

The Workforce Connection, Inc.

(Incorporated - January 8, 2002)

BYLAWS

Bylaws Adopted 7/11/00

Bylaws Amended 1/9/01 (addition of Open Meeting statement – Article V, Section 6, Part F)

Bylaws Amended 1/7/03 with Blanket Approval 2/4/03 (to conform with WIB’s new organizational structure)

Bylaws Amended and Approved 10/7/03

Bylaws Amended and Approved 12/07/2010

Bylaws Amended and Approved 5/3/2011

Bylaws Amended and Approved 5/7/2013

Bylaws Amended and Approved 3/1/2016

Bylaws Amended and Approved 5/3/2016

Bylaws Edited for Board Name Change 5/2017

ARTICLE I

NAME, LOCATION, AUTHORITY, WORKFORCE AREA, DEFINITIONS

Section 1. NAME

The name of this body shall be The Workforce Connection, Inc. (hereinafter referred to as TWC Board).

Section 2. PRINCIPAL OFFICE

TWC Board shall maintain its principal office in the City of Rockford, County of Winnebago, and State of Illinois.

Section 3. AUTHORITY

TWC Board shall act as the Workforce Board for the local Workforce Area of Boone, Winnebago, and Stephenson Counties in Northern Illinois described in Article I, Section 4 of these Bylaws. TWC Board shall conduct and engage in activities as set forth in the federal Workforce Innovation and Opportunity Act (hereinafter referred to as "WIOA"), Public Law No: 113-128, as from time to time amended, applicable federal regulations, state, and local law.

Section 4. WORKFORCE AREA

TWC Board shall conduct its business in the local Workforce Area comprised of Boone, Winnebago, and Stephenson Counties – as established by the Governor of the State of Illinois pursuant to WIOA. TWC Board will collaborate and partner on regional initiatives that support the mission and purpose of the organization.

Section 5. DEFINITIONS

For the purposes of these Bylaws and consistent with WIOA, “Local Elected Officials” are defined as the Mayor of the City of Rockford, and the County Board Chairs of Boone, Winnebago, and Stephenson Counties. The “Chief Local Elected Official” is the Local Elected Official designated by the Local Elected Officials to act on their behalf as defined in the Chief Elected Officials’ Agreement.

ARTICLE II

PURPOSE AND FUNCTION

Section 1. PURPOSE

The purpose of TWC Board is to:

- (1) Create a local and regional workforce plan;
- (2) Coordinate investments in the local workforce development service-delivery system; and
- (3) Manage the administrative, oversight, and business service aspects of the system. TWC Board will take a leadership role in advocating, planning, evaluating, and developing local workforce resources in order to enable individuals and businesses to reach their full potential in a changing global marketplace.

As a corporation, this organization is organized exclusively for educational and charitable purposes under section 501(c)(3) of the Internal Revenue Code.

Section 2. FUNCTIONS/DUTIES

TWC Board shall perform the functions and duties as required and described in WIOA Sec. 107(d) and additional functions, including, but not limited to:

(1) Planning functions:

- A. Develop a Strategic Plan that coordinates efforts and complements community initiatives to reduce community workforce issues;
- B. Participate in the development of a Regional Plan, in accordance with WIOA, to workforce development and economic development strategies of the Northern Stateline Economic Development Region;
- C. Develop the local workforce plan in accordance with WIOA to implement aspects of the Regional Plan;
- D. Develop and fund supplemental programs and projects consistent with the purpose; and
- E. Engage and convene local stakeholders and community partners in the development and implementation of the local plan under Section 108 of the WIOA and in identifying expertise and resources to leverage support for workforce development activities.

(2) Coordinating functions:

- A. Coordinate workforce investment activities with area economic development strategies and develop employer linkages among a diverse range of employers and entities in the region;
- B. Engage a diverse range of employers for participation and planning of workforce development strategies for the public workforce system to include;
 1. Development of Sector Partnership Based initiatives;
 2. Convening Workforce Forums and information exchanges; and
 3. Implementation of a business service network to support employers in utilizing available resources.
- C. Align services with workforce intelligence;
- D. Expand and develop strategic partnerships to enhance the local workforce investment and delivery system;
- E. Coordinate initiatives to address skill gaps and specific workforce needs;
- F. With representatives of secondary and post-secondary education program, lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education, and

supportive services that are needed by adults and youth, particularly individuals with barriers to employment;

