



**EIGHTH AMENDED & RESTATED
BYLAWS OF
EMPLOY MILWAUKEE, INC.**

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EIGHTH AMENDED AND RESTATED BYLAWS OF EMPLOY MILWAUKEE, INC.

ARTICLE I. THE CORPORATION

Section 1.1 Authority

Employ Milwaukee, Inc. (the “Corporation”) is a nonstock, nonprofit corporation organized under the laws of the State of Wisconsin, including Wisconsin Statutes Chapter 181 (The Wisconsin Non-Stock Corporation Law). Except as otherwise provided in the Articles of Incorporation of the Corporation (the “Articles”), the Corporation shall have all the authority necessary to achieve its purposes and shall be permitted to do all things that can be done by a nonstock, nonprofit corporation which is organized under the laws of the State of Wisconsin, and exempt from federal income taxation under exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”).

Section 1.2 Corporate Offices

The principal office of the Corporation shall be 2342 N. 27th Street, Milwaukee, Wisconsin 53210, or such other location as may be determined by the Board of Directors (“Board”) from time to time. The Corporation shall have and continuously maintain in this State a principal office and a registered agent whose office address may be, but need not be, identical with such principal office. The Corporation may have other offices within the State of Wisconsin, as the Board may determine.

Section 1.3 Purposes

The Corporation is organized and shall be operated exclusively for the strategic purposes set forth in the Articles and the Workforce Innovation and Opportunity Act, 29 U.S.C. 3101 et seq. (public law 113-128) (“the Act”). In the event of a conflict between the terms and provisions of these Bylaws and those of the Act, the terms and provisions of the Act shall govern. The Corporation shall serve the workforce development needs of the Wisconsin Workforce Development Area (WDA) 2, the boundaries of which are those of Milwaukee County. As a local Workforce Development Board authorized by the Act, the Corporation shall serve the following purposes outlined in 20 CFR §679.300:

- (a) Provide strategic and operational oversight in collaboration with the required and additional partners and workforce stakeholders to help develop a comprehensive and high-quality workforce development system in the local area and larger planning region;
- (b) Assist in the achievement of the State’s strategic and operational vision and goals as outlined in the Combined WIOA State Plan, and
- (c) Maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided.

Section 1.4 Lawful Activities

The Corporation may apply for and receive grants, donations and contributions from public and private entities: own property, incur indebtedness, invest funds, contract in the name of the Corporation; employ administrative staff and conduct business operations; and exercise all powers conferred upon a Wisconsin non-stock, non-profit corporation. Consistent with its lawful purposes, the Corporation shall act as the recipient, dispenser and administrator of funds under and pursuant to the intent and purposes of the Act. Notwithstanding any other provisions of the Articles, the Corporation shall carry only activities permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under §501 (c)(3) of the Code; and (b) by a non-private foundation within the meaning of §509(a)(1) and §170(b)(1)(A)(vi) of the Code, contributions to which are deductible under §170 of the Code, other than as an insubstantial part of its activities as permitted by the Code.

ARTICLE II. MEMBERS

Section 2.1 No Members

The Corporation shall have no members.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 Powers

Subject to the limitations of the Articles, these Bylaws and state and federal law, the affairs of the Corporation shall be managed by or under the direction of its Board. The Board shall have full power and authority to perform any and every lawful act deemed necessary or proper to carry out the purposes of the Corporation. The Board shall have the power to enact, maintain and enforce, and amend, alter and repeal, all suitable lawful resolutions, rules and regulations for the governance of the Corporation and perform other acts not inconsistent with state and federal law, funding source regulations, these Bylaws, or the Articles.

