

**LANE WORKFORCE PARTNERSHIP,  
AN OREGON NON-PROFIT CORPORATION**

**BY-LAWS**

**RECITALS:**

- A. The Lane Workforce Council, the Chief Elected Official for the Lane County, Oregon, Workforce Area, by a separate agreement has designated this Corporation as the Fiscal Agent (as that term is defined under the Workforce Innovation and Opportunity Act of 2014) for the Lane County, Oregon, Workforce Area.
- B. The Lane Workforce Council, the Chief Elected Official for the Lane County, Oregon, Workforce Area, by separate agreement has designated the Lane Workforce Board, a subcommittee of this Corporation, as the Local Workforce Board (as that term is defined under the Workforce Innovation and Opportunity Act of 2014) for the Lane County, Oregon, Workforce Area.
- C. As a matter of administrative convenience, the Lane Workforce Board has been established as a Subcommittee of this Corporation.

**ARTICLE I**

**Name and Corporate Status**

- 1.1 This Corporation shall be known as **Lane Workforce Partnership** (hereinafter referred to as “Corporation” and/or “LWP” as context requires) and/or any assumed business name(s) that the Board of Directors may at anytime adopt.
- 1.2 As provided by its Articles of Incorporation, this Corporation shall be a public benefit Corporation, as defined by Oregon law, without members.

**ARTICLE II**

**Purpose and Jurisdiction**

The purpose of this Corporation is to work in concert with the business community and public agencies to promote job opportunities for unemployed individuals and individuals who need further training to maintain or advance their current job position, who meet the eligibility criteria for such assistance as set forth in the Federal Job Training and Partnership Act of 1982, the Federal Workforce Investment Act of 1998, and the Federal Workforce Opportunity and Innovation Act of 2014 (hereinafter in these By-Laws, the WIOA) and its implementing federal and state regulations. Specifically, this Corporation, is charged with planning, oversight and administrative responsibility for local job-training programs, including but not limited to those funded under the Federal Job Training and Partnership Act of 1982, the Federal Workforce

Investment Act of 1998, and the WIOA. The authority for this Corporation is based on the Federal Job Training and Partnership Act of 1982, the Federal Workforce Investment Act of 1998, and WIOA, its Articles of Incorporation, these By-Laws, the Amended Intergovernmental Agreement of 2015 by and between Lane County and the Cities of Cottage Grove, Eugene, Florence, Junction City, and Springfield, (hereinafter in these By-Laws, the 2015 IGA), and the 2015 Agreement between the Corporation, the Lane Workforce Council, and the Lane Workforce Board (hereinafter in these ByLaws, the Board/CEO Agreement).

### **ARTICLE III Board of Directors**

- 3.1 The Corporation shall be governed by a Board of Directors whose membership shall at all times consist of not less than FIVE (5) members. A majority of the Directors serving on the Board of Directors of this Corporation shall always be Local Business Representatives from the Lane Workforce Board, as follows: the Treasurer of the Corporation; the Secretary of the Corporation; the Chair of the Lane Workforce Board; the Past Chair of the Lane Workforce Board; and the Chair Elect of the Lane Workforce Board. A minority of the Directors serving on the Board of Directors of this Corporation shall be drawn from the Lane Workforce Council (hereinafter "LWC"). The LWC shall choose for itself whom to appoint.
- 3.2 Attendance. Members have the responsibility of contacting the Chair or Executive Director if they are unable to attend a meeting. If a Board member fails, for any reason, to attend in person at least fifty percent (50%) of the Board meetings in any calendar year during that Board member's term of office, such Board member shall be considered to have resigned from the Board, and the appointing authority for that Board member's position shall be asked to appoint, and shall appoint, a replacement Board member.
- 3.3 Proxy. If a Board member is unable to attend a meeting and wishes to send a proxy, that proxy must be from the same category of representation/membership as the board member. A written proxy may be given to the Chair to be read at the time of voting; or another person, other than a current Board member, may be sent with a letter of designation, signed by the absent Board member, stating that the person designated has a proxy to act for and in the absence of the absent Board member. Notwithstanding the foregoing, proxies may not attend or vote in Executive Sessions of the Board.
- 3.4 Director Conflicts of Interest.
- 3.4.1. A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation has a direct or indirect interest. Except as set forth in Article 3.5.3, below, a conflict of interest transaction including any contract or transaction between the Corporation and any other individual, business, or entity in which a Director of this Corporation is interested in, or is a Director, officer or employee of, shall not be voidable or the basis for imposing liability on the Director if the transaction:

