

Revised/Approved - 4.10.19 WDB Board

The Saratoga, Warren and Washington Counties
Local Workforce Development Area

Bylaws of the
Saratoga, Warren and Washington Counties
Workforce Development Board

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**SARATOGA/WARREN/WASHINGTON COUNTIES
WORKFORCE DEVELOPMENT BOARD (WDB)
BY-LAWS**

ARTICLE I STATEMENT OF PURPOSE

SECTION 1 The Saratoga/Warren/Washington Workforce Development Board (SWW WDB) is created to implement the Workforce Innovation & Opportunity Act of (WIOA) and other related programs as determined by the Board of Directors. It shall do this through the implementation of its vision of an integrated, universally accessible workforce development system that is customer and quality driven, and that promotes economic growth and quality of life in innovative and efficient ways.

SECTION 2 **Vision** - An integrated, universally accessible workforce development system that is customer and quality driven, and that promotes economic growth and quality of life in innovative and efficient ways.

SECTION 3 **Mission** - The mission of the Saratoga/Warren/Washington Counties Workforce Development Board is to promote the involvement of the business community in employment, workforce training, and investment and development activities; to provide policy guidance, strategic planning, monitoring and oversight of the WIOA and related programs in the tri-county Workforce Development Area; to jointly, in conjunction with the local Chief Elected Officials, administer or oversee such programs; and to increase private sector employment opportunities for displaced and emerging workers.

Article II LOCATION

SECTION 1 The offices of the SWW Workforce Development Board shall be located within the counties of Saratoga, Warren, or Washington, State of New York, as the Board may direct.

ARTICLE III ROLES, AND RESPONSIBILITIES OF THE BOARD

SECTION 1 Develop and submit regional and local plans in collaboration with county chief elected officials(CEOs).

SECTION 2 Conduct workforce research and regional labor market analysis.

SECTION 3 Convene workforce system partners and business organizations. Brokering and leveraging resources and services with partners and organizations. Develop memorandum of understanding (MOU) with system partner agencies.

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SECTION 4 Promote employer engagement in local system & develop sector strategies.

SECTION 5 Promote the development of career pathways initiatives.

SECTION 6 Promote proven and promising practices.

SECTION 7 Develop technology improvements for local system operations.

SECTION 8 Responsible for program oversight of youth and adult employment and training activities as well as appropriate use and management of program funds in collaboration with CEOs

SECTION 9 Negotiate local performance with state funds in collaboration with CEOs.

SECTION 10 Select center operators and service providers in collaboration with CEOs.

SECTION 11 Coordinate with education providers especially regarding review of adult education and literacy proposals.

SECTION 12 Budget and administration:
1. Develop a board budget in collaboration with CEOs
2. Direct the disbursement of funds for workforce activities in the local area

SECTION 13 Ensure accessibility for individuals with disabilities including physical and programmatic accessibility of career centers on an annual basis.

SECTION 14 The Board shall have the authority to:

1. Establish policy and strategic objectives for the Workforce Development System.
2. Monitor attainment of program goals/standards.
3. Periodically certify operators/programs/providers pursuant to legislation, regulations, and state guidance.
4. Monitor program expenditures.
5. Decide to incorporate as a 501(c)(3)
6. Seek additional funding.
7. Elect the board chair from business representatives as prescribed by the WIOA.
9. Collect data and issue consumer report cards for continuous improvement.
10. Carry out other duties as authorized by WIOA, the State of New York, the State Workforce Board or the WDB itself to promote Workforce Development activities in the region.

ARTICLE IV MEMBERSHIP

SECTION 1 The initial size of the Board may include at least twenty three (23) and as many as thirty (30) members as determined by the Board in accordance with WIOA requirements and the local County CEO's. Any change in the number of members will be subject to the applicable Multi-Jurisdictional Consortium Agreement and the three county workforce development board appointment agreement.

SECTION 2 Appointments to the Board will be made by County Chief Elected Officials (CEOs) in accordance with the Workforce Innovation & Opportunity Act (WIOA) multi-jurisdictional agreements, state guidelines, WIOA regulations and any revisions thereto. Initial board appointments will be for staggered terms ranging from one to three years. Subsequent appointments after the initial board appointments will all be for three years except members filling a vacancy should be appointed to complete the term of the vacant member. There is no limit on how many terms a member may be appointed.