Section 3.2 Number, Qualifications, Appointment, Terms, Resignation and Removal, Vacancies

- (a) Number. The number of Directors shall be a minimum of twenty-five (25) and maximum of forty (40).
- (b) Qualifications, Nominations, Method of Appointment. The Directors shall be appointed pursuant to that certain Workforce Development Consortium Agreement (Workforce Development Area #2) dated as of December 11, 2017 and in accordance with the Act, and the Workforce Development Memorandum of Agreement between the Consortium (as defined therein) and Employ Milwaukee, Inc., dated as of December 11, 2017 as each may be amended from time to time. Members of the Board (“Directors”) shall be selected in accordance with criteria established under the Act and related state policy issued by the Wisconsin Department of Workforce Development. The membership shall be comprised of a majority business representatives, twenty percent (20%) workforce representatives, education and training representatives, and government and economic and community development representatives; and may include other

- (c) representatives as the Consortium and its Designated CEO (as defined in the Workforce Development Consortium Agreement) deem appropriate. The Corporation shall recruit nominations for vacancies from nominating entities deemed appropriate by the Act or State policy. Nominations shall be shared with the Consortium and its Designated CEO upon receipt by the Corporation's President (the "President").
- (d) Term of Office. The term of each Director shall be between one (1) and three (3) years. The terms of Directors shall be staggered, so that approximately one third (1/3) of the Directors' terms expire each year. The Corporation shall advise the appointing authority on the length of term for new appointments to ensure such proportion.
- (e) Resignation or Removal. A Director may resign at any time by filing a written resignation with the Secretary. A Director may be removed without cause by the appointing authority. In that event, the person removing the Director shall give written notice of the removal to such Director and the President. In addition, a Director may be removed for cause upon the affirmative vote of a majority of the Directors then in office.
- (f) Change in Director's Qualifications. A Director whose employer, job title or geographic location changes shall notify the President immediately. In such an event, the Corporation shall determine whether the Director can continue to serve in the capacity in which he/she was appointed within ten (10) business days. If the Director is deemed by the Corporation to be unable to continue serving in such capacity, the position shall be considered vacant.
- (g) Vacancy. The President shall notify the Designated CEO within ten (10) business days of such determination in order to ensure a prompt nomination to fill the vacancy. A vacancy on the Board shall be filled by the Designated CEO for the unexpired portion of such Director's term.
- (h) Designees. A Director may appoint a designee to act for the Director at a particular meeting of the Board, a Committee or a Work Group by notifying the President in writing.
 - i. If the designee is acting for a business representative, he or she must have optimum policy-making authority.
 - ii. Other designees must have demonstrated experience and expertise and optimum policy-making authority.

Section 3.3 Honorary Directors

Directors who have served at least one full term, or as otherwise approved by the Board, shall be eligible to become Honorary Directors after cessation of service as a Director. In addition, the Chairperson may appoint other individuals with demonstrated experience or expertise to serve as Honorary Director, with the approval of the Board. All Honorary Directors shall serve on an annual basis. Honorary Directors shall be entitled to attend all meetings of the Board and its committees, at which they may contribute their viewpoints and opinions; however, Honorary Directors shall not be entitled to vote. No meeting of the Board, regular or annual, shall be considered void for failure to give proper notice to Honorary Directors.

Section 3.4 Meetings, Notice, Quorum, Voting

- (a) Annual Meetings. There shall be a regular annual meeting of the Board at the office of the Corporation during the fourth quarter of the calendar year, or at such other place and time as may be designated by the Chairperson.
- (b) Regular meetings. Regular meetings of the Board shall be held as called by the Chairperson or President.
- (c) Special Meetings. Special meetings of the Board may be called by the Chairperson, President, or a majority of the Directors then in office.
- (d) Notice. Notice of the date, time and place of any meeting of the Board shall be given to each Director by email at least forty-eight (48) hours prior thereto, or unless a different time shall be required by law. A Director may waive notice of any meeting in writing, signed at any time before or after the time of the meeting and delivered to the Corporation for filing in the Corporate records. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Meetings of the Board shall be open to the public. Public notice of such meetings shall be provided, and such meetings shall be conducted in accordance with Wis. Stat. §19.84 or any successor statute.
- (e) Participation by Electronic Means. Any one or more Directors may participate in and shall be deemed present at any meeting conducted by means of communication whereby all participating Directors may simultaneously hear each other during the meeting.
- (f) Quorum. At least one-third (1/3) of Directors then in office shall constitute a quorum of the Board, but a majority of the Directors present at a meeting, though less than such quorum, may adjourn the meeting from time to time without further notice.
- (g) Action. At each meeting of the Board, each Director shall be entitled to cast one (1) vote on all matters presented to the Board for its approval. Properly appointed designees may cast one (1) vote, but no proxy votes shall be permitted. The act of a majority of Directors in attendance at a meeting at which a quorum is present shall be the act of the Board, except to the extent that a greater number is required by law, the Articles, or these Bylaws.
- (h) Sunshine Provisions. The Corporation shall comply with the “Sunshine Provision” in §107(e) of the Act as outlined in 20 CFR §679.390, by making information about the activities of the Corporation, including the Local WIOA Plan, WDB membership list, selection of One-Stop Operators, awards of grants or contracts to WIOA providers, minutes of formal meetings, and the Corporation’s bylaws, available to the public. In addition, the Corporation shall comply with the “Wisconsin Public Records Law”. Wis. Stat. §19.21 et Seq.

