

**BY-LAWS
OF
WORKFORCE CONNECTIONS, INC.**

ARTICLE I: NAME AND PURPOSE OF CORPORATION

Section 1: Name. This corporation shall be known as Workforce Connections, Inc.

Section 2: Principal Office. The location of the principal office of the corporation shall be 2615 East Ave South, Suite 103, La Crosse, Wisconsin 54601.

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

- A. Workforce Connections, Inc. is a professional, knowledgeable, responsive and customer-focused leader in connecting people, work and training. The corporation's primary purpose is to be a vital leader in the planning, coordination and provision of innovative, quality workforce development services; a partner among business, labor, education, and government, an advocate for workforce development customers; and a coordinator for sharing of resources among partners and multiple agencies including providing services to and for other non-profit agencies.
- B. 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.
- C. 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.
- D. The activities of the corporation shall be further limited to comply with the laws and regulations of any and all funding sources.
- E. 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 individual member or for 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

The address of the principal office of the Corporation is 2615 East Ave South, Suite 103, La Crosse, Wisconsin. The name of its 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 initial Board of Directors shall consist of at least 11 directors. Thereafter, the number of directors of the corporation shall be as determined from time to time by the corporation's Board of Directors.

Section 2: Composition, Qualifications, Nomination, and Appointment

- A. A majority of directors shall be private sector executives who have substantial management or policy responsibility. The remaining directors may be representatives from educational agencies, organized labor, rehabilitation agencies, community based organizations, economic development agencies, or other community organizations.
- B. Vacancies shall be filled for the unexpired term in a manner that is similar to the original appointments. Existing lists of nominees may be utilized to fill vacancies.

Section 3: Term. The terms of the initial Board of Directors shall be for fixed and staggered terms not to exceed 3 years, as further determined by the directors. Thereafter, terms of the Board of Directors shall not exceed five (5) consecutive 3 year terms.

Section 4: Compensation. 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 5: 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 6: Removal. A member of the Board of Directors may be removed for cause at any meeting of the Board by the affirmative vote of two-thirds of the directors. Three unexcused absences from any regularly scheduled meeting shall constitute good cause for removal.

Section 7: 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 2 of these By-Laws.

ARTICLE V: FUNCTIONS

The Board of Directors shall:

- A. Establish the corporation's overall goals, priorities, projects, and programs.
- B. Establish a budget for the corporation.
- C. Manage the affairs of the corporation and shall receive and extend all funds made available to them in accordance with the contractual requirements of the funding sources.
- D. Coordinate and approve, modify, or reject all projects submitted to it.
- E. Designate a depository for corporate funds and establish proper monetary controls and accounting procedures.
- F. Appoint the necessary standing committees to effectively carry out the purposes of the corporation.
- G. Hire staff and establish corporation personnel policies, grievance procedures, and other policy directives as necessary.
- H. Develop and conduct an orientation program for new directors covering the basic fundamentals of the corporation.

ARTICLE VI: OFFICERS

Section 1: Number. The Board shall elect from its membership a Chairperson, Vice-Chairperson, and Secretary/Treasurer.

Section 2: Election and Term. The initial principal officers shall be elected at the first meeting of the Board of Directors and these elected shall take office immediately upon election until the next Annual Meeting. Thereafter, the principal officers shall be elected by the Board at the Annual Meeting or any special meeting called for such purpose and serve one-year terms.

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 member of all committees of the corporation; shall make all appointments to committees and task forces, 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. Vice-Chairperson: Shall serve in the Chairperson's stead if the Chairperson is unable to perform other duties as the Chairperson and Board of Directors may direct. At such times the Vice-Chairperson shall have all the powers of the Chairperson.
- C. Secretary/Treasurer: Shall be responsible for keeping the minutes of all meetings, maintaining and preserving up-to-date records of all ongoing activities, distributing 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.

Shall keep a record of all funds collected and spent, and a current account of the assets and liabilities of the corporation. The books of accounts shall at all reasonable times be open to inspection by any director. The Board of Directors shall decide which officers may authorize spending of funds and shall decide an amount for which the Treasurer shall be bonded.

- D. 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 Vice-Chairperson in the Chairperson's absence) and countersigned by the Secretary.

ARTICLE VII: MEETINGS

Section 1: Annual Meeting. The Annual Meeting of the corporation shall be held in the month of October in each year with the first such Annual Meeting to be held in 1984.

Section 2: Regular Meeting. The regular meeting of the corporation shall be held regularly at the time and place designated by the Board of Directors, and may be either in person or through the use of a conference telephone or similar communications equipment such as email, instant messaging or similar communication so long as all members participating in such meeting can communicate with one another at the time of such meeting. Participation in such a meeting constitutes presence in person at such meeting. Each person participating in the meeting shall sign the minutes thereof, which may be in counterparts. Approval of said meeting may be accomplished via email or fax.

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

Section 4: Notice. Notice of each regular and Annual Meeting shall be given by written notice delivered through the electronic mail system no less than one week prior to the meeting and on the organization's website. Notice of Special Meetings shall be given no less than 72 hours prior to the meeting in the same manner. 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 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 vote of directors present shall prevail in all matters except to those matters, which by law and by these By-Laws require other than a majority vote.

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

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

ARTICLE VIII: STATUS

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.

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 Vice-Chairperson in the Chairperson's absence) and the Secretary.

Section 2: Drafts, etc. All checks, drafts, or other orders of payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, or officers, or approved staff member of the corporation in such manner as shall from time to time be determined by or under authority of a resolution of the members of the corporation. Bonding or insurance protection shall be provided to those eligible to disburse funds.

Section 3: 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 the By-Laws, shall be vested in, exercised and controlled by the Board of Directors. The corporation shall have all powers permitted by law.

