



Bylaws of the
Area 7 Workforce Development Board

ARTICLE I – NAME

1.01 Name.

This organization shall be called the Area 7 Workforce Development Board (hereinafter “Board”).

ARTICLE II – BACKGROUND AND PURPOSE

2.01 Background.

The Workforce Innovation and Opportunity Act (WIOA) of 2014, Public Law 113-128 (hereinafter “WIOA”), authorizes the expenditure of federal funds for workforce development programs in designated local areas (WIOA §3) (hereinafter “Area 7”).

2.02 Purpose.

The Board shall assist the Area 7 consortium of chief elected officials (hereinafter “Consortium”) in fulfilling the intent of WIOA legislation by providing policy guidance and oversight over the workforce development (one-stop) system within Area 7. In Ohio, one-stops are called “OhioMeansJobs centers”.

2.03 Powers.

The Board shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the workforce development purposes for which the Board is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. Specifically, the Board has the power to:

- A. Administer and manage the affairs of the Board;
- B. Select one-stop operator(s), with the agreement of the Chief Elected Official;
- C. Select eligible youth service provider(s) and providers of adult and dislocated worker services;
- D. Negotiate and reach an agreement on local performance measures with the state;
- E. Perform all other activities authorized or required by WIOA, particularly those listed in WIOA Section 107(d), which includes providing policy guidance to and oversight of the one-stop system;
- F. Perform other workforce development duties, including coordinating workforce development efforts with economic development strategies and developing business linkages; and
- G. Hire and terminate the Executive Director.

ARTICLE III – BOARD

3.01 Board composition.

The Board shall consist of at least 19 members in order to meet the federal statutory requirements under WIOA section 107, or less only if any Board members are eligible to represent more than one category, and using the following as the minimum representation required:

- A. (10) representatives of business, from which the Board Chairperson shall be chosen; also, representation of this category must account for 51% or more of the overall board membership
- B. (4) representatives of the workforce; also, representation of this category must account for 20% or more of the overall board membership
- C. (1) representative of adult education and literacy
- D. (1) representative of economic development
- E. (1) representative of higher education
- F. (1) representative of vocational rehabilitation
- G. (1) representative of Wagner-Peyser

3.02 Eligibility for membership.

Board members are volunteers interested in workforce development, and who are committed to attending at least one-half of the Board's meetings (of which there are at least six (6) per year), and participating in at least one (1) of the Board's standing committees. Per WIOA §107(b)(2)(A), individuals nominated to serve on the Board representing business shall be executives, owners, directors, or other positions with optimum decision-making ability within their organizations. The Consortium also seeks to fill the Board with individuals of diverse geographic representation across the local area.

3.03 Terms of office.

Terms of office shall be managed on a program year (PY) basis, meaning terms begin on July 1st and end on June 30th, regardless of the actual date of the member's appointment. Board members appointed to the Board mid-PY shall be placed on the term schedule as if the appointment had occurred at the beginning of the PY.

In order to accomplish "staggered" terms for the start-up of Area 7's WIOA-compliant workforce development board, and to maintain continuity of the Board in the future, all business members will be appointed to a three (3) year term initially, while all workforce and partner program (non-business) Board members will be appointed to a two (2) year term initially.

After the initial WIOA Board is established, and upon expiration of the initial term or upon filling vacancies, all members of the Board shall be appointed, or renewed, for a term of two (2) years. There is no limit to the number of terms members may be renewed to serve on the Board, as long as the Board member under consideration for a subsequent term remains in good standing.

3.04 Resignation or removal.

Membership on the Area 7 Board shall cease in the event of a Board member's death, resignation, disqualification, failure to be reappointed, and may cease based on attendance. The right of a Board member to vote and all of the Board member's rights, titles, and interest in and to the Board shall cease upon resignation or removal.

Any Board member may resign at any time by giving written notice to the Chairperson of the Board and to the Board's Executive Director. Resignation is effective upon receipt of the notice.

As a courtesy, Board members are asked to notify the Executive Director prior to an absence. In the event that any Board member is absent more than three (3) consecutive meetings, or should a Board member fail to remain eligible to represent the membership category for which the Board member was appointed to fill, the Chairperson or Executive Director may forward a recommendation for removal of the Board member to the Chief Elected Official.

Any documented violation of conflict of interest or ethics laws or any documented proof of fraud or abuse shall result in the immediate removal of the Board member from the Board. In addition, any Board member may be removed, either with or without cause, by a decision of the Chief Elected Official.

