Docusign Envelope ID: 16BE45F5-72F1-85C5-839B-87DA6B35E00B

BYLAWS OF THE

SOUTH CENTRAL WORKFORCE DEVELOPMENT COUNCIL

ARTICLE I

Name

The name of this non-profit Corporation is the South Central Workforce Development Council, sometimes referred to as the "Corporation" or "SCWDC."

ARTICLE II

Authority and Membership

A. The South Central Workforce Development Council is established as a Non-Profit Corporation by the Boards of County Commissioners of Kittitas, Klickitat, Skamania and Yakima Counties, Washington, as provided in Section 107 of Public Law 113-128 (Workforce Innovation and Opportunity Act), in accordance with all associated and relevant federal regulations; and in accordance with the Inter-local Cooperation Act of 1967, Chapter 39.34, RCW.

B. The Corporation shall have a Board of Directors and four members: the Counties of Kittitas, Klickitat, Skamania, and Yakima acting through the South Central Consortium.

C. The process for creating and filling an ongoing Board of Directors and Officers for the Corporation is established by these Bylaws.

ARTICLE III

Purpose

A. The purposes of the SCWDC shall be, but is not limited to:

1. The development and enhancement of a customer and partnership driven workforce system to increase skills, employment, job retention, career advancement, supportive

Docusign Envelope ID: 16BE45F5-72F1-85C5-839B-87DA6B35E00B

services, and earnings resulting in a stronger community through a quality workforce and productivity and profitability of businesses; and other community programs as allowed under federal and state law.

ARTICLE IV

Definitions

A. Board of Directors shall mean the 20 members of the South Central Workforce Development Council.

B. South Central Workforce Development Area IX (WDA) shall mean the geographical area of contiguous counties of Kittitas, Klickitat, Skamania and Yakima.

C. South Central Consortium shall mean the counties of Kittitas, Klickitat, Skamania and Yakima under the Inter-local Cooperation Act; and shall also mean the South Central Consortium Executive Committee comprised of one county commissioner from each of the consortium counties.

ARTICLE V

Board of Directors

A. Appointment of Directors: The South Central Consortium shall appoint the Board of Directors from individuals nominated or recommended pursuant to Section C below.

B. Number and Composition of the Board: The Board of Directors of the SCWDC shall have 20 Directors consisting of:

1. Representatives of business, who must constitute a majority of the membership (51%) and are owners of the business, chief executives or chief operating officers with optimum policymaking or hiring authority; represent businesses, including small businesses, or organizations representing business, that provide employment opportunities to include high quality, work relevant training, in-demand industry sectors in the local area. At a minimum, 2 members must represent small business (11 representatives),

2. Not less than 20% of the board (4 representatives):

   i. Two members shall represent labor organizations.

Docusign Envelope ID: 16BE45F5-72F1-85C5-839B-87DA6B35E00B

ii. One member shall represent a labor organization or a training director from a joint labor-management apprenticeship program or a representative of a registered apprenticeship program with no union affiliation.

iii. May represent a community-based organization with expertise in addressing the employment needs of individuals with barriers to employment.

iv. May represent an organization that has demonstrated experience and expertise in addressing the employment, training or education needs of eligible youth, including out-of-school youth.

3. Represent education and training activities in the local area (2 representatives):

i. Shall include a representative of eligible providers administering adult education and literacy activities under Title II.

ii. Shall include a representative of institutions of higher education.

4. Represent government and economic and community development entities serving the local area (3 representatives):

i. Shall include a representative of economic and community development entities.

ii. Shall include a representative from the State employment service office under Wagner-Peyser Act.

iii. Shall include a representative of the programs carrier out under Title I of the Rehabilitation Act.

iv. May include representatives of agencies or entities administering programs serving the local area relating to transportation, housing and public assistance.

v. May include representatives of philanthropic organizations serving the local area.

5. Each local board may include ex-officio members such other individuals or representatives of entities as the local Chief Local Elected Official in the local area may determine to be appropriate.

