

**BYLAWS OF
THE AMERICA'S JOB LINK ALLIANCE**

Approved November 16, 2001

ARTICLE ONE

MISSION

The America's Job Link Alliance (hereinafter referred to as the Alliance) is an alliance between workforce organizations to help them each maximize the return on their investments in information systems, and to achieve the highest level of success in the workforce development strategies and business practices that surround the design, implementation, operation, management and improvement of those systems.

The guiding principles of the Alliance are:

- The Alliance should collaborate, when mutually beneficial, to design, develop, operate, maintain and enhance information technology systems, as well as share previously designed and built applications, as appropriate, to maximize information technology investments and minimize deployment efforts.
- The Alliance should share the lessons learned and best practices gained from their respective efforts to design, implement, operate, manage, and improve information technology systems and their related workforce development strategies and business practices.
- The Alliance should share marketing materials produced to educate employers, job seekers, staff, and legislators about the availability and capability of their information technology systems.
- The Alliance should share training materials produced to educate staff and customers on how to gain maximum benefit from their information technology systems.
- The Alliance should combine purchasing power, when allowed by state procurement laws, to receive preferred customer discounts from various workforce development partners and suppliers who provide value-added services.

ARTICLE TWO

BOARD OF DIRECTORS

Section 1 - Number, Classes, Election, and Terms.

The America's Job Link alliance Board of Directors shall consist of one member from each Alliance state, appointed annually by the highest-ranking official within that organization and one non-voting representative of both NASWA and USDOL

Any Board member may resign at any time by delivering written notice to the Chair, or Vice-Chair. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

The term of any Board member shall end automatically at the time he or she ceases to be employed by an Alliance member. In the event a director leaves the Board, the organization's highest ranking official may appoint a replacement to serve the balance of the unexpired term.

Section 2 - Powers and Duties.

All Alliance powers shall be exercised by, or under the authority of, and the business of the Alliance shall be managed under the direction of, the Board. In addition to the powers conferred upon the Board by statute or otherwise, they shall have all powers necessary to carry out the mission of the Alliance.

The Board shall determine the scope and direction of the Alliance's efforts annually and shall establish and charge user groups to assist in carrying out these programs as necessary.

The Board shall designate such staff as necessary and establish their responsibilities.

Section 3 - Meetings and Notices.

There shall be two in-person Board meetings annually. The Board shall submit the proposed dates, locations and agendas for each meeting. The site of each meeting shall be selected not less than 60 days in advance.

Section 4 - Special Board Meetings.

The Board may call special meetings in extraordinary circumstances.

Section 5 - Meetings by Telephone Conference.

Board members may participate in a regular or special meeting of the Board by conference call or similar communication equipment by means of which all persons participating in the meeting may simultaneously hear each other during the meeting. A member participating in a meeting by such means is deemed to be present in person at the meeting.

Section 6 - Notice of Meetings.

Written notice of each meeting of the Board shall state the date, time and place of the meeting and the purpose for which the meeting is being called.

Notice shall be given to each Board member not less than thirty (30) days before any regular meeting, and not less than (3) days before the date of any special Board meeting.

Section 7 - Quorum

One-half of the Board members entitled to vote, represented in person, shall constitute a quorum at a meeting of members for the transaction of any business. Once a Board member is present at a meeting, such member is deemed present for quorum purposes for the remainder of the meeting until adjournment of that meeting.

Section 8 - Voting at Board of Directors Meetings.

Each Alliance state shall be entitled to two votes. When a state has multiple organizations as Alliance members, the votes shall be equally divided between such organizations. A majority

vote of the members participating in the meeting shall be required for the transaction of all business affecting the Alliance. Proxies will not be accepted.

Section 9 - Compensation of Board of Directors.

The Alliance shall not pay any compensation to Board members for services rendered to the Alliance.

ARTICLE THREE

OFFICERS

Section 1 - Election and Terms.

