

UNITED STATES OF AMERICA  
STATE OF LOUISIANA  
PARISH OF OUACHITA

**AMENDED AND RESTATED BYLAWS OF  
WORKFORCE DEVELOPMENT BOARD SDA-83, INC.**

**BE IT KNOWN**, that on the 19<sup>th</sup> day of April, 2022, before me the undersigned Notary Public, and competent witnesses in and for said parish and state, there came and appeared **Workforce Development Board SDA-83, Inc. (hereinafter, “WDB # 83”)**, a non-profit corporation organized and existing under the laws of the State of Louisiana and herein represented by Steve Henderson, its duly authorized representative appearing and acting herein for and on behalf of and in the name of said corporation by virtue of authority of a Resolution of the Board of Directors thereof, a certified copy of which is attached hereto and made a part hereof, which corporation declares that, availing itself of the provisions of the Louisiana Non-profit Corporation Law (La. Rev. Stat. Ann. § 12:201, *et seq.*) it does hereby adopt the following **Amended and Restated Bylaws** hereby replacing in all of its parts and particulars those previously adopted, to wit:

ARTICLE I: Membership.

- A. APPOINTMENT OF MEMBERS: Members of WDB # 83 shall represent the private sector and public sector. Representatives of the private sector shall constitute the majority of the corporation’s membership. Public sector representatives shall represent any education agency in Service Delivery Area 83, organized labor, rehabilitation agencies, community based organizations, economic development agencies and the public employment service.

Appointment to members shall be in accordance with the following procedures:

I. Nomination Process:

a. Private Sector Representatives:

1. Eligible nominees shall be owners of businesses, or chief operating officers of non-governmental employers, or private sector executives who have substantial management or policy responsibility;
2. Nominations shall be made by a general purpose business organization in the area;
3. Nominations shall total ONE HUNDRED FIFTY (150%) PERCENT of the number of appointments to be made.

b. Public Sector Representatives:

1. Representatives of the education agencies shall be nominated by local education agencies, vocational education, institutions of higher education, or general organizations of these agencies or institutions, and private or proprietary schools of general organizations of such schools;
2. Representatives of organized labor shall be nominated by recognized state or local labor organizations or building associations;
3. Representatives of the remaining agencies shall be nominated by interested organizations.

- II. Appointment of members shall be made by the designated chief elected official from the nominations received.
  - III. The membership and composition of the corporation shall be certified by the Governor;
  - IV. Replacement members shall be appointed in accordance with the foregoing procedures.
- B. LENGTH OF APPOINTMENT. Members shall be appointed for three (3) year terms and shall continue to serve until they are replaced. Terms of membership shall be staggered so that no more than one-third (1/3) of the members are appointed each year.
- C. RESIGNATION AND REMOVAL OF MEMBERS. Members may resign at any time by delivering written notice to the Chair or to the Executive Director. Unless the notice of resignation specifies a latter effective date, the resignation shall be effective upon receipt. A replacement member shall be appointed within sixty (60) days of the effective date of the resignation.
- Members may also be removed or suspended with or without good cause by a majority vote of the members present. Good cause is defined as:
1. Excessive absenteeism of meetings. Excessive absenteeism is defined as a member missing two (2) consecutive meetings, or one-half (1/2) of the meetings during a given calendar year; or
  2. Felony conviction; or
  3. Action embarrassing to the corporation.

ARTICLE II: Organization.

- A. BOARD OF DIRECTORS. The powers of the corporation shall be exercised by a Board of Directors, which shall consist of twenty-three (23) members in good standing, which Directors shall be the same people who are members appointed as outlined herein above, and shall manage the affairs of the WDB # 83 for any legal purpose.

The Board of Directors shall include the following: (1) members representing Post Secondary Education; one (1) member representing Adult Education; one (1) member representing Vocational Rehabilitation; one (1) member representing Wagner-Peyser; one (1) member representing Economic Development; one (1) member representing the Department of Children and Family Services; five (5) members representing labor; and twelve (12) members representing business (one from each parish served plus two (2) at large members). Should a nominating business organization fail to submit a qualified nominee, then the chief elected official shall appoint a member from among the qualified nominees submitted by business organizations from other parishes.

