

# Bylaws of Workforce Matters

*As adopted June 6, 2017 and amended July 12, 2018.*

- 1) Entity Name and Type
  - a) The organization shall be known as Workforce Matters.
  - b) The organization shall operate as an unincorporated association that is fiscally sponsored by a 501(c)3 nonprofit organization.
    - i) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth below.
    - ii) No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- 2) Purpose
  - a) Workforce Matters is a peer network of funders that draws on expert and practitioner knowledge to strengthen workforce development philanthropy and advance equitable access to quality education and employment for young people and adults.
- 3) Membership
  - a) The Membership of the Workforce Matters network shall be comprised of individuals who are:
    - i) Grantmakers working on behalf of a private, independent, family, corporate, or community foundation; a corporate giving program; or a United Way or similar charitable campaign; and/or
    - ii) Individual philanthropists; and/or
    - iii) Trustees of philanthropic organizations.
- 4) Management
  - a) Structure
    - i) The operations of Workforce Matters shall be governed by a Steering Committee.
  - b) Selection of Steering Committee Members
    - i) Eligibility Requirements
      - (1) Steering Committee members shall be selected from among Workforce Matters' Membership.
      - (2) Steering Committee members shall be individuals who:
        - (a) Represent an organization that makes a fiscal contribution to Workforce Matters that meets the minimum annual contribution threshold specified in Section 4) e) ii) (1) (i); and
        - (b) Demonstrate a commitment to actively participate in the Steering Committee; and
        - (c) Represent an organization that maintains a mission and values in alignment with the mission and values of Workforce Matters.
      - (3) Exceptions
        - (a) The Steering Committee may, at its discretion, appoint additional Ex Officio members who may or may not satisfy the eligibility criteria.
          - (i) Ex Officio members may not vote on decisions brought before the Steering Committee.

- ii) Selection of Founding Steering Committee Members
  - (1) A representative of each organization serving as a member of the Workforce Matters Steering Committee as of February 7, 2017 shall be considered a Founding Steering Committee Member.
  - (2) Beginning in January 2018, Founding Steering Committee Members shall remain members of the Steering Committee so long as they satisfy the Eligibility Requirements for Steering Committee members for the term to which they are elected, set forth in Section 4) b) iii) (2) below.
  - (3) Exceptions:
    - (a) Should fiscal constraints prevent an organization from meeting the minimum annual contribution set forth in Section 4) e) ii) (1) (i), a majority of the Steering Committee members may vote to renew the membership of the non-contributing organization for up to one year.
  
- iii) Appointment of Subsequent Steering Committee Members
  - (1) Beginning in January 2018, new and replacement members may be appointed to the Steering Committee by a vote of current Steering Committee members.
    - (a) The Steering Committee shall maintain an odd number of voting members.
    - (b) The Steering Committee shall maintain 15 or more voting members.
    - (c) Prospective Steering Committee members may self-nominate or be nominated by current Steering Committee members.
    - (d) Steering Committee nominees shall satisfy the Eligibility Criteria set forth in Section 4) b) i).
    - (e) The appointment of Steering Committee members shall occur by vote before the annual in-person meeting of the Steering Committee each year.
      - (i) If the membership drops below 15 or if it is necessary to recruit another member to maintain the odd number of members required by Section 4) b) iii) (1) (a), the Steering Committee may consider ad hoc recruitment and appointment of new Steering Committee members.
      - (ii) Terms. Upon the implementation of this section, at a meeting of the Steering Committee in the fall of 2018, seven (7) members of the Steering Committee shall be elected to a one-year term to begin January 1, 2019, and eight (8) members shall be elected to a two-year term to begin January 1, 2019. Thereafter, seven (7) members shall be elected annually in odd number years and shall serve for a term of two (2) years, or until their successors have been elected; and eight (8) members shall be elected annually in even number years and shall serve for a term of two (2) years, or until their successors have been elected. Steering Committee members may serve for multiple two-year terms, so long as members satisfy Eligibility Criteria set forth in Section 4) b) i).
  
- iv) Nothing in this section shall be conceived to require an organization to be a member of the Steering Committee.
  
- c) Removal of Members
  - i) A member may be removed with or without cause by the organization said member represents.
  - ii) A member may be removed with or without cause by a two-thirds vote of the Steering Committee.
  - iii) In the event of the death, incapacity, resignation, or removal of a member, a new member can be appointed or invited for the unexpired term by the organization represented by the departing member, so long as the organization continues to meet membership criteria in Section 4) b) i).

