

BYLAWS
Northeast Missouri
WORKFORCE INVESTMENT BOARD, Inc.
dba NEMO WORKFORCE DEVELOPMENT BOARD

ARTICLE I

Name and Location of Principal Office

- 1.1 The Board shall be known as the Northeast Missouri Workforce Investment Board Inc., the NEMO Workforce Development Board Inc., NEMO WIB Inc., NEMO Workforce Development Board, NEMO WDB. Hereafter referred to as the "Board" in this document.
- 1.2 The Board shall maintain its principal office in a place to be designated hereafter by the Board and may establish field offices at such other places as it may deem necessary and appropriate. Such offices shall be located within the boundaries of the Northeast Missouri Workforce Development Area designated as the Northeast Region.

ARTICLE II

Statement of Purpose

- 2.1 It is the purpose of this Board to establish the One-Stop Workforce Development system and to serve as the focal point for coordination and advancement of the skills and qualifications of the workforce in this regional Workforce Development Area. This Board will oversee the Title I Adult, Dislocated Worker and Youth programs. These federal programs are designed to prepare youth and unskilled adults for entry into the labor force and to afford job training to those economically disadvantaged individuals facing serious barriers to employment, and laid off workers who are in special need of such training to obtain productive employment. In addition, this Board is responsible for the performance and customer service results, including continuous improvement activities, for the One-Stop system in the Northeast Region. This Board has been designated by the Northeast Region Chief Local Elected Officials (Northeast Region CLEO's) as the fiscal agent and administrative entity for the Northeast Region for Title I Workforce Development Act (WIOA) funds assigned and for any and all other funds whether state or federal that are used in conjunction with the One-Stop system and under the Northeast Region's workforce development area local plan.
- 2.2 Inurement of Income. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, as permitted by law.
- 2.3 Legislative or Political Activities. No substantial part of the activities of the corporation shall include attempting to influence legislation and the corporation shall

not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

- 2.4 Operational Limitations. Notwithstanding any other provisions of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Law).
- 2.5 Dissolution Clause. Upon the dissolution of the corporation, the Board of Trustees, or Board of Directors as the case may be, after paying or making provisions for the payment of all of the liabilities of the corporation, shall dispose of all the assets of the corporation in accordance with applicable federal and/or state statutes. For any and all assets not a part of federal and/or state statutes, they shall be disposed of exclusively for the purpose of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of in the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purpose.

ARTICLE III Powers and Duties Generally

- 3.1 The Board shall exercise and discharge its powers and duties within the Northeast Region Workforce Development Area as provided by the Workforce Innovation and Opportunity Act (Public law 113-128), all appropriate implementing regulations established by the State of Missouri, and any agreements established between the Board and the Northeast Region CLEO's, and accordingly shall:
- a. Adopt, amend and repeal by-laws, rules and regulations governing the conduct of its business and the performance of its functions;
 - b. Provide for the internal organization, administration and operations of the Board;
 - c. Accept, use and dispose of gifts or donations of services and property (real, personal or mixed, tangible and intangible);
 - d. Enter into and perform such contracts, leases, agreements, or other transactions with persons of agencies, public or private as necessary to carry out its duties as required by public law 113-128 or any amendment.

ARTICLE IV Organization of the Board

- 4.1 The Board shall consist of persons appointed by the Northeast Region CLEO's within the Northeast Region Workforce Development Area. Members shall be from areas of interest stipulated in (P. L. 113-128) and in various implementing regulations developed by the U. S. Department of Labor and the Missouri Department of Economic Development, Division of Workforce Development.
- 4.2 Individuals will be appointed to the Board by the Northeast Region CLEOs in accordance with Public Law 113-128.
- 4.3 Future appointments will be made in this same manner by Northeast Region CLEOs in accordance to P. L. 113-128.
- 4.4 The initial certification of the Board by the governor will be for a two year period. The membership will be re certified by the Governor of the state of Missouri on each succeeding two year period. New appointees or replacements to the Board will be made by the Northeast Region CLEO's in accordance to P. L. 113-128 and supplementing regulations developed by the state of Missouri governing appointment of Board members.