3.05 Vacancies.

All vacancies will be referred to the Consortium so new appointments can be made. Upon the occurrence of a vacancy, the following process will be followed:

- A. The Board shall immediately notify the Chief Elected Official, through the Area 7 Executive Director, of such vacancy, noting the membership category needed.
- B. The Executive Director will assist the Consortium in soliciting nominations for new Board member candidates qualified to represent the needed membership category.
- C. Nominations to fill the vacancy, together with appropriate disclosure statements and documentation, shall be submitted to the Consortium (or Nominating Committee, if such a committee can be activated) for consideration and appointment.

3.06 Compensation.

Board members serve without compensation; however, Board members may be reimbursed for reasonable expenses incurred during the course of Board activities, subject to the budget of the Board. Board members who utilize their privately-owned vehicle for travel to and from meetings of the Board or the Board's committees may be reimbursed for mileage using the IRS standard mileage rate by submitting a request for reimbursement to Board staff.

ARTICLE IV – OFFICERS

4.01 Officers.

The presiding officers of the Board shall be called Chairperson and Vice Chairperson. Both officers shall be selected from Board members representing the private sector.

4.02 Nominations and elections.

The officers of the Board shall be nominated and elected by the Board from the private sector membership.

4.03 Terms of office.

Officers of the Board shall serve a term of two (2) years. In no instance shall a Chairperson serve more than two (2) consecutive terms as Chairperson.

4.04 Functions and responsibilities of officers.

The functions and responsibilities of the Chairperson shall be as follows:

- A. The official representative and spokesperson of the Board
- B. Preside at all meetings of the Board and the Executive Committee of the Board
- C. Coordinate with the Area 7 Executive Director to establish the agenda for meetings of the Board
- D. Call special meetings of the Executive Committee, as necessary, for items needing action between regular meetings of the Board
- E. Sign on behalf of the Board on necessary documents
- F. Authorize appointments to any necessary ad hoc committees of the Board
- G. Perform other responsibilities, as determined by the Board

The functions and responsibilities of the Vice Chairperson shall be as follows:

- A. Assume all responsibilities of the Chairperson in his/her absence
- B. Serve on the Executive Committee
- C. Perform other responsibilities, as directed by the Chairperson

ARTICLE V – MEETINGS

5.01 Meeting days.

There will be regular meetings of the Board on the first Wednesday of even-numbered months (February, April, June, August, October, and December). At regular meetings, members meet to conduct business, hear reports of the Executive Director and Chief Financial Officer, and hear reports of the Board's committees.

Members will be notified of meetings via email and provided the agenda for meetings at least two (2) weeks in advance of the meeting.

5.02 Quorum.

At each meeting of the Board, the presence of at least twenty-five percent (25%) of the Board's membership constitutes a quorum for the transaction of business. Any vacancies that exist at the time of the meeting do not count towards the calculation of the quorum.

5.03 Voting.

Each member of the Board is entitled to one (1) vote, and any act of a majority of the members present and voting at a Board meeting constitutes an act of the Board, except as provided by Article VIII – Conflict of Interest. Proxy voting is not allowed.

5.04 Special meetings.

When emergencies arise, special meetings may be called by Officers of the Board or the Executive Director. Board members will be notified of special meetings via phone call or email as early as possible prior to the date of the special meeting.

5.05 Cancellation of meetings.

There may be times when meetings need to be cancelled due to inclement weather, emergencies, or other unforeseen circumstances. Cancellation notices may be made by phone call or email by Officers of the Board or the Executive Director.

ARTICLE VI – COMMITTEES

6.01 Standing committees.

There shall be four (4) standing committees, which act as subparts of the Board. Under no circumstance shall there be fewer than five (5) members serving each committee.

Each Board member shall serve on at least one (1) committee. While Board members may generally choose which committee to serve on, there are some Board membership categories which would best be represented in a certain committee, as specified in Article VII.7.03. There are no terms for committee appointments separate from Board terms.

A. Executive Committee

The purpose of the Executive Committee is to serve as a decision-making authority on Board matters needing action prior to the next regular meeting of the Board. This committee is the only standing committee not open to all Board members, as the intent is for this committee to remain small and nimble in order to respond to urgent matters in a timely manner. In no circumstance should the Executive Committee exceed eight (8) members. The Executive Director shall serve as staff to the Executive Committee. Its membership is comprised of the following Officers and members of the Board:

- Board Chairperson
- Board Vice Chairperson
- Chairpersons of the other three (3) standing committees
- Any other Board member appointed by the Board Chairperson to serve in an executive leadership role

B. Finance Committee

The Finance Committee shall review reports of the Fiscal Agent and make recommendations to the Board on matters relating to the financial aspects of Board business. The Chief Financial Officer shall serve as staff to the Executive Committee.