C. Selection Process

1. Business representatives on the Board of Directors shall be selected from among individuals nominated by general purpose business organizations and business trade associations after consulting with and receiving recommendations from other business organizations in the Workforce Development Area. Such nominations, and the individuals selected from such nominations, shall reasonably represent the industrial

Docusign Envelope ID: 16BE45F5-72F1-85C5-839B-87DA6B35E00B

and demographic composition of business community. At least three representatives of business shall represent business with substantial employment opportunities in the area; and three representatives of business shall be representatives of small business employing fewer than 50 employees. Whenever possible, business representation shall include minority and women owned business.

2. Secondary and Post-Secondary representatives on the Board of Directors shall be selected from among individuals nominated by local educational administrative associations, vocational education institutions, institutions of higher education, or general organizations of such schools, within the service area, after consulting with, and receiving recommendations from such institutions represented in the Workforce Development Area.

3. Representatives of economic development and business agencies shall be nominated by general purpose business organizations and business trade associations after consulting with and receiving recommendations from such agencies represented in the Workforce Development Area.

4. Labor managed apprenticeship members shall be nominated by recognized state and/or local labor organizations or appropriate apprenticeship committees represented within the Workforce Development Area.

5. Representatives of a registered apprenticeship program with no union affiliation shall be nominated by locally recognized organizations or entities, such as chambers of commerce, non-profit networks, economic development, or coalitions within the Workforce Development Area.

6. Community-based organization representatives shall be nominated by locally recognized organizations or entities, such as chambers of commerce, non-profit networks, economic development, or coalitions represented in the Workforce Development Area.

7. Representatives of public assistance, vocational rehabilitation and the public employment service agencies shall be nominated by the regional administrative offices within the Workforce Development Area.

D. Staggered Terms

1. One-third of the initial appointments to the Board of Directors shall be for one-year terms, one-third for two-year terms, and one-third for three-year terms. Thereafter, one-third of the Board of Directors shall be appointed each year for three-year terms.

2. All full terms shall begin on the first day of January and shall end on the last day of December.

Docusign Envelope ID: 16BE45F5-72F1-85C5-839B-87DA6B35E00B

D. Vacancies and Reappointment

1. Vacancies in Board of Directors shall be filled in the same manner as the original appointments.

2. Appointments to fill unexpired terms shall be made only for the duration of the respective unexpired terms.

3. Directors may be re-appointed to one or more additional terms.

F. Resignation and Removal of Directors

1. Directors may resign by submitting a written notice of resignation to the Chair. Resignations shall be effective upon the date stated in the letter of resignation or upon receipt by the Chair if no date is specified.

2. Unexcused absences in excess of 25% of the regular meetings in a member's term year shall be sufficient cause for the South Central Consortium, or for a majority of the Board of Directors to declare a vacancy and appoint a replacement.

3. A Director may be removed with or without cause by a majority vote of the Board of Directors or by a majority vote of the South Central Consortium.

G. Ex-Officio Directors:

The South Central Consortium shall be ex-officio members of the Board of Directors and shall be ex-officio members of any committees formed by the Board of Directors. Other community organizations or government entities in the local area may also be ex-officio members of the Board of Directors. Ex-officio members shall have no vote and shall not be counted in the number of Directors, nor shall they be counted for purposes of determining a quorum.

H. Statement of Compensation:

Membership on the Board of Directors is on a voluntary, non-salaried basis. Reimbursement for expenses and travel will be allowed according to established board policy.

ARTICLE VI

Officers

A. Title of Officers

Docusign Envelope ID: 16BE45F5-72F1-85C5-839B-87DA6B35E00B

Officers of the Board of Directors shall be Chair, Vice-Chair, and Treasurer. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Board of Directors.

B. Selection of Officers

1. The Chair, Vice-Chair, and Treasurer shall be elected by the Board of Directors. The Chair must be selected from the private sector representatives on the Board of Directors.

2. The election of officers shall take place at the last regular Board of Directors meeting of the calendar year.

3. All officers shall serve for two years, and their terms of office shall begin on the first day of January and shall end on the last day of December.