Section 3.5 Authority of Board

The Board shall maintain authority over all of the following matters, and no such matter shall become effective without the prior approval of the Board.

- (a) Amendment or restatement of the Articles or these Bylaws.
- (b) Annual election of Officers of the Corporation.
- (c) Annual ratification of individuals appointed by the Chairperson to comprise the Committees of the Board and approval of Committee charters delegating authority to Committees.
- (d) Ratification of individuals appointed by the Chairperson to comprise the Work Groups of the Board; and the purposes and timelines for accomplishment of related responsibilities.
- (e) Sale, lease, exchange or other distribution of substantially all of the property or assets of the Corporation other than in the usual and regular course of business.
- (f) Except as otherwise expressly provided in these Bylaws, authorization to bind the Corporation by any contract or engagement; pledge the Corporation's credit; render the Corporation liable for any purpose in any amount; contract for loans; and/or issue any evidence of indebtedness in the name of the Corporation.
- (g) Any other matters as may be specifically reserved by Board action.

Section 3.6 Reimbursement of Expenses

Upon resolution of the Board, any one or more Directors may be paid or reimbursed for reasonable expenses incurred on behalf of the Corporation. Except as specifically provided in these Bylaws or as otherwise determined by the Board, no Director shall receive any other compensation or reimbursement for his or her services as a Director or Committee member.

Section 3.7 Workforce Responsibilities of Directors

Directors shall actively participate in convening the workforce development system's stakeholders, brokering relationships with a diverse range of employers, and leveraging support for workforce development activities. The President shall ensure that every Director receives a Governance Binder, receives informational updates from Corporation staff at meetings and reviews collateral materials developed by the Corporation to aid Directors in meeting participant requirements of 20 CFR §679.310(g)(6).

ARTICLE IV. COMMITTEES, WORK GROUPS

Section 4.1 Executive Committee

- (a) Composition. The Executive Committee shall be comprised of Directors who serve as Officers of the Corporation and the chairs of Committees of the Board. The Chairperson shall serve as the chairperson of the Executive Committee.
- (b) Authority and Responsibility. The Executive Committee shall have and may exercise the authority of the Board between meetings of the Board, except as authority is reserved exclusively to the Board as provided in Section 3.5 hereof. Notwithstanding the foregoing, the

- (c) Executive Committee shall have the authority to approve programmatic contracts. The Executive Committee shall have the authority to take action in other matters pertaining to contracting, program-related expenditures, and the financial interests of the Corporation. The actions of the Executive Committee shall be reported to the Board at the Board's next meeting.
- (d) Meetings. The Executive Committee shall hold meetings as called by the Chairperson or President.