3.4.1.1 is fair to this Corporation at the time it was entered into; AND

3.4.1.2 was approved in advance by a vote of the of Directors of the Corporation where the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors; AND

3.4.1.3 was approved by the Attorney General of the State of Oregon or a Circuit Court of the State of Oregon in an action in which the Attorney General is joined as a party; AND

3.4.1.4 does not violate any provision of WIOA, nor the State and Federal regulations thereunder; AND

3.4.1.5 does not violate any of the provisions of the Internal Revenue Code (or Treasury regulations) regarding prohibited transactions governing tax-exempt nonprofit corporations.

3.4.1.6 For purpose of the vote required to approve a conflict of interest transaction, any such conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors who have no direct or indirect interest in the transaction.

3.4.2 For conflict of interest purposes, a Director of the Corporation has an indirect interest in a transaction if:

3.4.2.1 another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction; or

3.4.2.2 another entity in which the Director is a director, officer or trustee is a party to the transaction.

3.4.3. The Corporation shall not make or guaranty a loan to or for any Director.

### 3.5 General Standards for Director Conduct.

3.5.1. A Director shall discharge his or her duties as a Director, including the Director's duties as a member of any committee:

3.5.1.1 in good faith;

3.5.1.2 with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

3.5.1.3 in a manner the Director reasonably believes to be in the best interest of the Corporation.

3.5.2 In discharging the duties of a Director, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

3.5.2.1 one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

3.5.2.2 legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence;

3.5.2.3 a committee of the Board of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence.

3.5.3 A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by Article 3.5.2, above, unwarranted.

3.5.4 A Director shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

3.5.5 The civil liability of Directors of the Corporation for the performance or nonperformance of his or her duties shall be as set forth in WIOA, Oregon law and the Articles of Incorporation.

### 3.6 Removal and Resignation.

3.6.1 Board members will be removed by Chief Elected Officials (CEOs) if any of the following occurs: (a) Documented violation of conflict of interest; (b) Failure to meet Local Workforce Development Board member representation requirements defined in WIOA Section 107(b)(2); (c) Documented proof of fraud and/or abuse; (d) Attendance as required under these Bylaws.

3.6.2 Every effort shall be made to resolve any dispute which may arise among the Parties through informal negotiation. If such negotiation cannot produce satisfactory resolution within 30 calendar days of the dispute being raised, then the matter shall be submitted to mediation. If the Parties are not able to mutually resolve their dispute through mediation, they agree to resolve it through binding arbitration as provided by the rules of the American Arbitration Association.

3.6.3 A Board member may resign at any time upon written notice to the Executive Director. Unless the notice of resignation specifies a later effective date, the resignation will be effective when received. The Governing Board shall be informed of vacancies.

**ARTICLE IV**  
**Board Meetings and Voting; Board Committees**

- 4.1 Public Meeting. All meetings of the Board or its committees are public meetings and shall be open to the public and held in conformance with the Oregon Open Meetings Law, and shall be conducted in accordance with Roberts Rules of Order, as far as is reasonable and practical.
- 4.2 Time and Place. The Board shall meet at such times and places as may be designated by the Chair, provided that at least one Board meeting shall be held in each calendar quarter.
- 4.3 Who May Call A Meeting. The Chair, the Executive Director, or a majority of the Board by written request to the Chair, may call a meeting of the Board.
- 4.4 Vote. Each member of the Board shall have one (1) vote. Decisions shall be made at meetings where there is a quorum. A quorum shall be defined as: (a) A simple majority (51%) of members, excluding vacancies AND (b) Of those members in attendance, no fewer than 25% are business representatives.
- 4.5 Annual Meeting. Unless designated otherwise in the call of a meeting, the Board meeting for the month of May shall be considered to be the annual meeting of the Board. All other Board meetings shall be considered special meetings. All Board meetings shall be preceded by at least five (5) days written notice to each Director of the date, time, and place of the meeting; but unless required otherwise by the provisions of WIOA or the Oregon Nonprofit Corporations Act, the notice of any meeting need not describe the purposes for which the meeting is to be held.
- 4.6 Minutes. Minutes shall be taken of all Board meetings and shall be available to the public in the administrative offices of the Board. A copy of the minutes shall be provided to the Board in a timely manner and shall be approved by the Board before they become official minutes of the Corporation.
- 4.7 Board Committees: The Corporation's Board of Directors may have both standing and ad hoc committees organized and functioning as follows:
- 4.7.1 Establishment. Except for the Lane Workforce Board, and any other committees required by law, standing committees shall be proposed by the Chair and established by a majority vote of all current Board members. Ad hoc committees may be established as deemed necessary by the Chair. Except as otherwise required by law, the Chair shall appoint both the members of, and the Chairs of, both standing and ad hoc committees.