ARTICLE V Meetings

- 5.1 Meetings of the Board shall be held in accordance with Chapter 610 R. S. Mo 1978 (Sunshine Law). The Board shall meet as necessary to carry out its responsibilities but not less than 3 times each year.
- 5.2 The time and place of the regular meetings shall be determined by a majority vote of the Board members present at a regular or special meeting.
- 5.3 Special meetings of the Board may be called by the Chairperson at such time and place and for such purposes as the Chairperson shall designate. Special meetings of the Board may also be called by written request of one-third of the members of the Board filed with the Secretary/Treasurer. The request shall designate the time, place and purpose of the meeting. The business of any special meeting shall be limited to the stated purposes of that meeting.
- 5.4 Emergency meetings may be called by the Chairperson. Written notice is waived in case of an emergency meeting. An attempt will be made to contact all Board members for the meeting. Emergency meetings may be held in person or by electronic means (web conferencing, conference call, fax or email) with adequate documentation. Emergency meeting decisions will be considered the same as if they were made at a regular meeting.

5.5 In an absence of a quorum at any regular or special meeting, the Executive Committee may take those actions necessary to complete required business to meet deadlines imposed by the Division of Workforce Development, the Department of Economic Development, the MO Workforce Development Board (MoWDB), the State of Missouri and the Federal Government. In situations where non-action resulting from lack of quorum would result in degradation of services to eligible Title I Adult, Dislocated Worker or Youth participants or in contract or other disputes with employers, subcontractors or sub-recipients, the Executive Committee is authorized to take necessary actions. Lastly, in actions against the Board, the Executive Committee can take necessary actions in the event a quorum is not established. Executive Committee actions require that committee members in attendance approve or disapprove by a 2/3 majority vote. Executive Committee action can be by attendance at a meeting, or electronic linkage. Electronic linkage shall include web conferencing, conference calling, email or fax with adequate documentation.

5.6 Written notice of regular and special meetings of the Board, Executive Committee or other Committee meetings shall be given to each member at least seven days prior to the date of the meeting. The notice shall include a copy of the agenda for the meeting. Notice of meetings may be waived in writing by a member. Notice shall be deemed to be duly given when mailed by ordinary mail or by electronic means.

5.7 Each duly appointed member of the Board shall have one vote on all matters before the Board. Proxy voting shall not be permitted. Local Board members, as volunteer citizens and community leaders, must uphold the highest levels of accountability. To ensure that responsible stewardship for and oversight of the workforce programs are accomplished in a way that demonstrates integrity, accountability, and transparency and in order to preserve the public trust. A Board member may not:

- a. Vote on a matter under consideration by the local board—
 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 member; or
- b. Engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State Plan.

If the CLEO Consortium, the local WDB, or the local Youth Council discuss an issue that would impact a member due to their business interests or personal relationships, that member should *refrain from participating in the discussion and from voting on the issue*. This voting abstention should be recorded in the meeting's minutes.

This policy is also extended to cover WDB staff and any local WDB contractors and their staff. They should not participate in any decision-making capacity which would provide a direct financial benefit to that staff person or to a member of his/her immediate family. (Immediate family includes parent, children, sibling, grandparent, aunt, uncle, niece, nephew, cousin, as well as step-family and in-laws.)

- 5.8 One third of the members of the Board shall constitute a quorum to transact business at any regular or special Board meeting. One third of the members of the Executive Committee shall constitute a quorum to transact business of the Executive Committee. A minimum of three Committee members or Ad Hoc Committee members must be present to constitute a quorum at their respective meetings. Every decision of a majority of the members present at any Board or Executive Committee meeting at which there is a quorum shall be valid as the binding act of the Board or Executive Committee.
- 5.9 The minutes of each meeting shall be prepared and distributed to the Board members at least seven days prior to the next meeting. The minutes of each meeting and any correction thereof, duly adopted, shall be signed by the Secretary/Treasurer.