Section 4: 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: AMENDMENTS

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

ARTICLE XII: FISCAL YEAR

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

ARTICLE XIII: 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 XIV: 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.

The Executive Committee shall function as the authorized representatives of the Board and shall constitute a committee for the negotiation of any disagreements.

Section 2: Composition. The Executive Committee shall consist of the Chairperson, Vice-Chairperson, and Secretary/Treasurer of the corporation, and two members appointed at-large by the Chairperson for a total of five members.

Section 3: Term. The term of the Executive Committee members shall be for one (1) year. Said term shall commence upon the election of officers at the Annual Meeting and continue until their successors are elected at the subsequent Annual Meeting.

Section 4: Vacancies. If an Executive Committee position becomes vacant during said term, the Chairperson shall appoint a successor at the next regular meeting to fill the position for the remainder of the term.

Section 5: Meetings. Meetings of the Executive Committee shall be held at a time, place, and date selected by the members. Special meetings of the Executive Committee shall be called by the Chair as needed, or a telephonic 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.

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.

Written notice of all regular Executive Committee meetings shall be given five (5) days in advance indicating time, place, and agenda. Written notice of regular meetings may be waived by written consent of all Executive Committee members.

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 XV: INDEMNIFICATION

Section 1: Indemnification. Any former, present, or future director or officer of this corporation or the legal representative of any such director or officer shall be indemnified by this corporation against reasonable costs, expenses (which shall include amounts paid as fines or penalties or in settlement or in satisfaction of judgments) and counsel fees paid or incurred in connection with any claim or any threatened or actual action, suit, or proceeding (civil, criminal, administrative, investigative or other, including appeals, and whether or not relating to a date prior to the adoption of this By-Law) in which he may be involved as a party or otherwise, by reason of his being or having been a director or officer, or by reason of any action taken or not taken by him in such capacity, provided: (1) if said action, suit, or proceeding shall be prosecuted against such director or officer or against his legal representative to final determination, and it shall not be finally adjudged in such action, suit, or proceeding that he had been derelict in the performance of his duties as such director or officer; or (2) if said claim or said threatened or actual action, suit, or proceeding shall be settled or otherwise terminated (failure to institute shall be deemed termination) as against such director or officer or his legal representative without a final determination on the merits, the corporation shall determine that said director or officer had not in any substantial manner been derelict in the performance of his duties as charged in such claim, action, suit, or proceeding, such determination to be made as hereinafter provided.

Any former, present, or future employee of the corporation who is not a director or officer thereof, or the legal representative of any such employee, may be indemnified by the corporation in the discretion of the Board of Directors of the corporation against reasonable costs, expenses, and counsel fees of the character referred to in the preceding paragraph of this section and upon terms and conditions as from time to time shall be established by the Board of Directors.

All determinations required or permitted by this By-Law, except those to be made pursuant to statutory provisions, shall be made by a majority of a quorum of the Board of Directors comprised of those directors who are not parties to such claim, action, suit, or proceeding, or if no such quorum exists, or if such quorum exists and it so resolves, by legal counsel regularly retained by the corporation (who may or may not be a director of the corporation) selected by the Board of Directors or, if such counsel fails or refuses to do so, by a group of three (3) or more disinterested persons, selected by the Board of Directors, to whom the questions shall be referred

by the Board of Directors. In determining whether a director or officer person or persons (other than counsel) as above stated may conclusively rely on the opinion as to facts or law, or both, of legal counsel.

The termination of any action, suit, or proceeding by a plea of nolo contendere or other like plea shall not constitute a final determination on the merits nor shall a judgment of conviction in any criminal action, suit, or proceeding constitute a determination that the person so convicted had been derelict in the performance of his duties if in either case it is determined that the person so convicted acted in good faith, for a purpose which he reasonably believed to be in the best interest of the corporation and that he had no reasonable cause to believe that his conduct was unlawful.

Subject to the limitations hereinabove imposed, it is intended by this By-Law to grant indemnity to the full extent permissible under the law.

Advances may be made by the corporation against costs, expenses, fees, and amounts paid in settlement or in satisfaction of judgments or as fines or penalties as, and upon the terms, determined by a majority of a quorum of the Board of Directors comprised of those directors who are not parties to such claim, action, suit, or proceeding, or if no such quorum exists, or if such quorum exists and it so resolves, by legal counsel regularly retained by the corporation (who may or may not be a director of the corporation) or, if such counsel fails or refuses to do so, by independent legal counsel (who may or may not be a director of the corporation) selected by the Board of Directors or, if such counsel fails or refuses to do so, by a group of three (3) of more disinterested persons, selected by the Board of Directors, to whom the questions shall be referred by the Board of Directors.

Section 2: Directors, Officers, and Employees of Affiliates and Beneficiaries.

The Board of Directors may at any regular or special meeting of the Board by resolution accord similar indemnification (prospective or retroactive) to any person including any director, officer, or employee of the corporation by reason of the fact that he is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, which indemnification shall extend to the legal representative of any such person.

Section 3: Indemnification not Exclusive. The right of indemnification provided by this By-Law shall not be exclusive of any other rights to which any director, officer, or employee may be entitled as a matter of law or which may be lawfully granted to him. The indemnification so granted by the corporation shall be in addition to and not in restriction or limitation of any other privilege or power, which the corporation may lawfully exercise with respect to the indemnification or reimbursement of directors, officers, or employees.

Section 4: Insurance. The corporation may 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 him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this By-Law.

Section 5: Contract. The provisions of this By-Law 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 By-Law is in effect.

Section 6: Gender. The masculine pronoun shall include the feminine wherever used in these By-Laws.