4. Any vacancy in an elected office shall be filled by election at the next regular Board of Director meeting.

5. No member shall hold more than one office at a time, and no member shall be eligible to serve more than three consecutive terms in the same office with exception to cases of extraordinary circumstances and then by majority vote of the Board of Directors and for an extension of one-year to 18 months term only.

C. Duties of Officers

1. The Chair shall preside at all Board of Director and Executive Committee meetings and shall appoint committees and their respective Chairs as needed and shall perform the duties incident to the Office of the Chair.

2. In the absence of the Chair, the Vice-Chair will have full authority and assume all responsibilities of the Chair. In the absence of both the Chair and the Vice-Chair, the Treasurer or another member who is a representative of the private sector, selected by a majority of the Directors present, shall serve as Chair Pro Tem. The Chair Pro Tem will assume all responsibilities of the Chair.

3. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the Corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as the financial condition of the Corporation to the Board of Directors.

ARTICLE VII

Docusign Envelope ID: 16BE45F5-72F1-85C5-839B-87DA6B35E00B

Committees

A. Executive Committee

1. The Board of Directors shall establish an Executive Committee which shall consist of the Chair, Vice-Chair, Treasurer, and four (4) members at large from the Board of Directors. The South Central Consortium shall serve as non-voting, ex-officio members of the Executive Committee.

2. Members at large of the Executive Committee shall be recommended by the Nominations Committee and then appointed by the Chair. Voting members of the Executive Committee shall be comprised of a majority of business members from the Board of Directors.

3. The Executive Committee shall exercise general supervision of the affairs of the Board of Directors between its regular meetings, make recommendations to the Board of Directors, and perform such other duties as may be specified in these Bylaws. The Executive Committee are authorized to Act on behalf of the Board of Directors on all matters that are time sensitive and of an emergency nature. The Board of Directors at the next regular or special meeting will take formal action on all items approved by the Executive Committee.

B. Other Committees

1. Standing or special committees shall be established, as the Board of Directors from time to time deem necessary to carry on its work, or as prescribed by the Workforce Innovation and Opportunity Act.

2. The Chair may be authorized, by majority vote of the Board of Directors, to also appoint persons who are not members of the Board of Directors as ex-officio members of special committees.

3. The Chair shall be an ex-officio member of all standing and special committees.

ARTICLE VIII

Meetings

A. Board Meetings

1. The Board of Directors shall meet on a regular basis, four times per year, at 4:00 p.m., on the second Tuesday of each month of February, May, September, and November. The meetings will be held at a public facility identified one month prior to the meeting.

Docusign Envelope ID: 16BE45F5-72F1-85C5-839B-87DA6B35E00B

2. If the regular meeting day falls on a holiday, the regular meeting shall be held on the next available business day or on a day that month as agreed to by the Board of Directors.

3. If there is no business to be conducted, a lack of quorum, or a conflict exists with the meeting time, the regular meeting may be canceled or rescheduled by the Chair. Notice shall be communicated to all Board of Directors and all other interested persons on the email distribution list. A notice of cancellation shall be posted in a conspicuous place outside of the designated meeting facility.

4. Special meeting of the Board of Directors can be called by the Chair or must be called upon the written request of one-third of the members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three (3) days' notice shall be given.

5. A quorum for both regular and special Board of Director meetings shall consist of fifty-one (51%) of the voting membership. If a quorum is not present, the Executive Committee may act on behalf of the Board of Directors, or except in the matters of election of officers and amendment of Bylaws.

6. In the event a Director is unable to attend a regular or special Board of Directors meeting, the Director may authorize another Director or a majority of Directors to act on their behalf by written proxy. Proxies must be written and emailed to the CEO prior to the scheduled meeting.

7. If a Director is unable to physically attend a meeting, the Director may be deemed present via virtual or conference call.

8. The rules contained in the current edition of Robert's Rules of Order shall govern the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Directors may adopt.