ARTICLE VI Officers

- 6.1 The officers of the Board, to be chosen by the members, shall be a Chairperson, Vice-Chairperson and Secretary/Treasurer. The elected Chairperson and Vice-Chairperson must be from the private sector members of the Board. The Secretary/Treasurer can be any member of the Board. An attempt will be made to ensure that no two officers will be from the same regional area. The Northeast Region Workforce Development Area is sixteen contiguous counties which consists of Lincoln, Montgomery, Warren, Macon, Marion, Monroe, Pike, Ralls, Randolph, Shelby, Adair, Clark, Knox, Lewis, Schuyler and Scotland Counties.
- 6.2 An election of officers shall be conducted annually. All officers shall be elected by the Board at a regular or special meeting by receiving a majority of the votes cast and shall serve for a term of one year and not more than five consecutive years in the same office, or until their successors are elected and shall have been qualified. A person shall be eligible to hold an office to which they have previously been elected if one year shall have lapsed between the time of service and re-election. A person shall be eligible to hold another office of the Board during the interim period of one year.
- 6.3 Any officer elected by the members of the Board may be removed by the affirmative vote of 2/3 majority of the members of the Board present at a regular or special meeting.

- 6.4 Any vacancy occurring in any office shall be filled for the unexpired term thereof by the Board members in the same manner as any election of officers.
- 6.5 The Chairperson shall preside at all meetings of the Board. He/she has the authority to execute all instruments for and on behalf of the Board.
- 6.6 The Vice-Chairperson shall, in the absence of the Chairperson, perform the duties and exercise the powers of the Chairperson.
- 6.7 The Secretary/Treasurer, or his/her designee, shall cause to be recorded all of the proceedings of the meetings of the Board in a book to be kept for that purpose. The Secretary/Treasurer, or his/her designee, will perform other duties as deemed appropriate for this position.

ARTICLE VII Committees

- 7.1 **Executive Committee.** The Executive Committee shall consist of the WDB Chairperson, the most immediate past serving WDB Chairperson, Vice-Chairperson, Secretary/Treasurer, and Chairpersons from Standing Committees, including the Youth Council. In addition to the three elected members, one Board member from each of the three Job Center service areas must be represented. The Executive Committee shall have and possess such powers, duties and functions, as are set out herein, or by resolution of the Board. The Executive Committee, with the assistance, advice and concurrence of the appropriate Standing Committee, will conduct routine monthly business. Such routine business shall consist of approving various standard reports and transactions which are required by statute, regulation or directive and which do not change the strategic plans, policies, or agreements established by the full Board. The Executive Committee will be responsible for reviewing the availability of funds from all sources, in-kind services from all sources and other resources available to ensure that they are adequate to support completion of the mission, tasks and responsibilities of the NEMO WDB. This committee will oversee the development and provide for an ongoing review of the cost allocation program for the Northeast Region Workforce Development Area One-Stop system and for any and all other programs which the WDB may oversee which is not a part of the One-Stop system. This committee will prepare the budget for the WDB and its staff for review and approval by the WDB and the Northeast Region CLEO's. Should the WDB and/or its staff be designated as grant recipient for the Northeast Region CLEO's, this committee will also function as the Financial Committee. The Executive Committee will monitor personnel matters and perform duties assigned to the Board as described in the Board's Personnel Manual. The Executive Committee will review the adopted by-laws at least annually and submit their recommendations to the full Board.
- 7.2 **Standing Committees.** There shall be such permanent committees as the Chairperson of the Board shall designate. The members of Standing Committees

shall be appointed by the Chairperson and shall have the authority and perform such duties as designated. The Chairpersons of any Standing Committee will automatically become members of the Executive Committee. The Chairperson of the NEMO WDB will be an ex-officio member of all committees.