- G. Lead efforts to identify and promote proven and promising strategies and initiatives for meeting the needs of employers workers and job seekers, and disseminate information on proven and promising practices identified;
- H. Develop strategies for using technology to maximize the accessibility and effective ness of the local workforce system for employers and workers and jobseekers (consistent with WIOA Section 107(d)(7)); and
- I. Coordinate activities with education and training providers, including the review of applications to provide adult education and literacy activities under Title II to determine whether such applications are consistent with the local plan, making recommendations to promote alignment with such plan, and replicating and implementing cooperative agreements to enhance the provision of services to individuals with disabilities and other individuals.

(3) Administrative functions:

- A. Select and certify the One-Stop operator and terminate for cause;
- B. Enter into Memorandums of Understanding with all One-Stop partners.
- C. Negotiate and reach agreement on local performance measures with the Local Elected Officials and the Governor or his or her appointees;
- D. Define the requirements for and responsibilities of subcontract service providers including One-Stop Operators.
 - a. Select the One-Stop Operator on a competitive basis;
 - b. Select eligible providers of youth activities by awarding grants / sub-awards on a competitive basis;
 - c. Select eligible providers of Career Services for Adults and Dislocated Workers by awarding grants / sub-awards on a competitive basis; and
 - d. Enter into sub-awards agreements as required for services;
- E. Certify One-Stop Center(s);
- F. Conduct oversight of the One-Stop, workforce development service-delivery system, youth activities, and employment and training activities under Title IB of WIOA, in partnership with the Local Elected Officials;
- G. Maintain a list of eligible training providers as required by WIOA;
- H. Establish policies for program services and services integration; and
- I. Develop a budget for the purpose of carrying out the duties of TWC Board.

In no event shall TWC Board provide training services, as defined by the WIOA, unless waived by the Governor of the State of Illinois in accordance with the provisions of the WIOA.

To ensure Board members actively participate in Board functions, each member will actively serve on a committee. Members will be surveyed as to their committee interest and the Board Chair will appoint members to the committees.

TWC Board may receive and accept property, whether real, personal, or mixed, by gift, grant, or bequest from any person, governmental unit, or entity; retain, administer and invest such property in accordance with the terms of TWC Board Bylaws and applicable federal law regarding the Workforce Boards and distribute such property for the purposes herein delineated.

ARTICLE III

THE BOARD

Section 1. AUTHORITY

The Board of Directors of TWC Board (the "Board") shall have the power to amend these Bylaws, formulate the policies, and direct the affairs of TWC Board subject to Article VI, Section 7 of these Bylaws. The Board shall have all the powers necessary to carry out the purposes, functions, and duties of TWC Board and shall be responsible for the supervision of its activities. The Board may establish committees or appoint persons or groups to perform services for TWC Board.

Section 2. MEMBERSHIP COMPOSITION

A. Business Representatives

A majority of the members of the Board shall be representatives of business in the local area, who (i) are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority, (ii) represent businesses, including small businesses, or organizations representing businesses described in this clause, that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area, and (iii) are appointed from among individuals nominated by local business organizations and business trade associations as set forth in WIOA Sec. 107(b)(2). At least two business members will meet the requirements of a small business as defined by the Small Business Administration.

B. Non-Business Representatives

- (1) Workforce Sector - Not less than 20 percent of the members of the Board shall be representatives of the workforce within the local area, including at least two (2) representatives from labor organizations and one (1) representative of registered apprenticeship program. Other representatives in this sector may include community-based organizations with demonstrated experience and expertise addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide to support competitive integrated employment for individuals with disabilities. Representatives of organizations with demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations serving out-of-school youth are also members in this sector.
- (2) Education and Training Sector – Local educational program representatives which shall include an eligible provider of adult education and literacy activities, and a representative of institutions of high education providing workforce activities (including community colleges). No single member shall serve as a representative of adult education and literacy activities under Title II and the institution of high education providing workforce activities.
- (3) Governmental and Economic and Community Development Sector – Entities shall include economic and community development entities, Wagner-Peyser, Title I of the Rehabilitation Services Act of 1973. Other representatives may include administrators of programs providing transportation, housing and public assistance, or a representative of philanthropic organizations serving the local area.
- (4) Other Sector – May include such other individuals or representatives of entities as the CEO(s) may determine appropriate.