Representatives of the private sector, shall constitute a majority of the membership of the Board and shall be non-governmental business owners, chief executives or chief operating officers, or other private sector or not for profit employers or executives who have optimum policy making or hiring responsibility.

Private sector representatives on the Board shall reasonably represent the industrial and demographic composition of the business community.

SECTION 3 Members shall be appointed for fixed and staggered terms. Initial appointment will be for 1-3 years. Thereafter all appointments will be for 3 yrs. except members filling a vacancy should be appointed to complete the term of the vacant member when possible. Board members appointed on a rotating basis between counties, if any, shall be appointed for one (1) year. Memberships may be renewed by the County Chief Elected Officials (CEO) at the conclusion of any term. There is no limit on how many terms a member may be appointed.

The Board shall maintain an updated list of the current Board members and the expiration dates of their terms for the use of the appointing official. The board shall notify the CEO or their designee of any board vacancies within three business days to facilitate the appointment of a new member by the CEO.

SECTION 4 Membership on the Board may be terminated by the board when:

1. The member offers his/her resignation in writing to the Chairperson of the Board or designee. A copy should also go to the County CEO, or designee, that appointed the member. Should a Board member state orally his or her resignation,

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but fails to deliver a written resignation, written confirmation shall be sent by the Chairperson or designee confirming the resignation to take effect ten days following the delivery of the confirmation.

2. The member is not re-appointed after completion of the term.
3. The member is absent from more than fifty percent (50%) of a combination of regular and committee meetings held during a program year (7/1-6/30). A temporary leave may be granted at the discretion of the WDB Chairperson.
4. The Board may vote to recommend that the CLEO remove a Board member for just cause. Before any member is recommended for removal, the Board Chairperson or his/her designee will contact and attempt to meet with the member to resolve issues leading to the proposed removal of the member.

SECTION 5

Each member of the Board shall serve on at least one committee during the program year (7/1-6/30) unless an exception is granted by WDB Chairperson.

SECTION 6

Voting requirements are subject to requirements of WIOA and state guidance. Per state guidance, each board member shall be entitled to one vote on each matter submitted to a vote of members. A vote on a particular action or issue is only valid if a quorum exists (A quorum is defined as a simple majority, present in person, of the total designated membership of the board or the appropriate committee, including vacancies). If a quorum is present, absent members may vote by proxy. Proxy votes must be in writing, signed by the absentee member, and specifically address the exact items of business that will be voted on during that meeting. There is no provision for a blank proxy. Sending a representative does not provide relief from aforementioned attendance requirements; assist in meeting a quorum; or provide the right to vote independent of a written member proxy. The workforce board may elect to revise at their discretion provisions of this section regarding voting guidelines, quorum, proxy and alternative meeting participation guidelines (such as by phone, etc.) as may be authorized and allowed by future state guidance and federal regulations.

SECTION 7

Conflict of interest, real or perceived, must be avoided. Any duality of interest or real or perceived conflict of interest on the part of any board member shall be disclosed to other board members and made a matter of record when the interest becomes a matter of board action. Any board member having a duality of interest or conflict of interest, real or perceived, on any matter shall not vote on the matter.

Furthermore, 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 the member represents. Immediate family, for purposes of these bylaws is defined as: Any person related

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within the first degree of affinity (marriage) or consanguinity (blood) to the person involved.

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. Substantial interest, for purposes of these bylaws, is defined as: A person owning 10% or more of the voting stock, owning 10% or more or owning \$5,000 or more, of the fair market value of a business; or funds received by the person from the business exceed 10% of the person's gross income for the previous year; or if the Board member is related to a person in the first degree of affinity or consanguinity who has a substantial interest as defined previously.

A Board member shall avoid even the appearance of a conflict of interest. The minutes of the meeting shall reflect that a disclosure was made and the abstention from voting.

SECTION 8

No part or any income or revenue of the Board shall inure to the benefit of any member or any private individual (except that reasonable compensation may be paid for services rendered to the Board), and no member or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the Board. No Board member will be paid compensation for carrying out their duties as a member of the Board other than reimbursement for approved out of area travel expenses.

SECTION 9

No activities of the Board shall be directed toward participating in, or intervening (including the publication or distribution of statements), in a political campaign on behalf of any candidate for public office.