- d) Steering Committee Leadership
  - i) Co-Chairs
    - (1) The Steering Committee will elect two Co-Chairs from among its members.
    - (2) The two Co-Chairs shall serve two-year, staggered terms, with one new Co-Chair elected by the members of the Steering Committee at the annual in-person meeting each year.
  - ii) Executive Committee
    - (1) Composition
      - (a) The Executive Committee shall be comprised of the following Steering Committee members:
        - (i) The two Co-Chairs; and
        - (ii) Senior staff/consultants to Workforce Matters (Ex Officio/non-voting).
    - (2) Responsibilities
      - (a) Confer between Steering Committee meetings to resolve day-to-day operational issues that need to be addressed (as delegated by the Steering Committee).
      - (b) Set the agenda for upcoming Steering Committee meetings.
      - (c) Review and approve all Steering Committee meeting minutes.
      - (d) Provide to the Fiscal Sponsor recommendations for disbursements from Workforce Matters accounts.
        - (i) For expenses authorized under the Annual Budget (see below) that total less than \$1,500, the Executive Committee can authorize disbursements by the Fiscal Sponsor without further approval from the Steering Committee.
        - (ii) For expenditures that are over \$1,500 and/or not authorized within the Annual Budget, the Executive Committee shall submit the expenditure to the full Steering Committee for consideration and approval prior to issuing authorization to the Fiscal Sponsor for disbursements.
    - (3) Contingency
      - (a) In the event that one Co-Chair office is vacant, the remaining Co-Chair may assume all of the above responsibilities with the approval of the Steering Committee.
- e) Steering Committee Operations
  - i) Meetings
    - (1) The Steering Committee shall meet not less than four times a year.
    - (2) At least one of these meetings shall be in-person.
    - (3) Special meetings can be called by the co-chairs with reasonable notice to all members.
  - ii) Decision-Making
    - (1) The Steering Committee shall call a vote to approve the following:
      - (a) An annual budget.
      - (b) Expenditures totaling more than \$1,500.
      - (c) An annual work plan.
      - (d) Grants and contracts utilizing Workforce Matters funds.
      - (e) The election, censure, and/or removal of Steering Committee members.
      - (f) The election of Co-Chairs and, in the event of a vacancy, the awarding of shared Co-Chair duties to a single Chair.
      - (g) The hiring, compensation, and terms of engagement for senior staff or consultants.
      - (h) The selection of a fiscal sponsor and/or changes to fiscal sponsorship agreements.

- (i) An annual Financial Contribution Requirement for Steering Committee members.
- (2) Voting Procedures
- (a) Quorum: All votes require the participation of half (50 percent) plus one additional member of the Steering Committee.
  - (b) Steering Committee members shall strive for decision-making by consensus.
  - (c) In the absence of consensus, approval by a simple majority (more than 50 percent) shall constitute adoption of a proposal except when the proposed action mandates the removal of a Steering Committee member, which requires a favorable vote by at least two-thirds of Steering Committee members.
  - (d) Each member shall have one vote.
  - (e) Members may vote in person, by phone, or by e-mail.
  - (f) Voting by proxy is permissible with prior written notification to the Co-Chairs and staff of Workforce Matters.
  - (g) All votes shall be conducted in accordance with the Workforce Matters Conflict of Interest policy set forth below.
- iii) Conflict of Interest Policy
- (1) Definition
- (a) Conflict of Interest includes, but is not limited to situations:
    - (i) Where a Steering Committee member's private affairs, professional affairs, or financial interests are in conflict with their Steering Committee duties, responsibilities, and obligations, or risk a public perception that a conflict exists; and/or
    - (ii) Which could impair the Steering Committee member's ability to impartially act in the best interest of Workforce Matters and its Membership; and/or
    - (iii) Where the actions of the Steering Committee member could compromise or undermine the reputation of Workforce Matters.
- (2) Policy
- (a) Duty to Disclose
    - (i) In connection with any actual or possible conflict of interest, the interested Steering Committee member must disclose the existence of the interest and be given the opportunity to disclose all material facts to the Executive Committee.
  - (b) Recusal of Self
    - (i) Any Steering Committee member may recuse himself or herself at any time from involvement in any decision or discussion in which the Steering Committee member believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
  - (c) Determining Whether a Conflict of Interest Exists
    - (i) The interested Steering Committee member shall be provided with an opportunity to disclose and discuss all material facts.
    - (ii) Other Steering Committee members shall also have the opportunity to disclose and discuss relevant information.
    - (iii) The Executive Committee members shall decide if a conflict of interest exists.
      - 1. In the event that the voting members of the Executive Committee are unable to reach consensus, the full Steering Committee – absent the interested person(s) – shall determine by simple majority whether a conflict exists.
  - (d) Procedures for Addressing the Conflict of Interest

- (i) The interested Steering Committee member shall recuse himself or herself at any time from involvement in any decision or discussion in which the Executive Committee has determined he or she has or may have a conflict of interest
  - (e) Violations of the Conflicts of Interest Policy
    - (i) If the Executive Committee has reasonable cause to believe a Steering Committee member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
    - (ii) If, after reviewing the member's response and after making further investigation as warranted by the circumstances, the Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action up to and/or including removal from the Steering Committee.
- iv) Additional Steering Committee Responsibilities
  - (1) Provide input into the strategic priorities and direction of Workforce Matters.
  - (2) Work to ensure that Workforce Matters activities are in alignment with its mission, vision, values, strategies, budget, work plan, and funder expectations.
  - (3) As necessary, provide leadership for work groups and committees.
  - (4) Provide input on the performance evaluation and compensation of staff and consultants.
  - (5) Work to support Workforce Matters by identifying resources to advance programmatic and budgetary goals.
  - (6) Identify opportunities to recognize and highlight Workforce Matters' mission, priorities, and accomplishments.
- 5) Work Groups, Committees, and Learning Networks
  - a) Workforce Matters may form work groups, committees, learning networks, or other ad hoc groups of members to focus on specific needs of the network and particular interests of its membership.
    - i) These groups shall be specified in the annual work plan and approved by the Steering Committee.
    - ii) These groups shall be led by one or more Chairs.
      - (1) At least one Chair shall be a member of the Steering Committee
      - (2) Additional Chairs and work group/committee members can be recruited by the Steering Committee representative from the full membership of Workforce Matters.