All directors shall be residents of one of the parishes that comprise WDB # 83's services delivery area. The Board of Directors shall determine and maintain an equitable membership between parishes within WDB # 83's services delivery area, which consists of Caldwell, East Carroll, Franklin, Jackson, Madison, Morehouse, Richland, Tensas, Union and West Carroll Parishes.

- B. OFFICERS: The officers of WDB # 83 shall be the President, Vice President, and Secretary-Treasurer (the officers of Secretary and Treasurer having been combined in one person). The President (Chair) shall be selected from the representatives of the private sector. The President (Chair) shall preside over all meetings, shall handle all financial matters of the corporation, and shall appoint all committee chairs. The President (Chair) shall act as a liaison of the organization. The Vice President (Vice Chair) shall also be selected from the representatives of the private sector. The Vice President (Vice Chair) shall act in the absence of the President (Chair).
- C. COMMITTEES: The Board of Directors and its Chair shall have the power to create both standing and *ad hoc* committees and task groups, the members of which shall be appointed by the Chair. Standing committees may include a One Stop Operations Committee, a Youth Standing Committee, Services to Individuals with Disabilities, and others as determined necessary. Responsibilities shall be assigned to the committees by the members;
- D. EXECUTIVE COMMITTEE: There shall be an Executive Committee composed of all elected officers of the corporation, along with the appointed chairperson of any standing committee. The Executive Committee may act on behalf of the Board of Directors of WDB # 83 when such actions are required before the next regular meeting of the Board of Directors. The Executive Committee shall have the authority of the Board of Directors of WDB # 83 to act during the interim between Board meetings. The Executive Committee's decisions will be implemented immediately. All actions of the Executive Committee shall be

reported to the Board of Directors through dissemination of its minutes, and the minutes shall be ratified by the Board of Directors at the next regular Board of Directors' meeting following the Executive Committee meeting.

- E. STAFF: WDB # 83's Executive Director shall provide the staff necessary to carry out the corporation's functions within the confines of the corporation's budget. The required staff and the budget for that staff shall be included in the job training plan submitted to the Governor for approval.

**ARTICLE III: Meetings.**

- A. REGULAR MEETINGS. The Board of Directors of WDB # 83 shall determine the time and place of the regular quarterly meetings and authorizes the Chair to call the meetings.

The Board of Directors of WDB # 83 and its Committees may utilize technologies to promote greater participation among its members. Such technologies may include, but are not limited to: teleconferences, webinars and other web-based meeting tools. WDB # 83 may permit any and all members to participate in a meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. All members can attend, observe and comment during meetings of the Board of Directors of WDB # 83 and its Committees by electronic means, but they may not vote by such electronic means, unless sufficient facts are in place to trigger application of Louisiana Revised Statutes 17.1.

- B. ANNUAL MEETING: Unless a different date is set by resolution of the Board of Directors of WDB #83, the annual meeting shall be the first regular meeting on or after July 1 of each year. During the annual meeting, the Board of Directors shall elect officers who will serve until the following annual meeting.
- C. SPECIAL MEETINGS: Other meetings may be called at the discretion of the Chair.
- D. OPEN MEETINGS: All WDB # 83 meetings shall be publicly announced in advance and shall be open to the public in accordance with public meetings laws, WDB # 83's bylaws and WDB # 83's Code of Conduct.
- E. PARTICIPATION: Participation at WDB # 83 meetings shall be limited to the members, with the following exceptions:
1. Regularly scheduled agenda items that call for reports or participation by non-members;
  2. At the discretion of the Chair, comment or other participation by non-members which is material to the matter under consideration.
- F. RULES: All meetings shall be conducted in compliance with Louisiana law, grant terms, WDB # 83's bylaws, and Roberts' Rules of Order, provided that the use of Roberts' Rules of Order shall be solely for the convenience of WDB # 83 and its committees. Failure to comply with Roberts' Rules of Order shall not affect the validity of any action taken which is otherwise in compliance with WDB # 83's bylaws. In the event of a conflict, the order of precedence shall be Louisiana law, grant terms, WDB # 83 bylaws, and Roberts' Rules of Order.