C. Number of Members

The Board shall, at all times, have between thirty (30) and thirty-five (35) members. In addition, the number of members of the Board will be sufficient to fulfill the requirements of the WIOA and State of Illinois criteria for member selection as detailed in this Article.

Section 3. APPOINTMENT / TENURE

Appointments and reappointments for Membership of the Board shall be made by the Local Elected Officials in accordance with the *Chief Elected Officials Agreement*, WIOA Sec. 107(b)(2), and criteria established by the State of Illinois as required by WIOA Sec. 107(b)(1).

Workforce Board – Area 3

Amended/Approved May 3, 2016

The term of an appointment to the Board shall be three years. The members shall be classified with respect to the time they shall hold office. In principle, approximately one-third of the members should be appointed or re-appointed each year at the discretion of the Chief Elected Officials in accordance with this Article.

Section 4. NOMINATIONS

All representatives of organizations, agencies or other entities serving on the Board shall be individuals with optimum policy making authority with the organizations, agencies or entities they represent, and should represent the diverse geographic area of workforce area 3.

- Business representatives will be from local businesses and are appointed from among individuals nominated by local business organizations and business trade associations.
- Labor representatives will be nominated by labor federations or by other representatives of employees, such as employee organizations and/or the State AFL-CIO.
- Representatives of local educational entities providing adult education and literacy activities and institutions of high education are to be nominated by each respective groups if there are multiple providers in the local area.
- Individuals may nominate themselves if they meet the criteria to nominate and represent the particular business, organization, or program for which they are being nominated.

Section 5. COMPENSATION AND REIMBURSEMENT OF EXPENSES

No member of the Board shall be entitled to receive compensation for services rendered to TWC Board as a member of the Board or as a member of any committee thereof. However, each member may be paid his or her reasonable expenses incurred by the member directly related to the affairs of TWC Board upon prior approval by the Chairman of the Board, and in accordance with TWC Board travel reimbursement policies and procedures, as appropriate. No such payments shall preclude any member from serving the organization in any other capacity and receiving compensation therefore.

Section 6. VOTING

Except as otherwise provided in these Bylaws, each member of the Board shall be entitled to one (1) vote on any matter voted on by the Board. Votes may be cast by voting members of the Board present in person. No voting member of the Board may vote or otherwise act by proxy on any matter.

Section 7. MEETING AND NOTICE

- A. The Board shall meet at least four (4) times per year. One such meeting will be the annual meeting.
- B. Notice of regular meetings shall be given at least five (5) days before the date of the meeting and shall state the date, time, and place of the meeting.
- C. Special meetings may be held at any time for any reason upon call of the Chairman.
- D. Notice of special meetings stating the date, place, time, and purpose of the meeting shall be given no less than 48 hours before the meeting.
- E. A quorum must be present to conduct a vote on any matter at a meeting held by the Board.
- F. A quorum of the Board shall exist provided 50% + 1 of the current voting members are present at any meeting of the Board. Any action taken by the Board will be in accordance with the majority of votes cast on the action item.

- G. All meetings of the Board shall be conducted in accordance with the Illinois Open Meeting Act- An Act in Relation to Meetings, 5 ILCS 120 (the "Open Meetings Act").
- H. All committee meetings are open to all Board members. Notice of regular committee meetings shall be given at least five (5) days before the date of the meeting and shall state the date, time, and place of the meeting.
- I. In an emergency event and when a quorum is not present at a public committee meeting, although no vote can be taken, the Chairman of the Committee may take a consensus of those members present and take their report to the Board for a vote on the issues that were before the committee.

Section 8. VACANCIES

The Board Chairman and/or the Executive Director of TWC Board will promptly notify the Chief Elected Officials when resignations are received from Board members. Any vacancy occurring on the Board before the expiration of a member's term shall be filled in the same manner as the original appointment to membership on the Board. Any member so appointed shall serve for the remainder of the unexpired term only, but may be reappointed in the same manner as all other members. Appointments to fill vacancies shall meet the timelines identified in State of Illinois policy regarding Workforce Board member appointments.