Section 4.2 Personnel, Finance and Audit Committee

- (a) Composition. The Chairperson shall appoint at least three (3) Directors to comprise the Personnel, Finance and Audit Committee and shall appoint other individuals who are not Directors who have demonstrated experience and expertise as specified in the Act. The number of Committee Members and the individuals appointed by the Chairperson shall be subject to the approval of the Board. The Treasurer shall serve as the chairperson of the Personnel, Finance and Audit Committee, subject to approval of the Board.
- (b) Authority and Responsibility. The Personnel, Finance and Audit Committee shall establish compensation and benefit plans, evaluate performance of senior executives, advise management on significant human resource matters, periodically review the financial condition of the Corporation, approve the Corporation's annual audit, and perform other duties delegated by the Board. The Personnel, Finance and Audit Committee shall recommend financial, risk management and privacy policies and shall ensure that appropriate internal controls are exercised in the Corporation's operations. The Committee shall monitor and ensure that the financial interests of the Corporation have been provided for and attended to. The Committee shall ensure that the authorized body approving compensation arrangements meets the rebuttable presumption test of IRC §4958 and 26 CFR §53.4958-6. The actions of the Personnel, Finance, and Audit Committee shall be reported to the Board at the Board's next meeting.
- (c) Meetings. The Personnel, Finance and Audit Committee shall hold regular meetings at least twice annually, and special meetings as determined by the Treasurer.

Section 4.3 Program Committee

- (a) Composition. The Chairperson shall appoint at least three (3) Directors to comprise the Program Committee and shall appoint other individuals who are not Directors who have demonstrated experience and expertise as specified in the Act. The number of Committee Members and the individuals appointed by the Chairperson shall be subject to the approval of the Board. The Chairperson shall appoint a Director to serve as chairperson of the Program Committee, subject to the approval of the Board.
- (b) Authority and Responsibility. The Program Committee shall review, evaluate, and recommend programmatic proposals, contracts, and policies. Any such recommendations may be presented to the Executive Committee for approval when acting between Board meetings. The actions of the Program Committee shall be reported to the Board at the Board's next meeting.
- (c) Meetings. The Program Committee shall hold regular meetings at least four times annually and special meetings as determined by its chairperson.

Section 4.4 Governance, Compliance and Nominating Committee

- (a) Composition. The Chairperson shall appoint at least three (3) Directors to comprise the Governance, Compliance and Nominating Committee, and shall appoint other individuals who are not Directors who have demonstrated experience and expertise as specified in the Act. The number of Committee Members and the individuals appointed by the Chairperson shall be subject to approval of the Board. The Chairperson shall appoint a Director to serve as chairperson of the Governance, Compliance and Nominating Committee, subject to the approval of the Board.
- (b) Authority and Responsibility. The Governance, Compliance and Nominating Committee is responsible for the status of compliance with laws and regulations affecting the Corporation's operations, including the Act, Wisconsin Non-Stock Corporation Law, and Internal Revenue Code. The Committee shall at the request of the Designated CEO, assist in identification, screening and interview of potential candidates for appointment to the Board in accordance with the Act. The Committee shall conduct an annual review of governing documents, as well as the Corporation's Conflict of Interest Policy, policies pertaining to ethics, codes of conduct, whistleblowers, document retention and destruction, and other policies. The Committee shall present a compilation of those policies requiring Board oversight and approval to the Board annually for consideration and disclosure of interests and shall apprise the Board on best governance practices. The Committee shall develop, implement and monitor Board policy for reports to all Committees, Work Groups or for other advisory groups. The actions of the Governance, Compliance and Nominating Committee shall be reported to the Board at the Board's next meeting.
- (c) Meetings. The Governance, Compliance and Nominating Committee shall hold meetings as called by its Chairperson or President.

Section 4.5 Youth Committee

- (a) Composition. The Chairperson shall appoint at least three (3) Directors to comprise the Youth Committee and shall appoint other individuals who are not Directors who have demonstrated experience and expertise as specified in the Act. The number of Committee Members and the individuals appointed by the Chairperson shall be subject to approval of the Board. The Chairperson shall appoint a Director to serve as chairperson of the Youth Committee, subject to the approval of the Board. As required by 20 CFR §681.110, the Youth Committee shall also include members of community-based organizations with a demonstrated record of success in serving WIOA-eligible youth and other individuals with appropriate expertise and experience who are not Directors. Committee Members may represent agencies such as secondary and postsecondary education, training, health, disability, mental health, housing, public assistance, and justice, or be representatives of philanthropic or economic and community development organizations, and employers, and may be parents and youth.
- (b) Authority and Responsibility. The Youth Committee shall assess the needs of the youth populations as they relate to future workforce preparation, and encourage the coordination of services, activities, and support that enable youth to successfully attain their career goals. The Youth Committee shall make policy recommendations for and assist in the oversight and accountability of WIOA-supported youth programs, as allowed by 20CFR §681.120. The actions

of the Youth Committee shall be reported to the Board at the Board's next meeting.