**ARTICLE IV: Attendance.**

Each member of WDB # 83 shall attend each meeting of the corporation. Any WDB #83 member or committee member may participate in a WDB # 83 meeting, or a meeting of any committee of the WDB # 83, by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting. Notwithstanding the foregoing, no member may vote by electronic means, unless those facts are in place sufficient to trigger application of Louisiana Revised Statutes 17.1.

**ARTICLE V: Quorum.**

A quorum of the corporation shall be a majority of the total membership. No suspended member shall be included as a member for the purpose of determining quorum. A member is deemed to be present at a meeting for the purpose of determining quorum even if the member abstains from voting on one or more items on the agenda.

**ARTICLE VI: Meeting Notices and Agendas.**

- A. MEETING NOTICES: Notice of meetings shall be given to members at least seven (7) days prior to the date of the meeting unless special conditions made advance notice impracticable, in which case notice and a description of the purpose of the meeting shall be given not less than twenty-four (24) hours prior to the meeting. Notwithstanding the foregoing, a special meeting may be conducted at any time and without notice if all members are presented in person and do not object to the meeting.



B. AGENDAS: Meeting notices shall contain an agenda of the topics scheduled for consideration. Any member may request that an item be added to the agenda, in writing, ten (10) days prior to the scheduled meeting date. The Board of Directors may consider and act upon matters at a regular meeting (including the annual meeting) which are not included in the notice agenda upon a majority vote to add the item to the agenda. The Board of Directors may not act upon any matter during a special meeting unless the matter was described in the special meeting notice or unless all the members then present do not object to the matter being considered.

**ARTICLE VII: Voting.**

Each member of WDB # 83 shall have one (1) vote. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board of Directors. Members may attend but not vote in meetings by electronic means, unless the requirements of Louisiana Revised Statutes Members may neither assign a proxy nor utilize an alternate designee if that member is unable to attend a meeting. No member of the corporation may vote on an item on the agenda if that member, or the company or agency represented by the member, will benefit from the passage or failure of the item.

**THUS DONE AND SIGNED** in the Parish of Ouachita, Louisiana, on the day and date herein above set forth, in the presence of the undersigned competent witnesses and me, Notary Public.

**WITNESSES:**

**WORKFORCE DEVELOPMENT BOARD, SDA-83, INC.:**

Terri Mitchell

BY:

Steve Henderson, Chair

Print Name: Terri Mitchell

Jody Milton

Print Name: Jody Milton

Justin N. Myers

NOTARY PUBLIC

Print Name: Justin Nolen Myers

Notary Id. No.: 135412 La Bar No: 34005

**Justin N. Myers**  
**La. Bar Roll No: 34005**  
**La. Notary ID: 135412**  
**Notary Public, Ouachita Parish**  
**State of Louisiana**  
**My Commission Is For Life**

STATE OF LOUISIANA

PARISH OF \_\_\_\_\_

APPEARANCE AND ACCEPTANCE OF AMENDED BYLAWS

NOW COMES, Brenda Abercrombie, President of the Union Parish Police Jury and Chief Elected Official for WDB # 83, who, before me, Notary Public, and in the presence of the undersigned competent witnesses, did depose and state that she has reviewed the above and foregoing Amended and Restated Bylaws of Workforce Development Board SDA-83, Inc. in their entirety and that she hereby accepts and approves of same.

WITNESSES:

Danielle Smith  
Print Name: Danielle Smith

BRENDA ABERCROMBIE:

Brenda Abercrombie  
President, Union Parish Police Jury  
Chief Elected Official, WDB # 83

Grace Nyegaard  
Print Name: Grace Nyegaard

Paula H. Strickland  
NOTARY PUBLIC  
Print Name: Paula H. Strickland  
Notary Id. No.: 41707

**Paula H. Strickland**  
**Notary ID # 41707**  
**State of Louisiana**  
**Commission Expires**  
**With Life**