

By-Laws for Jefferson-Lewis Workforce Development Board

ARTICLE I – NAME AND AUTHORITY

Section 1. Name

The name of the organization shall be the Workforce Development Board of Jefferson and Lewis Counties, hereinafter referred to as the Board. The Workforce Development area includes Jefferson and Lewis counties.

Section 2. Authority

The Board shall be authorized by the provisions of the Workforce Innovation & Opportunity Act of 2014, Public Law 113-128, and the Jefferson and Lewis County Boards of Legislators, and shall provide policy guidance for and exercise oversight of the LWDA as set forth in WIOA.

Section 3. Principal Location

The address of the principal office of the LWDB is:

1000 Coffeen Street, Watertown, NY 13601

ARTICLE II – PURPOSE AND FUNCTION

Section 1. Purpose

The Board of Jefferson and Lewis Counties is committed to developing a pro-active local workforce development system. The Board's mission is to bring together business, government, education, labor, and the community to collaborate and to invest in the community's future by linking education and training to the workplace of today and of the future. The Board must develop a strategy to continuously improve and strengthen the workforce development system through innovation in, and alignment and improvement of employment, training, and education programs to promote economic growth. Local Board members must establish a platform in which all members actively participate and collaborate closely with the required and other partners of the workforce development system, including public and private organizations. This is crucial to the Local Board's role to integrate and align a more effective, job-driven workforce investment system.

Section 2. Functions

- Organize the local workforce development system in a customer focused way to develop and implement career pathways within the local area by aligning the employment, training, education and supportive services that are needed by adults and youth, particularly individuals with barriers to employment;
- Define the components of the system based on customer needs and expectations, as well as the system's resources;

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- Conduct an annual assessment of the physical and programmatic accessibility in accordance with the WIOA Sec. 188 and the Americans with Disabilities Act of 1990 of all one-stop centers in the local area; and certification of one-stop centers;
- Establish skill standards (transferable, occupational and academic) as related to securing and maintaining employment;
- Collect data and issue consumer report cards for continuous improvement;
- Solicit the input and participation of the local business community in the provision of program services;
- Designate, with agreement of the CEO, of the Career Center operator, youth providers and identification of eligible training providers;
- Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers, and jobseekers;
- Inform and lead on regulatory reform as appropriate for the local workforce development system;
- Collaborate as needed on regional, local, and state initiatives;
- Integrate and improve the education, training, and employment delivery systems of Jefferson and Lewis Counties;
- Ensure that academic and career education programs provide the necessary skills for successful employment and lifelong learning;
- Articulate and implement local workforce development policies that support economic development strategies both in the two county workforce areas and within the North Country region;
- Serve as a resource to assist local businesses in staying competitive by identifying workforce training needs and coordinating training resources;
- Link workforce preparation programs to economic development strategies;
- Promote the collaboration between business and the educational and vocational training systems, and to communicate to the public;
- Develop and approve of a local plan consistent with WIOA section 108.

ARTICLE III – MEMBERSHIP

Section 1. Composition

The size of the board will be determined by WIOA Section 107 (b) (2) and the required members as outlined in the legislation. Board composition shall be:

- The majority of members of the Board shall represent business Representatives of the business sector, who shall constitute a majority of the membership of the Board, and who shall be owners of business concerns, chief executives, chief operating officers of non-governmental employers, and other business executives or employers with optimum policy making or hiring authority and nominated by local business organizations and business trade associations
- Business sector representatives on the Board shall reasonably represent the industrial and demographic composition of the business community.
- 20% of the board shall be workforce representatives. Sec 107 (b) (2)
 - Must include two organized labor representatives and one apprenticeship representative; and may include representatives from Community Based Organizations and organizations with experience serving youth

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- Representative of Adult education and Literacy activities under Title II. Sec. 107 (b) (2)
 - Representative of Economic and Community development. Sec 107 (b) (2)
 - Representative of Wagner-Peyser under Title III. Sec 107 (b) (2)
 - Representative of Vocational Rehabilitation under Title IV. Sec 107 (b) (2)
 - Representative of Higher education

WIOA allows optional and discretionary appointments, and allows members to represent multiple, required representation slots.

All members shall be nominated and appointed in conformance with WIOA Sec. 107(b) (1) and (2).