As provided in the Articles of Incorporation, at the last regular Board meeting of each calendar year, the members shall elect an Executive Committee made up of a Chair, and Vice-Chair. All officers shall serve for one (1) year or until their successors are elected, and no individual shall be eligible to serve more than two (2) full terms in succession in any one office. Terms shall run from January 1, until December 31 of the same year.

A majority of all votes cast shall be necessary for election of officers. In case no candidate shall receive a majority, the one receiving the smallest number of votes shall be dropped and another ballot shall be taken. Election shall be by written ballot for any office for which more than one (1) candidate is nominated.

The presiding officer shall appoint tellers to distribute, collect, and count the ballots. Nominating speeches shall be limited to two (2) minutes and seconding speeches to one (1) minute.

Section 2 - Powers and Duties.

The officers shall have such duties as generally pertain to their respective offices as well as such powers and duties, as from time-to-time, may be delegated to them by the Board. The Chair, or in his/her absence, the Vice-Chair, or another Board member designated by either for such purpose shall preside at the Board meetings.

In addition, the Chair shall:

1. recommend to the Board the annual program and the user groups necessary to carry out these programs;
2. appoint all committee members and designate the chair of each committee;

The duties of the Vice-Chair shall include:

1. presiding at Board meetings in the President's absence; and,
2. assisting the Chair as appropriate.

Section 3 - Resignations, Removal, and Vacancies.

Any Board member may resign at any time by delivering written notice to the Alliance. Unless the written notice specifies a later effective date, the resignation shall be effective when it is delivered.

The term of a Board member shall end automatically at the time he or she ceases to be employed by a member agency.

Any officer may be removed by the vote of a majority of directors for failure to perform the duties of his/her office.

In the case of a vacancy in the office of the Chair, the Vice-Chair shall automatically succeed to the Chair for the remainder of the term and shall serve for a full term as Chair thereafter. A vacancy in the office of the Vice-Chair shall be filled by election at the next meeting of the members.

Section 4 - Compensation.

The Alliance shall not pay any compensation to Board members for services rendered to the Alliance.

ARTICLE FOUR

COMMITTEES

Section 1 - Committees of the Board of Directors.

A majority of the Board may create committees and appoint members of the Board to serve on them.

Section 2 - Committees of the Membership.

The Board shall name such committees consistent with the guiding principles of the Alliance as may be required.

Committee members shall be appointed by the Chair. Committees shall be responsible for developing position papers, recommendations, or other work products as assigned by the Board consistent with the program and priorities of the Alliance.

ARTICLE FIVE

MEMBERSHIP FEES

An annual membership fee shall be fixed by the membership at a membership meeting. Any proposal to change the annual membership fee shall be presented to the members at least 30 days prior to a Board meeting and approved by a vote of the Board. A simple majority vote of those casting ballots shall be necessary to approve a change in the membership fee. Such fee shall be paid on or before January 1 of each year. A member who fails to pay by that date (i) shall not be permitted the rights and privileges of a voting member, nor (ii) shall its representative be permitted to serve on the Board or serve on a committee until such payment is made.

ARTICLE SIX

CORPORATE BUDGET, FUNDS, AND RECORDS

Section 1 - Annual Budget.

There shall be an annual budget submitted by the Alliance professional staff and approved by a majority of the Board at the first meeting of the calendar year. The fiscal year shall begin January 1 each year.

Section 2 - Checks, Notes and Drafts.

Checks, notes, drafts and other orders of payment of money by the Alliance shall be signed by such persons as the Board may authorize.

Section 3 - Reserve Account.

The Alliance shall be permitted to carry over funds from one fiscal year to another for contingency and emergency purposes. If, at the end of the fiscal year, the carryover exceeds two-thirds of the annual budget for the next fiscal year, the excess will be credited towards the members' annual dues. Income from the carryover account may be used to supplement the annual budget if approved by the Board

Section 4 - Books and Records.