Section 9. CONFLICT OF INTEREST

- A. A member of the Board and/or any committees or task groups may not vote on a matter under consideration:
 - (1) Regarding the provision of services by such member (or by an entity that such member represents);
or
 - (2) That would provide direct financial benefit to such member or the immediate family of such a member.
- B. A conflict of interest appears to exist when a member of the Board takes part in decisions to transact TWC Board business with an entity in which he or she, or a family member, have a material interest. Therefore, the responsibility rests with individual members to disclose at the time discussion begins their intention to abstain from voting whenever they have influence over a decision about a proposed contract between TWC Board, and its partners, and a company or agency in which they have a fiduciary interest or serve in a position of influence. Such individuals should withdraw from the decision-making process while the issue is under discussion. Should the Board request information of a general or clarifying nature from the individual who has disclosed the conflict of interest, the Board will make the request of the individual member directly, and limit interaction to the identified issues.
- C. Written disclosure of participation with other organizations and Boards will be provided annually by all members of the Board.

Section 10. TERMINATION / REMOVAL

- A. Any member may resign from the Board upon written request to the Chairman of the Board. If a member resigns prior to the expiration of his or her term, the vacancy shall be filled by appointment by the Chief Elected Officials in accordance with Illinois policies for workforce development Boards.
- B. Any or all of the members of the Board may be removed for cause or without cause by the Chief Elected Official or entity that appointed such member, or by a majority vote of the Chief Elected Officials. Removal of a member shall also constitute removal as an Officer of the Board and as a member of all committees of the Board.

- C. Requirements for membership on the Board include regular attendance at meetings of the Board and assigned committees. Any member may be removed as provided in Article III, Section 10(B) from the Board if he or she fails to attend fifty percent (50%) or more of the Board meetings or fifty percent (50%) or more of the committee meetings during the organization's fiscal year unless extenuating circumstances exist. Whether acceptable extenuating circumstances exist is left to the discretion of the Chairman of the Board or Chairman of the Committee, but may include business or other unexpected events which prevent a Board or committee member's attendance at a meeting.
- D. A member shall be removed as provided in Article III, Section 10(B) if the member no longer represents the category which he or she was appointed to the Board to represent.

ARTICLE IV

OFFICERS OF THE BOARD

Section 1. OFFICERS

The officers of the Board shall include, but not be limited to, a Chairman, a Vice Chairman, and a Secretary/Treasurer. Additional officers of the Board may be created by the Chairman and the Executive Committee and approved by the Board, and the position(s) shall be filled by a majority vote of members present at a meeting of the organization upon recommendation of the Executive Committee.

Section 2. QUALIFICATIONS, ELECTION, TENURE

Officers of the Board shall be members with at least 12 months of experience on the Board. The Chairman and Vice-Chairman shall be selected from among the organization's business representatives. They and any other officers shall be nominated for election by an Ad Hoc Nominating Committee. The officers of the Board shall be elected and installed at the annual meeting for no less than one two-year term and shall not be elected for more than two consecutive terms in the same office.

Section 3. VACANCY

A vacancy in office may be filled upon recommendation of the Board's Ad Hoc Nominating Committee and by a majority vote of members present at a meeting of the Board. Any officer so appointed shall serve for the remainder of the unexpired term of office.

Section 4. POWERS AND DUTIES OF THE CHAIRMAN AND VICE CHAIRMAN

A. The Chairman

- (1) Shall be selected from the business voting membership of the Board;
- (2) Shall preside at all Board and Executive Committee meetings;
- (3) Shall, with the Executive Director of TWC Board, establish agendas for each Board and Executive Committee meeting;
- (4) Shall sign, on behalf of TWC Board and the Board, all necessary legal documents;
- (5) Shall appoint all members and chairs of the Committees as needed;
- (6) Shall attend meetings of Local Elected Officials or other community meetings as necessary to represent TWC Board;

- (7) May call special meetings of the Board; and
- (8) Shall be an advisory member of all committees.

B. The Vice Chairman

- (1) Shall be selected from the business, voting membership of the Board;
- (2) In the absence of the Chairman shall perform the duties of the Chairman; and
- (3) Shall serve as official Parliamentarian for the Board.

C. The Secretary/Treasurer

- (1) Shall be selected from the business or non-business, voting membership of the Board; and
- (2) Shall perform those functions common to that office under the direction of the Chairman.

Section 5. REMOVAL

Any officer may be removed by an affirmative vote of seventy-five percent (75%) of the entire TWC Board whenever in its judgment the best interests of TWC Board may be served thereby.