7.3 One-Stop Committee. The Chairperson shall be empowered to annually appoint a One-Stop Committee composed of not less than three (3) members. The Chairperson shall select the Committee Chairperson and Alternate Chairperson. The Workforce Development Board's One-Stop Committee will be responsible for the local One-Stop system design to include One-Stop locations, use of technology, procurement of One-Stop Operator(s) and developing the functional tasks and responsibilities of the One-Stop Operator. In addition, the One-Stop Committee will review the design for services to be provided in each One-Stop and Satellite site as developed by the service mapping process. This committee will recommend basic minimum service requirements for One-Stop and Satellite site designation, will review requests for new designations and recommend appropriate designations for approval to the Workforce Development Board. This committee will be responsible to ensure that those recommended for selection as One-Stop or Satellite Operators and the partner agencies have on going continuous improvement programs. Those recommended will also have completed appropriate service mapping processes and be willing to support the One-Stop system including applicable performance and outcome measures. Inclusion in the system MOU and appropriate Resource Sharing Agreement will be required parts of the designation process. Any partner/operator who does not have and/or is not willing to begin an adequate continuous improvement program will be earmarked for special review by the full Board and Chief Elected Officials in order to be selected as partners or operators. The One-Stop Committee will take local strategic plan(s) and develop and refine the local performance management and measurement program. A basic set of outcomes will be developed in coordination with the Executive Committee. This committee will, after agreement by the appropriate committees and in coordination with the Chief Local Elected Officials, negotiate outcomes with State and/or Federal investors annually and/or at other intervals as appropriate. This committee will review the performance progress of all One-Stop and Affiliate locations and other entities who have agreed to provide services in the Northeast Region One-Stop system or by other arrangement where such services are under the auspices of the Workforce Development Board either by contract, memorandum of understanding or other method on a quarterly basis. The One-Stop Committee will review eligibility for and recommend selection for Title I Program Operators and operators of other programs assigned to the Board. The One-Stop Committee will review its selection of Operators with the full WDB and the CLEO consortium for their approval. This committee will make recommendations to the Executive Committee for attainment of resources for system improvements when necessary.

7.4 Youth Council (Youth Standing Committee). The Chairperson shall be empowered to annually appoint a Youth Council composed of not less than three (3) members. The Chairperson shall select the Committee Chairperson and Alternate

Chairperson. The Chairperson must be a member of the NEMO WDB. The Youth Council is responsible for the design of the area Youth services and serves as an advisory body to the Board. The Youth Council addresses the employment and training issues of the youth in the region to become life-long learners who have the opportunity to achieve long-term economic success and advocates opportunities for the youth to assess skill development, education, and support, to accomplish their goals. Members of the Youth Council will assume the following responsibilities: make recommendations of eligible youth service providers to the Workforce Development Board and Chief Local Elected Officials; conduct oversight with respect to eligible providers of youth activities; coordinate youth activities authorized by WIOA; and perform other duties deemed appropriate by the NEMO WDB, such as establishing linkages with education agencies, core partners, and other youth entities.

- 7.5 **Employer Engagement Committee.** The Chairperson shall be empowered to annually appoint an Employer Engagement Committee composed of not less than three (3) members. The Chairperson shall select the Committee Chairperson and Alternate Chairperson. The Employer Engagement Committee shall meet as needed during the year. The Employer Engagement Committee will be comprised of key Board members (business owners, labor representatives, apprenticeship, economic development) and partners focused on employer engagement. The Employer Engagement Committee is responsible for guiding the strategic initiatives for innovation and improvement of Employer Engagement for the WDB.
- 7.6 **Access Committee.** The Chairperson shall be empowered to annually appoint an Access Committee composed of not less than three (3) members. The Chairperson shall select the Committee Chairperson and Alternate Chairperson. The Access Committee shall meet as needed during the year. The Access Committee will be comprised of Board members and additional partners not on the Board that includes individuals with expertise in assisting the disability community, and other core partners. The Access Committee will be responsible for evaluating the referral processes, program and training services to ensure quality access for all individuals.
- 7.7 **Nominations/Recruitment Committee:** The Chairperson shall be empowered to annually appoint a Nominations/Recruitment Committee composed of not less than three (3) members. The Chairperson shall select the Committee Chairperson and Alternate Chairperson. The Nominations/Recruitment Committee shall meet as needed during the year. The Nominations/Recruitment Committee will be comprised of Board members and additional partners not on the Board that includes individuals with expertise business outreach. The Nominations/Recruitment Committee will be responsible to recruit private business members that fit the model and rules provided by the WIOA law and the targeted sectors. It is important to add members that will be active members of the board and willing to take on leadership roles. This committee will also be responsible to nominate a slate of officers annually to fill the needed positions.

- 7.8 An attempt will be made to ensure that no more than one person from each county shall serve on any committee with the exception of the Chairperson of the Board who shall be an ex-officio member of all committees. A member may chair only one committee. Officers of the Board may each serve on other committees in addition to the Executive Committee; however, they shall not be permitted to chair those additional committees except for Ad Hoc Committees.
- 7.9 There shall be such other committees as the Chairperson of the Board shall from time to time designate. The appointment of Ad Hoc Committees may be made by the Chairperson with the approval of the Board or Executive Committee. The members of said committees shall be appointed by the Chairperson and shall have such authority and perform such duties as the members shall designate.
- 7.10 The Chairperson, with approval of the Executive Committee or the full Board, may remove one or more members from any committee and appoint members to fill such vacancies.