- (c) Meetings. The Youth Committee shall hold regular meetings at least twice annually and special meetings as determined by its chairperson.

Section 4.6 Other Committees

The Corporation may have such other Committees as may be established by the Board of Directors. The Chairperson and at least three (3) Directors comprise each such Committee and may appoint other individuals who are not Directors who have demonstrated experience and expertise as specified in the Act. The number of Committee Members and the individuals appointed by the Chairperson shall be subject to the approval of the Board. The Chairperson of the Board shall appoint Directors to serve as chairpersons of such Committees, subject to the approval of the Board. Any Committee so appointed has such powers and authority as are explicitly delegated by the Board, subject in all cases to the Board's reservation of powers in Section 3.4 hereof. The actions of such Committees shall be reported to the Board at the Board's next meeting.

Section 4.7 Work Groups

The Corporation may, through Board resolution, establish Work Groups, for projects with definitive start and end dates, normally one (1) year or less. Each Work Group shall consist of at least three (3) Directors. The Chairperson shall appoint individuals to comprise each Work Group, and individuals to serve as chairpersons, subject to the approval of the Board. Any Work Group so appointed has such powers and authority as are explicitly delegated by the Board, subject in all cases to the Board's reservation of powers in Section 3.4 hereof. The actions of such Work Groups shall be reported to the Board at the Board's next meeting.

Section 4.8 Quorum, Voting

A majority of the members then serving shall constitute a quorum of a Committee or Work Group, but a majority of Committee or Work Group members present at a meeting, though less than such quorum, may adjourn the meeting from time to time without further notice. The act of a majority of Committee or Work Group members in attendance at a meeting at which a quorum is present shall be the act of the Committee or Work Group. Committees and Work Groups shall document meetings in minutes within thirty (30) days of the meeting.

ARTICLE V. OFFICERS

Section 5.1 Selection, Term, Resignation and Removal of Officers

- (a) Officers. The Officers of the Corporation shall consist of the Chairperson, a Vice Chairperson, Secretary, Treasurer, and President. Any two or more offices may be held by the same person, except that the individual serving as Secretary may not concurrently serve as either the Chairperson or President. Other Officers and/or Assistant Officers may be elected by the Board as it deems necessary.

- (b) Election and Term. The Officers of the Corporation shall be elected by a majority vote of the Board at each annual meeting of the Board, except that the President shall be appointed by the Designated CEO and that the Chairperson, for purposes of continuity, shall be elected biennially. The Chairperson must be elected from the business representatives on the Board in accordance with the Act. Officers shall serve terms of one (1) year, or in the case of the Chairperson two (2) years, or until their respective successor has been duly elected by the Board, unless such officer dies or is removed as hereinafter provided. Terms shall begin immediately following the annual meeting at which such Officers are elected. Officers shall be elected by the Board from among those individuals who have been selected to serve as the Directors for such time period. The Designated CEO shall request nominations for Officers from the Directors at the Corporations Annual Meeting. Any Officer may serve an unlimited number of consecutive terms in the same office.
- (c) Resignation or Removal. Any Officer may resign at any time by filing a written resignation with the Chairperson, with a copy to the Secretary. Any Officer may be removed with or without cause upon the affirmative vote of a majority of Directors then in office.
- (d) Vacancy. In case of a vacancy arising during the year in any office, by resignation or for any other reason, the Board shall fill such vacancy for the unexpired portion of the Officer's term no later than the next regularly scheduled Board meeting.