4.7.2 The Lane Workforce Board. The LWB members shall have the qualifications for membership as shall be consistent with the requirements of WIOA as supplemented by any qualifications for board membership established by the governor of the State of Oregon after consultation with the Chief Elected Official. The composition and makeup of the LWB shall comply with federal and state regulations and directives under WIOA.

4.7.3 Appointment of Lane Workforce Board Members. The Members of the LWB shall be appointed by the LWC, in accordance with the appointment procedures for such positions adopted by the LWC and consistent with the qualification and membership requirements set by WIOA and its implementing regulations. Appointments shall be made for staggered three year terms. Any vacancy occurring during the terms shall be filled by LWC in accordance with law.

4.7.4 Operation. All meetings of the LWB shall conform with Oregon law, including – but not limited to -- Oregon Public Meetings Law (ORS 192.610 et seq); and, shall be conducted in accordance with Roberts Rules of Order, as far as is reasonable and practical.

4.7.5 Committee Quorum and Voting. Each member of a committee (including the LWB) shall have one (1) vote. Decisions shall be made at meetings where there is a quorum. A quorum shall consist of a majority of the committee. However, all committee decisions must be made by the affirmative vote of a majority of the then appointed and serving members of the committee, not simply a majority of the committee members whose presence constitutes a quorum.

4.7.6 Any Board member who is not a regular committee member, of any standing or ad hoc committee, may attend any committee meeting as a non-voting observer. There shall be no voting by proxy at any committee meeting, whether standing or ad hoc.

## **ARTICLE V**

### **Corporation Officers**

5.1 Officers: The Corporation shall have a Chair, Chair-Elect, Secretary, Treasurer, Executive Director, and Past-Chair, all of whom shall be elected by a majority vote of the LWB except for the Executive Director who shall be separately selected and appointed by the Board of the Corporation.

5.1.1. Chair. The Chair of the Corporation shall always be one of the private business representative members of the LWB. The Chair of the LWP shall serve as the Chair of LWB. The Chair of LWP shall preside at meetings the directors of LWP, serve as the chief spokesperson and signatory for LWP, and have such other specific responsibilities as may be from time to time given to the Chair by the Board of Directors of LWP.

5.1.2. Chair-Elect. The Chair-Elect shall fulfill the functions of the Chair in the Chair's absence and perform such other functions as shall be assigned to them by the Board.

The Chair-Elect of the LWP shall serve as the Chair-Elect of LWB. The Chair-Elect shall automatically become Chair, without further vote, in the event the Chair is unable or unwilling, for any reason, to continue his or her elected term of service to its conclusion. The Chair-Elect shall also become the Chair when the term of service of the Chair, that the Chair-Elect is elected to succeed, ends.

5.1.3. Secretary. The Secretary shall be responsible for the preparation of the minutes of all Board meetings, shall sign such minutes once they have been approved by the Board and shall authenticate records of the Corporation.

5.1.4. Treasurer. The Treasurer shall perform such functions as shall be assigned to the Treasurer by the Board. The offices of Secretary and Treasurer may be combined in one individual.

5.1.5. Executive Director. The Board of Directors shall hire and employ an Executive Director to run the day-to-day operations of the Corporation. The Executive Director shall be an Officer of the Corporation and shall not be a member of the Board. The Executive Director shall have responsibility for the selection and supervision of staff, general management and operation of the Corporation, and act for the Corporation in accordance with State and Federal Law, and within the Corporation's budget.