Section 2. Tenure

- Original appointments to the Board shall be made in accordance to the Chief Local Elected Official's Agreement by the Chief Elected officials of the Boards of the Jefferson County and Lewis County Legislatures, in compliance with the Workforce Innovation & Opportunity Act, rules and regulations of the Federal Government and shall include representation in compliance with Federal Regulations and New York State legislative policy.
- term limitations;
- The Board members shall be appointed by the Chief Elected Officials for three (3) year fixed and staggered terms of $\frac{1}{3}$, $\frac{1}{3}$, $\frac{1}{3}$, and serve until their successor is appointed. Membership may be renewed by Chief Elected Officials of Jefferson and Lewis counties legislatures.
- the process used to notify the CEO of a board member vacancy to ensure a prompt nominee; and
- Should a member resign, a replacement to serve out the vacancy will be appointed by the Boards of the Jefferson County and Lewis County Legislatures in the same manner as members of the Board are appointed.
- Membership on the Board shall cease when:
 - The member offers his/her resignation to the Chairperson or the Executive Director of the Board;
 - The member is not re-appointed after completion of the term;
 - Change in a board member's affiliation that affects membership status is subject to review by the Executive Committee.

Section 3. Compensation

In accordance with WIOA sections 101(h)(3) and 107(f)(3), the Local Board director (and staff) are subject to the limitations on the payment of salary and bonuses described in WIOA section 194(15).

Section 4. Rights and Powers of Members

Members shall have and may exercise the following powers, in addition to the powers and functions set forth in Article II, such as approval and interpretation of the statement of mission and philosophy of the LWDB, and to require the LWDB to operate in conformance with such statement.

- Determine, in agreement with the Chief Elected Officials allocation of funding streams after notification of funding;
- Monitor attainment of program goals and standards and negotiation of local performance measures;
- Set strategic objectives for the Workforce Development System and take action to remove barriers;

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- Monitor program expenditures and determine customer priority and / or request or seek additional funding;
- Enter into Memorandum of Understanding with One Stop Partners;

Section 5. Officers

The Board shall elect a Chairperson, a 1st Vice Chairperson, a 2nd Vice Chairperson and a Secretary. The Chairperson, 1st Vice Chairperson and the 2nd Vice Chairperson shall be representatives of the business sector, in accordance with WIOA Section 107 (2) (A), paragraph 3. The Secretary may be elected from the membership at large. Term of office shall be for a one (1) year period commencing on July 1, and completing on June 30. The immediate past Chairperson of the Board shall also serve as an Officer of the Board. An officer may serve in the same elected office for consecutive terms. Said officers shall be elected by a majority vote of the members present at a meeting consistent with quorum requirements when a vacancy occurs or terms expire.

Section 6. Duties of Officers

Chairperson shall/may:

- a) preside at all meetings of the Board;
- b) establish agendas with assistance of staff for each regular Board meeting;
- c) sign, on behalf of the Board, and with Board approval, all necessary legal documents;
- d) appoint Ad Hoc committee(s), as determined necessary;
- e) be the official representative of the Board, as required;
- f) call special meetings of the Board;
- g) call special meetings of the Executive Committee when a quorum of the full Board cannot be met, as described in Article IX, and other responsibilities as determined by the Board.

Vice Chairperson(s) shall:

- a) assume responsibilities of the chairperson, noted herein, in his/her absence.

Secretary shall:

- a) attend all Board meetings and keep the minutes of the proceedings thereof;
- b) be responsible, through the oversight of staff, for assuring that the following be maintained:
 - i. the minutes of the general membership meetings;
 1. the attendance records of the general membership and advise the Chairperson of any member's absences meriting discussion and review of the Executive Committee;
 - ii. Oversee communication of subcommittees to Board members.
- c) perform other duties as usual that pertain to the office of Secretary.

ARTICLE IV – MEETINGS

Section 1. Frequency

A minimum of four (4) regular meetings of the Board shall be held each year, one of which shall be an annual meeting.

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Section 2. Attendance

All members are encouraged to attend meetings in order to conduct business. Ten (10) calendar days advance notice of each meeting shall be given the members.

Section 3. Quorum

All Business that is conducted by the membership requires a majority of the total number of votes entitled to be cast, therefore 51% of the members need to be physically present at each Board meeting.

Section 4. Proxies

Since membership is one of appointment by the Chief Local Elected Officials therefore no member can turn over their responsibilities to any other individual in the form of a proxy or alternative designee.