ARTICLE VIII Fiscal

- 8.1 **Fiscal Year.** The fiscal year of the NEMO Workforce Development Board shall be from July 1 to June 30.
- 8.2 **Audit Requirements.** The financial statements, books and records of the Board shall be examined as of the end of each fiscal year by an independent certified public accountant licensed to practice in the State of Missouri. Audited financial statements, appropriate disclosures, and such compliance or management advisory reports as the Executive Committee may request shall be submitted, along with an opinion letter, to the full Board no later than 9 (nine) months subsequent to the close of the fiscal year. The Executive Committee shall develop and circulate appropriate "Audit Bid Proposals" and shall recommend an auditor for the Board.
- 8.3 **Indemnification, Insurance and Bonds.** All members of the Board will be provided professional liability insurance also known as errors and omissions insurance. The Executive Committee is authorized to issue Requests for Proposals for appropriate insurance coverage to protect the members against liability claims including action in tort and further to recommend the selection of a carrier(s) and coverage to the full Board for approval. Any member of the Board with custodial care of cash, checks or negotiable securities, or empowered to authorize the disbursements of same, shall be bonded in an amount to be determined by the Executive Committee.

**ARTICLE IX
General Provisions**

- 9.1 The Board, represented by the Executive Committee shall negotiate, subject to ratification of the full Board, a working agreement with the Northeast Region CLEO's to operate and execute the duties and responsibilities under Public Law 113-128.
- 9.2 Private Sector Members of the Board shall be reimbursed for actual expenses incurred in the performance of their duties. Rates of reimbursement for travel and subsistence shall be established by the Executive Committee. Reimbursement vouchers shall be approved by the Secretary/Treasurer or their designee. All other members will provide for their own expenses incurred as a part of their responsibility to contribute to the WIOA One Stop system as directed by the Workforce Innovation and Opportunity Act.
- 9.3 Any member of the Board who is absent from three (3) consecutive Board meetings, either regular or special, shall be considered for expulsion. Expulsion of any member shall require affirmation vote of two-thirds of the membership present and constituting a quorum.
- 9.4 A member of the Board shall be required to leave the meeting room when any recommendation regarding a bidder or discussions on any funding discussions regarding a bidder are before the meeting, if the member, or a person of the member's immediate family (parent, children, sibling, grandparent, aunt, uncle, niece, nephew, cousin, as well as step-family and in-laws):
- ◆ is employed by the bidder;
 - ◆ works for the bidder;
 - ◆ is general member of the bidder;
 - ◆ is a member of the bidder's governing body; or
 - ◆ has a financial interest in the bidder.
- 9.5 No member while serving as a member of the Board and no former member within six months after termination of membership on the Board shall receive any compensation for services rendered to the Board, but may receive reimbursement for expenses incurred.
- 9.6 **Corporate Compliance Policy.**
WHEREAS NEMO WDB Inc., a tax exempt organization that participates in the One-Stop Workforce Development system, must comply with numerous federal and state laws and regulations and must also adhere to standards of various other funding resources; and
- WHEREAS it is the continuing desire of the Board to provide services at a reasonable cost to all individuals and entities and to promote the skills and qualifications of the people in the communities the agency serves; and

WHEREAS the Board has determined that the agency will not be able to provide needed services to its clients and the community if it does not comply with applicable federal and state laws and regulations of the funding sources;

NOW BE IT THEREFORE RESOLVED THAT NEMO WDB Inc. Board of Directors hereby adopts the compliance policy that is attached to this resolution.