ARTICLE V

OFFICERS

SECTION 1

The Board shall elect the following officers from its membership in a manner to determined by the board:

- a. Chairperson
- b. Vice-Chairperson (*Chair Elect*)
- c. *Chair Emeritus*

SECTION 2

The Chairperson and Vice-Chairperson shall be representatives of the private sector. Term of office shall be for a two (2) year period commencing on July 1 and ending on June 30th. The Vice Chair shall assume the position of Chairperson. The existing Chair shall assume the position of Chair Emeritus for a period of two years. At the discretion of the board, the initial election of officers will take place after the adoption of bylaws or the conclusion of any transitional term of office approved by the board.

SECTION 3 Functions and Responsibilities of Officers

1. Chairperson

- a. Shall convene all regular and Executive Committee meetings.
- b. Shall conduct the order of business at such meetings.
- c. May sit on all Board approved committees.
- d. Shall sign, on behalf of the Board, all necessary legal documents.
- e. Shall appoint Ad Hoc committees as directed by the Board.
- f. Shall be the official representative of the Board, as required.
- g. Shall assign responsibilities to Board staff.
- h. May call special meetings of the Board.
- I. Shall call special meetings of the Executive Committee as deemed necessary.
- j. Other responsibilities as determined by the Board.
- k. Shall assume the role of Chair Emeritus for one year following their term as Chair

2. Vice-Chairperson (Chair Elect)

- a. Shall assume all responsibilities of the Chairperson, noted herein, in his/her absence.
- b. May sit on all board approved committees.
- c. Shall assume the position of Chairperson upon completion of their term as Chair Elect

3. The Chair Emeritus shall assist the Chair as requested.

SECTION 4 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 5 Any or all of the Officers may be removed with or without cause by a two-thirds majority vote of the full Board.

SECTION 6 Any Officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Chairperson.

SECTION 7 Officers shall not receive any salary for their services. However, Officers may be reimbursed for travel and out-of-pocket expenses for meals and lodging when conducting business of the SWW WIB. Requests for reimbursement of expenses shall be approved in accordance with the Fiscal Policy

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adopted by the Board of Directors and shall be subject to the availability of funds and limitations imposed by granting authorities.

ARTICLE VI **EXECUTIVE COMMITTEE**

SECTION 1

The Executive Committee membership shall be made up of Officers of the Board, regular committee chairs as determined by the officers, a representative of economic development, up to three other non-private sector at large representative and additional at large representatives appointed from the private sector Board members as needed and designated by the officers to ensure the majority of members on the committee shall represent the private sector. This committee shall assume responsibilities as designated herein and by the Board.

SECTION 2

The Executive Committee of the Board will conduct the business of the Board in the interim between meetings as necessary. Any intermediate actions taken by the Executive Committee will then be brought to the full Board for review and ratification at the next regularly scheduled meeting. At the option of the Board chairperson, a notice may be sent to Board members identifying the need for the Executive Committee to meet on specified issues.

SECTION 3

The Executive committee shall meet at least quarterly and frequently enough to ensure coordination and completion of the business of the Board. Prior to the beginning of each program year and as needed thereafter, the Executive Committee will meet to perform the following functions for the Board:

- a. Nomination of committee appointments.
- b. Review of meeting attendance as described in Article IV, Section 4, and may make recommendations for member replacement to be presented to the full board for approval. Business sectors needing representation may be forwarded to the local CEO's for vacancies resulting from term expiration, resignation, or removal.
- c. Review of Board by-laws, making recommendations to the Board as appropriate:
- d. Review of Board administration, making recommendations to the Board as appropriate.
- e. Appointing replacements for Executive Committee vacancies. An Officer elected to fill a vacancy shall hold office until the next annual meeting at which the election of Officers is the regular order of business and until his/her successor is elected.
- f. Establishing, as necessary, ad hoc committees of the Board as deemed necessary.

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The Executive Committee acts on behalf of the Board with regard to resources and decision making in the absence of the Board's ability to act. The Executive Committee interacts with the Standing Committees to insure alignment to strategic goals and plans. In addition to the above sections, functions of the Executive Committee may include (as examples) but are not limited to:

1. Ensures systems are in place to identify needs of both employer and job seeker customers of the system.
2. Ensures systems are in place to ensure coordination of system wide service provision.
3. Recommends overall direction in collaboration with individual WDB members and/or committees; identifies major legislative/policy issues and develops WDB positions, and provides program oversight.
4. Negotiates local performance standards with State Department of Labor and with local service providers on behalf of the WDB and in conjunction with the CEO's.
5. Reviews performance standards of providers to assure compliance.
6. Monitors the work of other committees and addresses issues as they arise.