Section 5. Procedure

The Agenda for each regular meeting may include the following:

- | | |
|------------------------------------|----------------------|
| a. Call to Order | e. Staff Reports |
| b. Minutes of the Previous Meeting | f. Committee Reports |
| c. Correspondence | g. Old Business |
| d. Financial Report | h. New Business |

Any member of the Board may place items on the Agenda with previous notice to the Chairman or his/her designee and/or staff. Definitions for use as guidelines for resolutions and motions as agenda items are as follows:

RESOLUTION: A formal action the WDB is asked to take. Generally imparts policy, fiscal, and regulatory decision-making which comes from the respective jurisdictional committee. The language of the resolution is specific, and is generally cast by the committee after significant discussion. Resolution is provided in advance to WDB members, in writing, and contains description that clearly spells the objective(s) of the action requested to be taken by the WDB.

MOTION: A less formal action taken by the WDB that does not rise to the power of a Resolution. It may or may not be reviewed by the membership prior to the request for action, and may not require significant committee discussion prior to discussion by the full Board. A motion may be placed on the agenda from the floor at a WDB meeting, and requires a motion and a second prior to being voted on by the membership.

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All meeting materials are posted on the Jefferson County website, Social Media sites, posted in Local One-Stops, and emailed to all members.

Section 6. Voting

Proposed regulation § 679.320(i) explains that all required board members must have voting privileges. Voting rights allow the required board members to have an effect on the Local Board's key decisions and initiatives. This will enable the required board members to effectively represent the individuals and organizations of their communities.

Section 7. Use of technology

WIOA Sec. 107(d)(7) requires boards to develop strategies for the use of technology to maximize the accessibility and effectiveness of the local workforce development system. Notices of the meetings will be published on the website, in the One-Stop Center, sent to media channels and posted on social media outlets.

ARTICLE V – COMMITTEES

In accordance with WIOA Sec 107 (a) (4), three standing committees will be established: Youth, One-Stop Operations, and Individuals with Disabilities.

Section 1. Standing Committees

- a) Standing Committees are to carry out the purposes of the Board shall be appointed by the Chairperson and ratified by the Board.
- b) The Chairperson of any standing committees shall be a member of the Board.
- c) Each Board member should serve on at least one Standing Committee.
- d) Each Standing Committee may request necessary funds for the work of the committee from the Executive Committee.
- e) Standing Committee members need not to be Board members.
- f) Non-Board members may vote at Standing Committee meetings, but do not have voting rights at Board Meetings
- g) All Standing Committees shall report quarterly to the Executive Committee
- h) All Standing Committees are to submit their recommendations to the Board for ratification.
- i) All minutes and relevant documents produced by Standing Committees must be communicated to all Board members
- j) All Committee meetings are subject to the Open Meetings Law.

Section 2. Executive committee

- a) An Executive Committee shall be composed of the Officers of the Board, and the chairperson of any standing committees.
- b) The Executive Committee will regularly review, approve, and take action as appropriate with regard to program delivery.

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- c) The Executive Committee may meet and act in place of the full Board in an emergency capacity, when it is determined that immediate decision-making or action is required, and it is not practical to convene a meeting of the full Board in a timely fashion.
- d) The Board must review & approve the minutes of the Executive Committee in order to acknowledge and endorse any action taken by the committee in lieu of a full board meeting.
- e) The Executive Committee shall have primary responsibility for the oversight of WIOA Title I programs.
- f) The Executive Committee interacts with the Standing Committees to insure alignment to the Board's strategic goals and plans.

Section 3. Nominating Committee

- a) The Board Chairperson shall appoint a Nominating Committee consisting of three (3) Board members for the purpose of nominating officers for the next fiscal year.
- b) The Committee shall, at the final meeting of the year, submit to the Board a slate of officers to assume office on the first day of July following their election.
- c) The Committee shall nominate Board members representing the business sector for the position of Chairperson and Vice Chairperson. The position of Secretary may be elected from the general membership.
- d) The Committee shall communicate to all Board members, not later than ten (10) days prior to the annual election, a list of nominees recommended by the Nominating Committee.

Section 4. Ad Hoc Committees

- a) The Chairperson may designate Ad Hoc committees, as needed to carry out the purposes of the Board.
- b) Each Ad Hoc committee shall be appointed by the Chairperson and is ratified by the Board.
- c) The Chairperson of the Board shall designate the Chairperson of each committee established.

*The WDB Chairperson shall serve as an ex-officio member of each committee.