A. GENERAL PRINCIPLES:

1. It is the policy of the agency to comply with applicable federal, state and local laws, both civil and criminal.
2. No employee, agent, volunteer, contracted staff or consultant has any authority to act contrary to the provision of the law or to authorize, direct, or condone violations offered by any other employee, agent, volunteer, contracted staff or consultant.
3. Any employee, agent, volunteer, contracted staff or consultant of this agency who has knowledge of facts concerning activities that he or she believes might violate the law has an obligation, promptly after learning the facts, to report the matter to his or her immediate supervisor or to the agency's corporate compliance officer without fear of retribution. Any employee agent, volunteer, contracted staff, or consultant who retaliates against someone who has reported a violation is subject to discipline up to and including termination of employment or membership.
4. The agency will take measures to communicate effectively its standards and procedures to all agents and employees by requiring participation in training programs and by disseminating publications and memorandums that explain in a practical manner what is required.
5. If any offense should be detected, this agency will take reasonable steps to respond appropriately to the issue at hand and to prevent similar offenses including any necessary modification to its program to prevent and detect violations of the law. Disciplinary measures will be taken that are appropriate and case specific.
6. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

B. COMMITMENTS

This agency is a tax-exempt organization that was organized in 2000 to serve as the focal point for coordination and advancement of the skills and qualification of the workforce in this regional Workforce Development Area. The Board and administration express the following commitments:

1. To strive to respond to the needs of the individuals we serve while operating the agency in a fiscally responsible manner.
2. This agency will maintain employee practices and implement programs that comply with applicable state, federal laws, regulations and standards of various funding sources.
3. This agency is committed to providing appropriate quality of services, consistent with resources that will be responsive to individual needs and that also comply with laws and regulations.
4. To assure that this agency will conduct business in a manner that is consistent with quality care and applicable laws and regulations.

C. COMPLIANCE OFFICER

1. This agency designates the Executive Director as the Corporate Compliance Officer. Any violation of the law will be reported immediately to the Executive Committee. The Executive Committee will form an Ad-Hoc Committee to assist with the investigation into any suspected violation of these standards. Legal counsel will be available when appropriate.
2. The Compliance Officer shall also be responsible to oversee the monitoring of the agency's continued compliance with these policies and report activity to the Executive Committee on a quarterly basis.

D. DUTY TO REPORT VIOLATIONS OF STANDARDS

It is the duty of every employee, agent, volunteer, contracted staff and consultant of this agency to report suspected violations of any law, regulation, or standard to the Executive Director, Compliance Officer, Compliance Committee, or the Board Chair at 111 E. Monroe, Paris, MO 65275 (phone 660-327-5125).

Violations of any provision of this code of conduct may be cause for immediate dismissal and are subject to any penalties, sanctions or other disciplinary measures set forth in applicable Federal, State or Local laws. Compliance with 2 CFR Part 200.113 is required. Disclosure, in a timely manner, in writing to the State all violations of Federal criminal law involving fraud, bribery, or gratuity violations potentially affecting the Federal award is required. Failure to make required disclosures can result in any of the remedies described in 2 CFR Part 200.338 Remedies for noncompliance, including suspension or debarment. (See also 2 CFR Part 180 and 31 U.S.C. 3321).

- E. The Board and/or Executive Director of NEMO WDB Inc. have the right to change, modify, or waive all provisions herein.
- F. If any of us fail to take seriously the importance of this Corporate Compliance Program, the adverse consequences in terms of business and company image can be extremely serious. Be assured that NEMO WDB Inc. stands ready to assist you in any way as each of you are the key to making the Compliance Program work.

**ARTICLE X
Amendments**

10.1 The By-laws of the Board may be amended by a two-thirds majority vote of the members present and constituting a quorum at any regular or special meeting of the Board, provided that the notice of such regular or special meeting shall include a draft of the proposed amendment. No other method of amendment shall be permitted.

**ARTICLE XI
Parliamentary Authority**

11.1 Meetings of the Board shall be conducted according to procedures contained in Robert's Rules of Order, Revised, unless such procedures are in conflict with the Board's By-laws, in which case the Board's By-laws shall prevail.

**ARTICLE XII
Civil Rights**

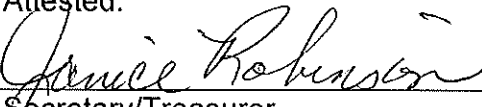
12.1 The Board affirms that it shall be an Equal Opportunity Affirmative Action Employer and shall assure that its subcontractors shall conform to applicable laws, regulation and Executive Orders applying to employment opportunities.

Adopted by the Northeast Missouri Workforce Development Board while in regular session on the 16th Day of April, 2018.



Chairperson

Attested:



Secretary/Treasurer