



**Upper Peninsula Michigan Works! (UPMW)
Workforce Development Board (WDB)
Executive Committee Meeting Minutes
June 26, 2025**

I. Call to Order, Mark Massicotte, Chair

Board Chair Mark Massicotte called the meeting to order at 12:58 pm ET.

II. Roll Call

Board members present:

Goudreau, David

Massicotte, Mark

Smith, Mike

III. Approval of Agenda

Motion by Mike Smith, seconded by Dave Goudreau. All in favor.

IV. Action Items

A. WDB Bylaw Changes

Changes from the state were found on page six of nine on OFFICIAL Policy Issuance 25-12. Discussion from the board. Discussed alternate vs proxy. This helps with reaching quorum. Discussion of this issue will be in draft, approved by the executive committee, and then presented to the full WDB in August 2025 for approval.

The board asked what the criteria are for accepting a proxy. There was discussion of the current verbiage. The full board needs to discuss the parameters of accepting a proxy and conduct a full bylaw review meeting.

The proposed changes to the bylaws were as follows in red:

Section 2.1 Purpose

add *"Members may have alternates attend meetings on their behalf if they are from the same sector and go through the same nomination/appointment process as regular members. For information regarding the process for nominations to the Workforce Development Board, see local policy titled "Workforce Development Board Nominations".*

Add a section 3.4 Proxy and alternates

"A proxy is authorized to vote on behalf of a board member and acts as a representative and follows the instructions of the person they represent. The proxy does not assume the full responsibilities of a board member.

An alternate is a person who is formally appointed to serve in place of a board member when that board member is unavailable. Unlike a proxy, an alternate acts as a full board member during their service, with all the same rights, responsibilities, and duties.

Voting by Proxy is permitted by WDB members. Prior to the scheduled WDB meeting, a



board member can identify a proxy. If a board member desires a proxy, the board member will notify the WDB Chair of their intended proxy. The WDB Chair will determine if the proxy fits in the appropriate category and has optimum policy making authority and expertise. They will be approved or denied by the WDB Chair.

If the proxy is approved by the WDB Chair, the board member using the proxy must submit their proxy vote in writing 72 hours in advance of the meeting to the Board Chair.

All proxy appointments must be in writing and presented to the person presiding over the meeting at the start of the meeting, or as soon after that as is reasonably practicable. A member's proxy will be deemed attendance by the member for quorum, notice, waiver, voting, and other purposes. The secretary will maintain copies of all proxies for each meeting.

Voting by alternates is permitted by WDB members. Alternates have the same decision-making authority as regular board members if they go through the same nomination process as regular members and have been appointed and approved as an official alternate."

Update section 5.3 Quorum

- *"Each appointed WDB member (or approved alternate) is entitled to one vote.*
- *Voting by proxy is allowed and counted towards a quorum.*
- *Vacancies do not count for the purpose of determining a quorum. "*

A motion to accept the draft bylaws was made by Mike Smith, seconded by David Goudreau, and unanimously approved. Motion passes.

B. Next Meeting/Adjournment

The meeting was adjourned at 1:33 pm ET.