ARTICLE VI – CONFLICT OF INTEREST

Conflict of interest, real or perceived, will not be permitted in the conduct of Board business.

1. A board member may not vote on any matter that would provide direct financial benefit to the member or the member's immediate family, nor on matters of the provision of services by the member or the entity which the member represents. No board member may participate in a decision in which the member has a direct or indirect interest, particularly a financial interest, which is in substantial conflict with the discharge of the duties of the Board.

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2. A board member shall avoid even the appearance of a conflict of interest. Prior to taking office, Board members must provide to the Board Chair a written declaration of all substantial business interests or relationships they, or their immediate families, have with all businesses or organizations which have received, currently receive, or are likely to receive contracts or funding from the Board. Such declarations shall be updated within 30 days to reflect any changes in such business interests or relationships. The Board shall appoint an individual to Timely review the disclosure information and advise the Board chair and appropriate members of potential conflicts
3. Prior to a discussion, vote or decision on any matter before a Board, if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, organization or property that would be peculiarly affected by any official Board action, that member shall disclose the nature and extent of the interest or relationship and shall abstain from voting on or in any other way participating in the decision on the matter. All such abstentions shall be recorded in the minutes of the Board meeting.
4. Definitions: immediate family—any person related within the first degree of affinity (marriage) or consanguinity (blood) to the person involved.

Substantial interest—A. in a business entity if: (i) the person owns 10% or more of the voting stock or shares of the business, owns 10% or more or owns \$5,000 or more of the fair market value of a business or (ii) funds received by the person from the business exceed 10% of the person's gross income for the previous year; B. in real property if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more; or C. if the Board member is related to a person in the first degree of affinity or consanguinity who has a substantial interest as defined in subparagraph (A) or (B) of this paragraph.

ARTICLE VII – INDEMNIFICATION

Board members are covered by The Defense and Indemnification Local Law of 1989 ((a) law amended in 1999).

ARTICLE VIII – AMENDMENTS TO THE BY-LAWS

Recommended changes in the By-Laws shall be submitted in writing by a Board member to the Chairperson of the Board or his/her designee. The Chairperson will review recommended changes with the Executive Committee and shall communicate proposed amendments to the full Board at least ten (10) days prior to the regular meeting at which amendments are to be considered. Amendments to the WDB By-Laws shall be passed by a majority vote of the Board. The vote on said proposed amendment(s) shall take place at the meeting of the Board which follows presentation to the membership.

ARTICLE IX – RECORDS MAINTENANCE AND ACCESSIBILITY

Please refer to the Jefferson County records management policy;

<http://www.co.jefferson.ny.us/index.aspx?page=51>

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ARTICLE X – MISCELLANEOUS

Section 1. Gender and Number

Sample language – All nouns and pronouns herein, and any variations thereof, shall be deemed to refer to the masculine, feminine, singular or plural as the identity of the person or persons may require.

Section 2. Additional requirements

In addition to the elements required by §679.310(g), the CEO must include any additional requirements in the board's by-laws that it believes is necessary to ensure the orderly administration and functioning of the board. An effective Local Board establishes clear roles, responsibilities, procedures, and expectations through its by-laws, and that these requirements will help Local Boards to be more agile and proactive in reacting to board turnover, increase board participation when board members are not able to physically attend board meetings, improve board functionality, and help ensure that the public is informed about the operation of the board.

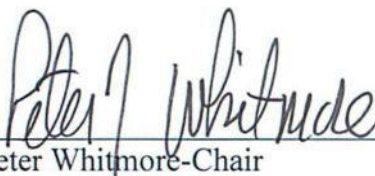
Section 3. Transparency

WIOA Sec. 107(c)(13)(e) requires the Local Board to make available to the public, on a regular basis through electronic means and open meetings, information regarding the activities of the Local Board, including information regarding the local plan prior to submission of the plan, and regarding membership, the designation and certification of one-stop operators, and the award of grants or contracts to eligible providers of youth workforce investment activities, and on request, minutes of formal meetings of the Local Board.

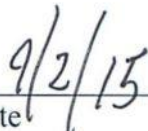
SIGNATORIES

The Jefferson-Lewis Workforce Development Board convened on September 2, 2015 with quorum present and by way of vote agreed to adopt the by-laws expressed herein.

The effective date of these by-laws shall be July 1, 2015.



Peter Whitmore-Chair



Date

Jefferson-Lewis Workforce Development Board