C. Policy Committee

The purpose of the Policy Committee is to establish written policies and procedures as both a compliance measure and also to provide the framework inside which Area 7's sub-grantees, OhioMeansJobs center operators, and providers plan, organize, and conduct workforce development programs in their communities. The Policy Committee may also take on the role of coordinating special projects for the area and Board, or other functions as necessary. The Policy Director shall serve as staff to the Policy Committee.

D. Youth Committee

The purpose of the Youth Committee is to oversee the provision of WIOA Youth programming across Area 7, including procurement of the area's WIOA Youth providers and service delivery of all WIOA Youth program elements to eligible and suitable participants. The Operations Director shall serve as staff to the Youth Committee.

6.02 Ad hoc committees.

The Chairperson of the Board may appoint or authorize the appointment of ad hoc committees, as may be deemed necessary or appropriate to carry out the purpose of the Board. All reports and actions taken by ad hoc committees must be approved by the Board prior to implementation of the report or action.

6.03 Committee composition.

The Chairperson of the Board appoints and removes members of committees by authority of the Board. Non-Board members may be appointed to any of the Board's committees, with the exception of the Executive Committee. Consideration of a Board member's category of representation on the Board and/or consideration of a non-Board member's occupation, shall be given by the Chairperson when assigning individuals to the committees. For instance, a non-Board committee member working as a juvenile justice professional may best serve the area as a member of the Youth Committee.

6.04 Appointment of committee chairpersons.

The chairpersons of the Board's committees are appointed from members of the Board by the Chairperson of the Board.

6.05 Meetings.

The committee chairpersons will determine regular meeting schedules for their committees, in consultation with the Board Chairperson or Executive Director. Action items shall be provided to the Board ten (10) days in advance of the Board meeting in which they are to be addressed, unless otherwise approved by the Board Chairperson.

ARTICLE XII – STAFF, OFFICE, AND BUDGET

7.01 Staff.

The Board shall hire an Executive Director, who will hire administrative staff to the board. The Executive Director shall establish the staff positions for the Board, designate such positions, employ, and fix the compensation of those positions, as it may deem appropriate and subject to the budget of the Board. The Executive Director may employ individuals to fill those staff positions in accordance with the established personnel procedures of the entity housing and serving as employer-of-record of the staff to the Board.

7.02 Operating budget.

The Executive Director shall annually adopt an operational budget that shall provide for the necessary staff, office, and material support for grant administration and program support.

ARTICLE XIII – CONFLICTS OF INTEREST

8.01 Conflicts of interest.

Members of the Board and staff to the Board must adhere to all Ohio laws, specifically Ohio Ethics Laws found at Ohio Revised Code 102, et al. Any member of the Board and all committee members must neither make a motion, second a motion, cast a vote on, nor participate in, any decision-making capacity on the provision of services by such member

(or any organization which the member directly represents), nor on any matter which would provide any direct financial benefit to that member, a member of his/her immediate family, or the organization he/she may represent.

8.02 Abstaining from a vote.

Whenever a matter to be voted upon by a Board member or committee member would involve, or could be perceived to involve, him/her in a conflict of interest, he/she shall declare the conflict of interest to the Board Chairperson or committee Chairperson prior to the next meeting or to the entire Board or committee during the meeting. Following such announcement, the Board or committee member shall abstain from both decision-making and voting on such matters. When a member abstains from voting due to a conflict of interest, real, perceived, or potential, the minutes shall reflect both the abstention and the reason for the abstention.

8.03 Conflicts of interest disclosure.

Each Board and committee member will be required to submit a Conflict of Interest disclosure upon appointment to the Board or a committee, as well as in July of each year.

ARTICLE IX – OPERATIONAL PROCEDURES

9.01 Rules of order.

The Board shall function pursuant to the provisions of Ohio law, where applicable, except where Ohio law may be superseded by federal law.

9.02 Sunshine provision.

The local area and the Board are public entities created and existing under WIOA and Ohio law, and the Board shall, therefore, operate as a public body. All meetings of the Board at which Board business is conducted are in public, adequate notice to the public shall be given of such meetings, information regarding activities of the Board shall be made available to the public, and meetings shall be compliant with Ohio Sunshine Law. All records and data utilized by the members in the conduct of Board business will, upon request, be made available to the public at cost.

The Chairperson has discretion to determine if and which non-Board members present may participate in public meetings of the Board.

9.03 Amending the bylaws.

The bylaws may be amended at any time by resolution of the Board.