9. Board of Directors meetings shall be publicly announced, open and accessible to the general public. Members of the general public shall be afforded the opportunity to be heard at each meeting, at a time designated by the Chair, on regular agenda items.

10. Board of Director Meetings shall be conducted in accordance with the Open Public Meetings Act of 1971 (Chapter 42.30.110 RCW), as amended.

11. Agendas, meeting notices and background information shall be prepared and distributed to all Directors in advance of each regular and special Board of Directors meetings.

Docusign Envelope ID: 16BE45F5-72F1-85C5-839B-87DA6B35E00B

12. Minutes shall be distributed prior to the next regular meeting to all Directors, to the South Central Consortium, and to such other persons as may be designated by the Chair.

13. Minutes of all regular and special Board of Director meetings shall be maintained by Board of Director staff at a location accessible to the public.

B. Executive Committee Meetings

1. Meetings of the Executive Committee shall take place for all months when regular meetings of the Board of Directors are not scheduled. These meetings will take place on the 2nd Tuesday of these months and will be conducted in a manner pursuant to these Bylaws.

2. The rules contained in the current edition of Robert's Rules of Order shall govern the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Directors may adopt.

C. Other Committee Meetings

1. The rules contained in the current edition of Robert's Rules of Order shall govern the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Directors may adopt.

ARTICLE IX

Conflict of Interest

A. Conflict of Interest Prohibited

The Board of Directors will ensure that its members will not engage in any activity**,** including participation in the selection, award, or administration of a subgrant or contract supported by WIOA or any other funds if a conflict of interest, real or apparent, would be involved.

1. Such a conflict would arise when: (i) the individual, (ii) any member of the individual's immediate family, (iii) the individual's partner or (iv)an organization which employs, or is about to employ, any of the above, has a financial or other interest in the firm or organization selected for award; (or any organization which that member directly represents).

2. "Activity**"** includes, but is not limited to, deliberating, scoring, voting, awarding, administering, or any other act which affects the selection of a contractor or contractors.

Docusign Envelope ID: 16BE45F5-72F1-85C5-839B-87DA6B35E00B

3. "Financial Interest" includes employment, contracting, or subcontracting with the contractor.

ARTICLE X

Indemnification

To the fullest extent permitted by the Washington Non-Profit Corporation Act, 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 (whether brought by or in the right of the Corporation or otherwise) by reason of the fact that that person is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another Corporation, against all expenses (including attorney's fees), judgments, fines, penalties, costs and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person(s) which the corporation has the power to indemnify under the Washington Non-Profit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as matter of the law or by contract.

ARTICLE XI

Books and Records

The Corporation shall keep correct and complete books and records of accounts and finances and shall keep minutes of the proceedings of the Board of Directors, Executive Committee, and any other Board supported meetings. Minutes will be made available on the Corporation's website for anyone who desires to see them, and minutes will be reviewed and approved at the next meeting of the Board of Directors or Executive Committee, respectively. The Board of Directors shall keep at its registered office or principal place of business a copy of its current Articles of Incorporation and Bylaws, and a record of the names and addresses of Board of Directors, and officers. Costs of copying said documents shall be borne by members of the public and members of the Corporation except that Directors of the Corporation shall not be charged for copies of the Articles of Incorporation or the Bylaws.

ARTICLE XII

Contracts, Loans, Financial Transactions, Checks, Deposits, and Dissolution

A. Contracts

Docusign Envelope ID: 16BE45F5-72F1-85C5-839B-87DA6B35E00B

The Board of Directors may authorize any officer or officers, and any council employee(s) authorized by resolution of the Board of Directors, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

B. Loans

No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

No loans shall be made by the Corporation to its officers, Directors, or staff.

C. Financial Transactions

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers of the corporation, or any council employee(s) authorized by resolution of the Board of Directors, and in such manner as from time to time determined by resolution of the Board of Directors.

D. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositors as the Board of Directors or other designated Committee.