ARTICLE V

COMMITTEES

Section 1. EXECUTIVE

- A. The Executive Committee shall consist of the Officers, the immediate Past Chairman, a Director-at-Large, and the Chairpersons of standing committees. Additional members may be appointed at the discretion of the Chairman.
- B. The Executive Committee responsibilities shall include the following:
 - (1) Approve TWC Board staffing needs; recruit and hire the Executive Director; monitor and evaluate the Executive Director activities.
 - (2) Make recommendations to the Board on policies necessary to address the workforce and related social issues in the Workforce Area defined in Article I, Section 4.
 - (3) Review reports, recommendations, etc. from internal or external monitoring or audits and inform the Board on corrective action.
 - (4) Review quarterly progress toward accomplishment of Annual Plan and objectives.
 - (5) The Executive committee is responsible for strategic plan development and oversight.
 - (6) Provides oversight of system budget development, monitors expenditures, and reviews performance of the fiscal agent (i.e. audit review, etc.).
 - (7) Determine Committees needed to fulfill the strategic and operational objectives.
 - (8) The Executive Committee also may perform the following functions:

- (a) Between Board meetings, exercise all powers and duties ascribed to the Board, except amendment of the Bylaws, but shall not act in conflict with actions or policies of the Board or the Local Elected Officials. Reports of action taken by the Executive Committee shall be distributed to Board members within fifteen (15) days of such action.
- (b) Assist the Chairman to set the Board meeting agenda.
- (c) Oversee the participation of the Board members and recommend to the Board those persons who should be removed pursuant to Article III, Section 10 of these Bylaws.
- (d) Recommend a replacement for any officer who needs to be replaced.

C. The Executive Committee shall meet at least (4) four times per year.

A quorum shall consist of the presence of one more than one-half of the total voting members of the Executive Committee.

Section 2. YOUTH COUNCIL

A. The Youth Council responsibilities shall include the following:

- (1) Develop and oversee the implementation of strategies to connect education and career opportunities for youth and young adults;
- (2) Provide oversight for WIOA and other funded programming, which includes the selections and evaluation of youth service providers and the coordination of youth services; and
- (3) Developing strategies and implementation plans to address community education and youth issues.

B. The Chairman of the Youth Council shall be selected from the voting membership of the Board. Members of the Youth Council shall include Board members, school district representatives, career and technical education program representatives, and community stakeholders with expertise related to youth services.

A quorum shall consist of the presence of one more than one-half of the total voting members of the Youth Council.

Section 3. OPERATIONS MANAGEMENT COUNCIL

A. The Operations Management Council responsibilities shall include the following:

- (1) With a focus on the local service delivery system, the Council will develop and implement strategies to create a coordinated and integrated workforce development system with all partner programs;
- (2) Serve the diverse populations that reflect our current and future workforce;
- (3) Develop system measures for the service centers;
- (4) Oversee the local training plan related to WIOA adult and dislocated worker services;
- (5) Oversee and recommend for approval eligible training providers; and
- (6) Oversee the One-Stop Operator and operations.

- B. A Sub-Committee of the Operations Management Council will provide information and assist with planning, operational, and other issues relating to the provision of services to individuals with disabilities.
- C. The Chairman of the Operations Management Council will be a Board member and the membership will include other members of the Board and representatives of all One-Stop Partner entities/programs.

A quorum shall consist of the presence of one more than one-half of the total voting members of the Operations Management Council.

Section 4. EMPLOYER AND PUBLIC ENGAGEMENT COMMITTEE

- A. The Employer and Public Engagement Committee responsibilities shall include the following:
 - (1) In collaboration and partnership with area business group and economic development entities, develops and implements strategies to increase employer engagement in the workforce development system;
 - (2) Increases the visibility of services through the system;
 - (3) Provides oversight and guidance for the Business Services Team;
 - (4) Evaluates the implementation and effectiveness of business services;
 - (5) Develops an annual communication and community outreach plan; and
 - (6) Oversees the implementation of the communication and outreach efforts.
- B. The Committee includes Board members and other community stakeholders and business representatives.
- C. The Chairman of the Committee will be a Board member.

A quorum shall consist of the presence of one more than one-half of the total voting members of the Employer and Public Engagement Committee.