Section 5.2 Duties

- (a) Chairperson. The Chairperson shall preside at all meetings of the Board and the Executive Committee and shall perform all business and duties customarily pertaining to the office of the Chairperson and such other duties as he or she may be directed to perform by the Board.
- (b) Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson of the Board in the absence of the Chairperson or in the event of inability or refusal to act, and when acting shall have all the powers of and subject to all the restrictions upon the Chairperson. The Vice Chairperson shall customarily serve as a successor to the Chairperson, subject to Board approval.
- (c) President. The President shall be the Chief Executive Officer of the Corporation, shall be subject to the direction and control of the Board, and shall in general supervise and control all of the business and affairs of the Corporation. The President shall perform all duties incident to the office and such other duties as may be prescribed by the Board from time to time; provided, however, that the President may delegate such authority as he or she deems reasonably necessary. The President shall be responsible for the selection, general management, and supervision of such staff, agents, consultants, and professional services within the budget of the Corporation and consistent with the personnel policies adopted by the Board. The President shall have authority to sign all bank checks or orders for the payment of money, and all other documents of the Corporation as authorized by the Board. The President shall have the authority without Board approval, to execute: i) any contract valued at \$50,000 or less, subject to the procurement requirements of the funding source; and ii) any subcontract with a partner that is included in a grant award and approved by the funding source. The President may be appointed as a Director and, in such instances, shall abstain from votes on matters presented an actual or perceived conflict of interest, in accordance with Section 10.1 herein and the Corporation's Conflict of Interest Policy.

- (d) Secretary. The Secretary shall ensure that minutes are kept with respect to all proceedings of the Board. The Secretary shall perform such additional duties as may customarily pertain to the office of Secretary, or as may be directed by the President or by the Board.
- (e) Treasurer. The Treasurer shall oversee the receipt and deposit of all funds of the Corporation in the depository institution(s) selected by the Board. The Treasurer shall perform delegated or assigned by the President or the Board. The Treasurer shall have the authority to sign all bank checks or orders for the payment of money as authorized by the Board. The Treasurer shall serve as chairperson of the Personnel, Finance and Audit Committee, subject to the approval of the Board, and shall provide the Board an annual Financial Statement following the close of each fiscal year.

ARTICLE VI. INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

Section 6.1 Indemnification

The Corporation shall, to the maximum extent permitted under Wis. Stat. §181.0872, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, Honorary Director or a Committee Member who is not a Director. A person who seeks indemnification shall make a written request to the Chairperson and President. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person. This indemnification shall not occur in instances when a such person breached or failed to perform a duty that he or she owes to the Corporation and the breach or failure constitutes a willful failure to deal fairly with the Corporation in connection with a matter in which such person has a material conflict of interest, a violation or criminal law, a transaction from which personal profit or benefit was derived, or willful misconduct.

Section 6.2 Supplementary Benefits

The Corporation may supplement the right of indemnification under Section 6.1 by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

ARTICLE VII. CORPORATE SEAL

Section 7.1 No Corporate Seal

ARTICLE VIII. CORPORATE ACTS AND LOANS

Section 8.1 Execution of Contracts and Instruments

Except as otherwise provided in these Bylaws, the Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as otherwise expressly provided in these Bylaws, no Director, Officer, agent or

employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 8.2 Loans

No funded indebtedness shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

ARTICLE IX. FISCAL MATTERS

Section 9.1 Fiscal Year

The fiscal year of the Corporation shall correspond to the Act fiscal year, which begins the first day of July through the last day of June the following year.

Section 9.2 Deposits

All funds of the Corporation, not otherwise employed, or subject to immediate distribution, shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

Section 9.3 Checks, Drafts, Etc.

All bank checks and orders for the payment of money shall be signed or endorsed by the President, Vice President (if elected), or Treasurer; however, upon resolution, the Board may additionally authorize any officer or officers, agent or agents for such signature or endorsement. All other documents of the Corporation, including notes or other evidence or indebtedness issued in the name of the Corporation, shall be signed or endorsed by the President as authorized by the Board.

Section 9.4 Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of the Board of Directors, Committees and Work Groups. The Corporation shall file an annual report with the Wisconsin Department of Financial Institutions as required by Wis. Stat. §181.1622.