E. Dissolution

No member, director, trustee, or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon dissolution or winding up of the Corporation, after paying or making adequate provision for payment of all liabilities, after returning all-state property to the state and after returning all property of Kittitas, Klickitat, Skamania, and Yakima Counties to those counties, then all remaining assets of the Corporation shall be distributed by the board of directors to one or more non-profit funds, foundations, or corporations that are organized and duly operated exclusively for educational, charitable, religious, scientific, and/or literary purposes, within the meaning of the Code, and which at that time qualifies for tax exempt status under Section 501(c)(3) of the Code, and which are committed to carrying out various workforce development programs. Any assets not so disposed of shall be disposed of by the Superior Court of Yakima County, Washington, for the purposes set forth in Article III of these Articles of Incorporation or to such organization or organizations as the Superior Court of Yakima County shall determine to be organized and operated for purposes similar to that of the Corporation.

Docusign Envelope ID: 16BE45F5-72F1-85C5-839B-87DA6B35E00B

ARTICLE XIII

Chief Executive Officer, Staff, and Recording Secretary

A. Chief Executive Officer

The Corporation, acting through the Board of Directors, shall hire and retain a Chief Executive Officer who shall be an "at will" employee as defined by Washington law. The Chief Executive Officer shall report to the Chair and the Board of Directors. The Board of Directors may dismiss the Chief Executive Officer.

B. Staff

As the Chief Executive Officer and agent of the Board, the Chief Executive Officer shall have authority to conduct the day to day operations of the Corporation; to hire, discipline, set compensation for, pursuant to the policies and within the limitations set by the Board of Directors, discharge and otherwise supervise other staff of the Corporation; and to otherwise ensure that the purposes, policies and programs of the Corporation are fully and properly carried out. The Chief Executive Officer shall have responsibility for managing the Corporation's budget and ensuring that the Corporation's accounting system meets acceptable accounting standards.

C. Recording Secretary

The Chief Executive Officer shall make available to the Board of Directors a Recording Secretary, whose responsibilities shall include maintaining the attendance roster, recording minutes of the Board of Directors, Executive Committee, other committees, and facilitating such other meeting arrangements as the Board may require.

ARTICLE XIV

Operations

The Corporation shall engage in operations including, but not limited to, the following:

A. Pursuant to the regulations of WIOA, and in compliance with the requirements established by the Governor of the State of Washington, SCWDC shall develop the local strategic and operations plan for review and concurrence by the South Central Consortium. Upon the approval and signatures of the Chair of the Board of Directors and the South Central Consortium, the local strategic and operations plan will be submitted to the Governor of the State of Washington for approval.

B. The SCWDC shall comply with all applicable federal, state and local rules and regulations.

Docusign Envelope ID: 16BE45F5-72F1-85C5-839B-87DA6B35E00B

C. The Board of Directors shall develop and approve annual budgets for the Corporation and for the programs as described in the local strategic plan and pursuant to the WIOA with concurrence of the South Central Consortium.

D. The Board of Directors shall provide policy guidance and direction on all matters pertaining to the provision of services under the WIOA.

E. The Board of Directors shall procure a state audit of funds as required under the WIOA and shall resolve any questions arising from these audits.

ARTICLE XV

Amendment of Bylaws

These Bylaws can be amended at any regular meeting of the Board of Directors majority vote, provided that any proposed amendments shall be submitted to the Chair at least three (3) weeks prior to the next scheduled regular Board of Directors meeting, provided further that such proposed amendments shall be e-mailed to all members at least two (2) weeks prior to the next scheduled regular SCWDC Board of Directors meeting.

An amendment to the Bylaws shall take effect immediately upon its adoption unless the motion to adopt specifies another time for it becoming effective, or the SCWDC has set such a time by a previously adopted motion.

ARTICLE XVI

Adoption of Bylaws

The foregoing Bylaws are adopted by the Board of Directors and concurrence of the South Central Consortium of the South Central Workforce Development Council on the 10th of February 2026 with an effective date of February 10, 2026.

Leanne Liddicoat

Leanne Liddicoat, Chair
South Central Workforce Development Council