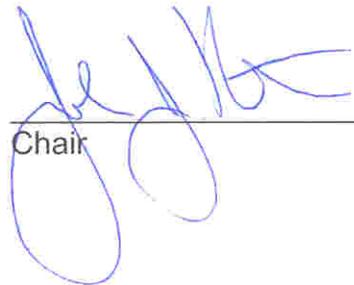
To the greatest extent permitted by applicable law, the Corporation shall indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any civil, criminal, administrative or investigative action, suit or proceeding by reason of said person having been or now serving as a

director or officer of the Corporation, against all expenses and costs incurred, including without limitation attorneys' fees, judgments, fines, penalties, costs and amounts paid in settlement and actually and reasonably incurred by said person in connection with, relating to or arising out of such action, suit or proceeding.

ARTICLE 8. CONFLICTS OF INTEREST

No employee, Director or Officer of the Corporation shall participate in any evaluation, perform work regarding or cast a vote with reference to any person, entity, program, thing, activity, object or goal as to which such employee, Director or Officer has a personal interest in or would personally benefit from any certain outcome of such evaluation, work or vote. Personal benefit includes any benefit to any member of the immediate family of such employee, Director or Officer. It is also a prohibited act for such person to attempt to influence the evaluation, work or vote of another person with regard to such matters. It shall be within the discretion of the Executive Committee, upon receipt of a full and timely written disclosure of the existence or apparent existence of such a conflict of interest, to waive such conflict on behalf of the Corporation, either for the specific instance or generally, as the Executive Committee may in its discretion determine.

The foregoing Bylaws were originally adopted by the board of Directors on May 25, 2000, and revised effective the date shown above.


Chair