SECTION 6

A quorum shall be required for any resolution. The Executive Committee shall have the authority to pass resolutions that will go to the full Board for ratification. Executive Committee meetings will be open to all members of the Board of Directors.

SECTION 7

The Board of Directors, upon the recommendation of the Executive Committee, may hire an Executive Director or other board staff consistent with the approved board budget.

SECTION 8

Any appointed member of the Workforce Development Board may bring issues related to the operations of the **WDB** and/or workforce development system to the attention of any member of the Executive Committee for review. It is the role of the Executive Committee to review, research, discuss and make a recommendation to the full board regarding the appropriate resolution of said issue.

ARTICLE VII. COMMITTEES

SECTION 1:

The standing committees of the Board, established below within these bylaws, shall meet at least quarterly but more often if required by their function and responsibility. All actions of the standing committees are subject to approval by the full Board. Committee membership shall elect a chairperson from any private sector board representative on the committee unless otherwise directed by the Executive Committee. The youth committee, described in section 2 of this article, and other subcommittees and ad hoc committees that may be established herein shall be exempt

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from this requirement and may select a chairperson as needed from any member of the committee unless otherwise directed by the Executive Committee. The committee membership may include other non-board members as appointed by the committee chair and in compliance with federal and state guidelines or directives of the executive committee. They will serve as voting members on the committee unless otherwise prohibited by federal or state guidance or as directed by the executive committee and will not have any voting or other privilege through the full board. All standing committees may establish ad hoc sub committees as they determine necessary to complete the work of the committee.

SECTION 2:

The Youth Committee will provide information to assist with planning, operational, and other issues relating to the provision of services to youth, and shall include community-based organizations with a demonstrated record of success in serving eligible youth as appointed members to the committee. The membership will be representative of the geographic area constituted and may include other organizations with a special interest or expertise in youth issues; representatives of youth service agencies, including juvenile justice and local law enforcement agencies; and representatives of local public housing authorities as examples. The duties and responsibilities of the Youth Committee shall be to:

1. Develop services that target eligible in and out of school youth for jobs in our changing economy with an emphasis on out of school youth.
2. Recommend to the Board eligible providers of youth activities/programs to be considered for grants or contracts on a competitive basis.
3. Conduct oversight with respect to eligible providers of youth activities.
4. Coordinate youth activities that are authorized by the Act.
5. Conduct other duties determined to be appropriate by the Board Chairperson.

SECTION 3:

Workforce Connections Committee whose function, at the discretion of the Executive Committee, may be assumed by the Executive Committee. The committee focus is to connect the public, private and academic sectors to establish a quality system of workforce service delivery.

SECTION 4:

Business Needs Committee. The committee focus is to identify current and future workforce needs of local business. The committee shall pursue initiatives to accomplish this focus as well as other activities as assigned by the board chairperson which may include creation of an ad hoc committee engaging other workforce partners to identify sector based needs of business and career pathways opportunities.

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SECTION 5: Workforce Resource and Development Committee. The committee focus is to provide workforce resources to business, workforce partners and the local labor force and to develop the SWW workforce through training services related to skills and occupational areas in demand. The committee shall pursue initiatives to accomplish this focus as well as other activities as assigned by the board chairperson which may include:

1. Recommend to the Board eligible career center operator(s) and eligible providers of workforce/career services to be considered for designation and award of contracts on a competitive basis.
2. Creation of an ad hoc committee, as needed, engaging other workforce partners to develop Memorandum of Understanding to facilitate creation of a one stop system, develop working relationships between one stop system partners and the career centers, and to identify infrastructure cost sharing as directed by state and federal guidance.
3. Creation of an ad hoc committee to address services for individuals with disabilities including the annual physical and programmatic accessibility of the career centers as may be required by state and federal guidance.

SECTION 6 The Chairperson shall appoint Ad Hoc Committees as needed and as directed by the Board or the Executive Committee. They shall meet as needed and appoint a chair as prescribed above. The chair of Ad Hoc committees shall not automatically serve as a member of the Executive Committee, except when appointed by the Chair.