Section 5. OTHER

- A. Standing and other ad hoc committees may be established by the Chairman and the Executive Committee as considered necessary to address specific needs and to enable the Board to carry out its Strategic Priorities.
- B. The Chairman will appoint an Ad Hoc Officer Nominations Committee with the purpose of presenting a slate of officers to be voted on by the Board.

ARTICLE VI

MISCELLANEOUS

Section 1. FISCAL YEAR

The fiscal year shall begin on July 1st and end on June 30th.

Section 2. RULES OF ORDER

Robert's Rules of Order, as revised, when not inconsistent with these Bylaws, shall govern all matters of parliamentary procedure. For clarification, in the event of an inconsistency, these Bylaws shall govern.

Section 3. ANNUAL MEETING

The annual meeting shall take place in September.

Section 4. CONTRACTS

The Board may authorize, when appropriate, any officer, member or staff, in addition to the officers so authorized by these Bylaws, to enter into any contract in the name of and on behalf of TWC Board. Such authority will be limited to specific instances.

Section 5. BOOK AND RECORDS

The Board shall keep correct minutes of the proceedings of the Board and its standing committees and shall keep in the Administration office a record giving the name and address of all members and officers of the Board.

Section 6. AMENDMENT OF BYLAWS

These Bylaws may be amended as needed at the direction of the Chairman and the Board members of TWC Board. Appropriate consistent amendments will be proposed for adoption by a majority of a quorum of members present at a meeting of the Board.

Section 7. DISSOLUTION

In the event of the dissolution of the corporation, the Board shall distribute the assets of the corporation as follows:

- A. All liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore.
- B. Assets held by the corporation upon condition requiring return, transfer or conveyance, which conditions occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

All remaining assets of the corporation shall be distributed to such not-for-profit and tax-exempt societies and organizations as may be specified in a plan of distribution adopted by the Board.

Section 8. SPECIFIC LAWS REFERENCED IN THESE BYLAWS

- Sections of the Workforce Innovation and Opportunity Act, enacted July 22, 2014
- The Illinois Open Meeting Act – 5 ILCS 120

Section 9. EFFECTIVE DATES

These Bylaws and any amendments thereto shall become effective immediately upon adoption, and shall remain in continuous effect from that date until otherwise amended.

Section 10. INDEMNIFICATION

- A. Indemnification in actions other than by or in the right of TWC Board

TWC Board shall indemnify any person who was or is a party, or is threatened to be made a party to or witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was director or officer or volunteer of TWC Board against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the fullest extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act (the "Act") and any other applicable law.

TWC Board shall indemnify any person who was or is a party, or is threatened to be made a party or witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was an employee or agent of TWC Board, or is or was serving at the request of TWC Board, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the extent and in the manner set forth in and permitted by the Act and any other applicable law.

B. Indemnification in actions by or in the right of TWC Board

TWC Board shall indemnify any person who was or is a party, or is threatened to be made a party or witness in any threatened, pending or completed action or suit, by or in the right of TWC Board to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of TWC Board, or is or was serving at the request of TWC Board as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually reasonably incurred by such person in connection with the defense or settlement of such action or suit to the extent and in the manner set forth in and permitted by the Act and any other applicable law.

C. Right to payment of expenses

To the extent that a director, officer, employee or agent of TWC Board has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person.

D. Determination of conduct

Any indemnification as described above (unless ordered by a court) shall be made by TWC Board only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board by a majority (51%) vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so direct, by independent legal counsel in a written opinion.

E. Payment of expenses in advance

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by TWC Board in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by TWC Board.

F. Indemnification not exclusive

The indemnification described above shall not be deemed exclusive or any other rights to which those seeking indemnification may be entitled under a vote of disinterested directors, or otherwise, both as to

action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

G. Insurance

TWC Board will purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of TWC Board, or who is or was serving at the request of TWC Board as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such. The City of Rockford, the grant recipient of federal WIOA funds, will be listed as “additionally insured” on policies purchased by TWC Board.

Bylaws originally approved and adopted on July 11, 2000.

Bylaws Amended on January 9, 2001
(to include Open Meeting Statement in Article V, Section 6, Part F)

Bylaws Amended on January 7, 2003, with Blanket Approval on February 4, 2003
(to conform with WIB’s new organizational structure)

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