5.2 Term. Unless specified otherwise by written employment contract or at the time of his or her election as an officer of the Corporation, all officers of the Corporation shall serve a term of office that is the longer of one year, July 1, through June 30, or until their successors are elected.

5.3 Standard of Conduct for Officers:

5.3.1 An officer shall discharge his or her duties as an officer, including the officer's duties as a member of any committee:

5.3.1.1 in good faith;

5.3.1.2 with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

5.3.1.3 in a manner the officer reasonably believes to be in the best interest of the Corporation.

5.3.2 In discharging the duties of an officer, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

5.3.2.1 one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented;

5.3.2.2 legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the persons professional or expert competence;

5.3.2.3 a committee of the Board of which the officer is not a member, as to matters within its jurisdiction, if the officer reasonably believes the committee merits confidence.

5.3.3 An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by Article 5.3.2, above, unwarranted.

5.3.4 The civil liability of officers for the performance or nonperformance of his or her duties shall be as set forth in WIOA, Oregon law, and the Articles of Incorporation.

## **ARTICLE VI**

### **Directors and Officers Indemnification and Advancement of Litigation Expenses**

6.1 In accordance with the standards set out in ORS 65.391 and ORS 65.394, as they currently exist or may subsequently be amended, the Corporation shall indemnify a Director of the Corporation who is made a party to any proceeding of a legal nature because the individual is or was a Director, against liability and reasonable expenses actually incurred by the Director in connection with that proceeding. In addition, the Corporation may pay for (or reimburse) the reasonable expenses incurred by a Director who is a party to a proceeding because the individual is or was a Director, in advance of the final disposition of that proceeding, in accordance with ORS 65.397 as it currently exists or is subsequently amended. The Corporation's decision as to whether or not to indemnify a Director pursuant to the authority of ORS 65.391 shall be made in accordance with the requirements of ORS 65.404 as the same currently exists or is subsequently amended.

6.2 The Corporation shall indemnify an officer of the Corporation pursuant to ORS 65.407 as presently worded or subsequently amended, to the same extent that it would indemnify a Director pursuant to such statute. In addition, an officer of the Corporation is entitled to apply for court ordered indemnification under ORS 65.401, as currently worded or subsequently amended, to the same extent as a Director would be entitled to application pursuant to such statute. In addition, if and to the extent the Board of Directors chooses to do so, in its sole discretion, the Corporation may pay for or reimburse the reasonable expenses of an individual who is a party to a proceeding because the individual is or was an officer of the Corporation if such individual also complies with the requirements of ORS 65.397 as currently worded or subsequently amended.



- 6.3 The Corporation may purchase and maintain insurance on behalf of any individual as respects his or her service as a Director or officer of the Corporation in accordance with ORS 65.411 as currently worded or subsequently amended.

**ARTICLE VII**  
**By-Law Enactment and Amendment**

- 7.1 The Corporation's initial By-Laws became effective upon their approval by the initial Board of Directors of the Corporation.
- 7.2 Once adopted, the Corporation's By-Laws may be amended only in accordance with the following process and procedure:
- 7.2.1 For any proposed amendment of the By-Laws, or the Articles of Incorporation, written notice of the language of the proposed amendments shall be mailed to the offices of the legal counsel of the Member Governments of the LWC not less than thirty (30) days prior to the Corporation Board meeting at which the amendments are proposed for adoption. The Corporation shall also not amend its By-Laws or its Articles in a manner that is inconsistent with either the LWC/LWP/LWB Agreement or the Amended Intergovernmental Agreement of LWC.
- 7.2.2 The notice for any Board meeting at which By-Law or Articles of Incorporation amendments are proposed for adoption shall include reference to the fact that By-Law or Article amendments are to be voted on at that meeting; and a summary or a copy of the proposed amendment(s) shall accompany the meeting notice.
- 7.2.3 A vote of two-thirds (2/3) of the then appointed and serving members of the Board, will be sufficient to amend the corporation's By-Laws or Articles in accordance with the proposed amendment(s).

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*Revised By-Laws approved by Lane Workforce Partnership Board of Directors*  
*Date Approved: May 27, 2021*