SECTION 7 The Board Chairperson shall appoint an ad hoc Nominating Committee consisting of at least three (3) Board members for the purpose of nominating officers prior to the expiration of existing terms. The Committee shall submit to the Board a slate of officers to assume office immediately if the office is vacant or otherwise on the first day of July following their election. The Committee shall nominate Board members for the positions of Chairperson and Vice-Chairperson. The Chair of the Nominating Committee shall mail to all Board members, prior to the election, a list of nominees recommended by the Nominating Committee. At least one committee member shall be at-large from the WDB and not serve on the Executive Committee.

At the annual meeting, the Committee will present a list of candidates for all offices. Nominations for any office may also be made at the annual meeting. Election of all officers will be held at the annual meeting of members. Officers shall be elected to hold office until the expiration of the term for which he/she is elected, and until his/her successor has been elected.

SECTION 8 Unless otherwise noted herein, membership of committees, except the executive

committee, may include non-board members to be appointed by the committee chair as may be deemed necessary and appropriate and in compliance with federal and state guidance.

ARTICLE VIII **MEETINGS**

SECTION 1 There will be a minimum of 4 meetings per year for the full Board. The second quarterly meeting (April-June) shall constitute the annual meeting of the SWW WIB and the Board will vote and elect any vacant positions for Chairperson, Vice-Chairperson, and Executive Committee Members-at-Large as well the transaction of other business. These appointments will be effective July 1 following the annual meeting.

SECTION 2 Special meetings may be called at the discretion of the Chairperson. The Chairperson shall call a meeting of the Board of Directors whenever it is requested by a minimum of four members of the Board. This meeting shall be held within ten days of the date the request is received by the Chairperson. All meetings, including special meetings are subject to the Sunshine provisions of the Workforce Innovation & Opportunity Act, including public notice.

SECTION 3 All regular committees shall meet as necessary but at least quarterly.

SECTION 4 A quorum shall be constituted for full Board meetings, Executive Committee or other committee meetings by having at least 51% of the appointed membership in attendance. Only members appointed to the WDB may vote at any WDB Board meeting and only WDB members appointed by the WDB to committees may vote at committee meetings as authorized per federal and state guidance..

SECTION 5 Every Board member shall be entitled to one vote on each matter submitted to a vote of members. A vote on a particular action or issue is only valid if the votes cast equal a majority of the total membership of the Board, including vacancies. If a quorum is present, absent members may vote by proxy. Proxy votes must be in writing, signed by the absentee member, and specifically address the exact items of business that will be voted on during that meeting as may be authorized by federal and state guidance. There is no provision for a blank proxy.

SECTION 6 At any meeting of the Board of Directors, the majority of the full Board, including vacancies, shall constitute a quorum for the transaction of any business. If the quorum is broken by the subsequent withdrawal of any members, any business transacted that requires a quorum must be held over until the next meeting.

SECTION 7 All meetings of the Board and its Committees will be in compliance with the Open Meetings Law. The time and location if all such meetings shall be posted on the SWW Workforce Development Board website at least ten days prior to

the meeting date. Minutes of open meetings of the WDB must be available within 3 weeks after final approval. Executive sessions and the actions taken as a result thereof, if any, shall follow applicable State guidelines.

SECTION 8 The Board may amend the meeting participation guidelines (including participation by alternative means such as phone or web based options), voting, quorum and proxy requirements at any time during the year to comply with any future federal and state guidance granting additional flexibility in addition to the terms above.

SECTION 9 The Board may use a consent agenda voting process at any meeting as determined appropriate by the executive committee or board chair.

SECTION 10 In the absence of other guidance provided herein, the board shall adhere to Robert's Rules of Order.

ARTICLE IX **Amendment Procedures**

SECTION 1 Bylaws may be amended or repealed by the majority vote of the full Board at the annual meeting and/or at any meeting with notice provided to amend or to repeal provisions of the by laws, provided a quorum is present except as provided in article VIII, section 8 above.

SECTION 2 The Chairperson will review recommended changes with the Executive Committee and will notify the full Board of proposed changes at least ten days prior to the regular meeting at which amendments are to be considered.

Article X **Miscellaneous Provisions**