ARTICLE X. CONFLICTS OF INTEREST

Section 10.1 Interest of Directors and Others

No Director, Committee Member or Work Group Member shall cast a vote on any contract or transaction between the Corporation and such person, or any entity in which such person is a director or officer or has a material financial interest or any matter which would provide direct or indirect financial benefit to such person. Subject to the provisions of the Act, Code, Articles, Wis. Stat. §181.0831, Bylaws, State of Wisconsin Department of Workforce Development policy, the Corporations Conflict of Interest Policy, and

the Workforce Development Memorandum of Agreement between the Consortium and Employ Milwaukee, Inc., described in Section 3.2(b) hereof, the Corporation may enter into any contract or transaction with one or more of its Directors, Officers, or Committee members on the condition that:

- (a) The material facts as to the relationship of the interest to the contract or transaction are disclosed or are known to the Board.
- (b) The Board in good faith authorized the contract or transaction by the affirmative vote of a majority of the disinterested Directors.
- (c) The contract of transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board.

Interested Directors may be counted in determining the presence of a quorum at the meeting of the Board which authorizes, approves or ratifies a contract or transaction on the conditions set forth in this Article but may not vote.

Every Director, Honorary Director and Committee Member and Work Group Member shall submit a signed and completed Conflict of Interest Form annually to the Corporation on an annual basis.

Section 10.2 Impropriety

Every Director, Honorary Director, Committee Member, Work Group Member, and employee of the corporation shall avoid organizational and personal conflict of interest in awarding financial assistance and in procurement activities involving funds under the Act.

Section 10.3 Kickbacks

No Director, Honorary Director, Committee Member, Work Group Member or employee of the Corporation shall give, solicit or accept gratuities, favors or anything of monetary value from any person or entity in return for preferential treatment in relation to any business dealings of the Corporation.

Section 10.4 Nepotism

No Director, Honorary Director, Committee Member, Work Group Member, or employee of the Corporation shall effectively recommend or decide to hire, promote or establish the salary of another person when the person affected is a member of his or her immediate family. No Director or employee of the Corporation shall give preferential treatment in the supervision or management of another employee who is a member of his or her immediate family.

Section 10.5 Nondiscrimination

No Director, employee, participant or applicant for employment or program participation of the Corporation shall be discriminated against, denied benefits, denied employment, or excluded from participation in connection with any Corporation-funded program on the basis of race, color, religion, sex, National origin (ethnic status), age, disability, lawful source of income, marital status, sexual orientation, gender identity or expression, past or present membership in the military service, familial status, political affiliation or belief, arrest or conviction record, or affiliation with other protected class or perceived affiliation

with a protected class. The Corporation shall comply with all applicable nondiscrimination requirements of Workforce Innovation and Opportunity Act §188, the Americans with Disabilities Act of 1990, 42 USC 12101 et seq., Title VI Civil Rights Act of 1964, and Wisconsin Statutes §111.31.

Section 10.6 Compliance

Violation of the provisions of this article by Officers, Directors, Honorary Directors or Committee Members shall constitute grounds for removal from office.

ARTICLE XI. AMENDMENTS

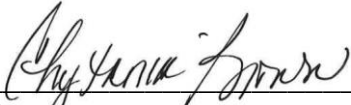
Section 11.1 Amendments

The Articles and/or these Bylaws may be amended or restated at any meeting of the Board, upon the affirmative vote of a majority of the Directors in office; provided, however, that such action shall be invalid unless written notice of such meeting is given to all Directors at least (30) days in advance thereof, with such notice expressly stating that the proposed amendment or restatement shall be presented for discussion and action at such meeting. Any amendment or restatement of the Articles or these Bylaws shall be consistent with the requirements imposed upon organizations exempt from federal income tax under IRC §501(c)(3).

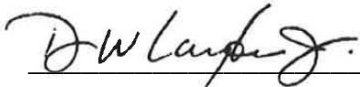
CERTIFICATE REGARDING EIGHTH AMENDED AND RESTATED BYLAWS

The undersigned, Chytania Brown, acting in her capacity as President of Employ Milwaukee, Inc. ("Corporation"), and Donald Layden, acting in his capacity as Chair of Employ Milwaukee, Inc., hereby attest that the attached Eighth Amended and Restated Bylaws were adopted by the Board of Directors of the Corporation at a meeting duly called and held on the 25th day of February 2021.

Signed this 25 day of February 2021



Chytania Brown
President and Chief Executive Officer
Employ Milwaukee, Inc.



Donald W. Layden, Jr.
Chair
Employ Milwaukee, Inc.