The Alliance shall keep at its office correct and complete books and records of the accounts, the activities, and transactions of Alliance, the minutes of the proceedings of the Board, and a current list of the members, directors, and officers of the Alliance and their addresses.

ARTICLE SEVEN

AMENDMENTS

These bylaws may be amended at a Board meeting or by mail ballot authorized by the Board. A majority vote of the members eligible to vote shall be required for amendment. The Board shall submit to all members a copy of any proposed amendment at least 30 days prior to such a meeting or mail ballot. Such proposed amendments to be voted on at a Board meeting may be further amended from the floor at such meeting.

ARTICLE EIGHT

CONFERENCE RULES

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Alliance in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Alliance may adopt.

Amendment to the Bylaws of America's Job Link Alliance
May 9, 2003

By vote of the Board of Directors of America's Job Link Alliance, the Alliance bylaws were amended on May 8, 2002 by adding a new article to the bylaws. The rationale for the new article follows.

Several market forces have converged which make it necessary for the Kansas Department of Human Resources to take some action to ensure our staff is fully capable of continuing the high quality of development and maintenance work states have come to depend on us for under the America's Workforce Technology Solutions (AWTS) and the America's Job Link Alliance.

Those market forces are:

- Increased demand for America's Job Link Alliance products;
- the continuation of Kansas as the lead development state for America's Job Link Alliance systems;
- Increasing competition for systems development funds from the U.S. Department of Labor, and;
- A dwindling customer base for America's Workforce Technology Solutions (AWTS).

The actions we must take are to assume the economically viable AWTS product line and eliminate the AWTS brand. We believe the impact on Kansas and the Alliance will be tremendously positive. First, this will allow us to expand the list of Alliance products with some successful and proven systems. Second, it will allow us to broaden the Alliance membership. Current AWTS members will be assured of capable systems support of the products on which they depend and Kansas will be able to realign staff as appropriate to ensure the highest level of system development possible.

Therefore, we recommend and seek your concurrence in the following actions:

1. Transfer ownership of all AWTS products to the America's Job Link Alliance.
2. Revise the AWTS/NASWA contract to be a contract between AJLA/NASWA.
3. Send letters of invitation to all AWTS member states to become active participants in the America's Job Link Alliance and explain the transition process.
4. Authorize AJLA professional staff to begin discussions with current AWTS states to provide systems support through the Alliance they had previously purchased through AWTS.
5. Begin the phase-out of AWTS effective October 1, 2002 with final phase-out to occur on or before September 30, 2003.
6. Amend the Bylaws of the America's Job Link Alliance as approved on November 15, 2002 by inserting a new article titled Article Nine, Product Support, as follows.

ARTICLE NINE

Product Support

Section 1 – America’s Job Link Alliance-Technical Support (AJLA-TS), a division of the Kansas Department of Human Resources, will maintain America’s Job Link Alliance (AJLA) products. July 2005, AJLA-TS was moved to the Kansas Department of Commerce.

Section 2 – AJLA-TS staff will serve as the professional staff for AJLA. AJLA-TS will manage all daily activities of the Alliance.

Section 3 – AJLA-TS will assume the roles and responsibilities of America’s Workforce Technology Solutions (AWTS). AJLA-TS will develop and maintain, in addition to America’s Job Link (AJL), all products currently maintained by AWTS.

Section 4 – AJLA-TS, in coordination with the National Association of State Workforce Agencies (NASWA), will make available AJLA products on an annual subscription basis to NASWA member states, their affiliated sub-state grantees and other parties.

Section 5 – Under the guidance of the Board of Directors with assistance from the AJLA Steering Committee, a standing committee of the Alliance appointed by the Board, AJLA-TS will coordinate with NASWA, the US Department of Labor, Alliance member states, and workforce agencies subscribing to AJLA products in continued development activities to support the national workforce investment system.