

Bylaws of the Workforce Development Board of Mahoning and Columbiana Counties

Article I – Name

This Board is called the Workforce **Development** Board of Mahoning and Columbiana Counties, hereinafter the “Board”.

Article II – Mission Statement

The Board’s mission is to address the employment and training needs of the individuals and employers of Columbiana and Mahoning Counties through coordination of the workforce development system including advice and direction to **the program operator**.

Article III – Board Membership and Authority

Section 1. Workforce **Development** Board Composition – The Board will consist of the following representatives appointed by a majority vote of the Mahoning and Columbiana County Boards of County Commissioners (**Chief Local Elected Officials**) and shall include:

- A. **Representatives of Business - The majority (51%) of members on the Board must be representatives of business in the local area. At minimum, two members must represent small business as defined by the U.S. Small Business Administration. Business representatives must be owners of businesses, chief executives or operating officers of businesses or other business executives or employees with optimum policy making or hiring authority; represent businesses with employment opportunities in in-demand sectors or occupations; and are appointed from among individuals nominated by local business organizations and business trade associations.**
- B. **Representatives of Workforce – Not less than 20 percent of the members must be workforce representatives. These representatives must include two or more representatives of labor organizations and must include one or more representatives of a joint labor-management, or union affiliated registered apprenticeship program. Other workforce representatives may include one or more representatives of community-based organizations that have demonstrated experience and expertise in addressing employment, training and education needs of individuals with barriers to employment, including organizations that serve veterans and individuals with disabilities; and may include one or more representatives that have demonstrated experience and expertise in addressing the employment, training, and education needs of eligible youth.**
- C. **Representatives of Education and Training – Board membership must include at least one eligible provider administering adult education and literacy activities under WIOA Title II, and at least one representative from an institution of higher education providing workforce investment activities, including community colleges.**

- D. At least one representative from each of the following governmental and economic and community development entities: economic and community development entities, the State Employment Service Office under the Wagner-Peyser Act, and the programs carried out under Title I of the Rehabilitation Act of 1973.**
- E. The Chief Local Elected Officials may appoint other appropriate entities, including: entities administering education and training activities who represent local educational agencies or community-based organizations with demonstrated expertise in addressing the education or training needs for individuals with barriers to employment; governmental and economic and community development entities who represent transportation, housing, and public assistance programs; philanthropic organizations serving the local area; and other appropriate individuals as determined by the Chief Local Elected Officials.**

Section 2. Terms of Office – All members of the Board shall serve indefinite terms at the pleasure of the Chief Elected Officials in the local area.

Section 3. Recruitment and Nominations – The WDB Director is responsible for maintaining the required composition of the Board. The WDB Director shall solicit and consider nominations for membership in accordance with representation as needed.

- A. All business nominees shall submit a letter of interest and company information for review by the WDB Director. If appropriate, the information will then be forwarded to the local chamber of commerce for a nomination letter. The WDB Director will present the nomination letter to the Chief Local Elected Officials for formal appointment to the Board.**
- B. Any other qualified community representatives may nominate him/herself for appointment to the Board. If appropriate, the WDB Director will present the nomination letter to the Chief Local Elected Officials for formal appointment to the Board.**

Section 4. Board Member Resignation – Any member may resign at any time by giving written notice to the WDB Director. When a vacancy occurs, the WDB Director will notify the Chief Local Elected Officials and begin the recruitment and nomination process to ensure required membership composition is maintained.

Section 5. Compensation – Members serve without compensation. However, members may be reimbursed for reasonable expenses incurred during the course of Board activities approved by the Board Chairperson.

Section 6. Attendance and Participation – In addition to attending the Board meetings, all members shall participate directly or through a designee as an active member on one of the Board’s committees.

Section 7. Powers – The Board has the power to:

- A. Administer and manage the affairs of the Board
- B. Perform all other activities authorized by the **Workforce Innovation and Opportunity Act of 2014**
- C. Perform such other, workforce development duties

Article IV - Meetings

Section 1. Regular Meetings – The Board shall hold regular meetings quarterly on the third (3rd) Tuesday of the month.

Section 2. Special Meetings – Special meetings of the Board may be called at any time by the Chairperson of the Board or scheduled upon written request of no less than twenty (20%) percent of the Board’s membership at the time the request is made. Attendance at any meeting without prior objection to the lack of notice or objection with respect to notice at the commencement of such meeting shall constitute a waiver by that individual of notice of such meeting.

Section 3. Telephone Meetings – Meetings of the Board or its committees may be held through any communication equipment if all persons participating can hear each other. Participation in a meeting pursuant to this provision shall constitute presence at such meeting.

Section 4. Notice of Meetings – Notice of time, place, and purpose of any regular meeting of the Board shall be served upon each member of the Board by written notice to member’s last known address, not less than fourteen (14) calendar days before each meeting. Members are required to provide the secretary with their current address. Notice may be delivered either by personal delivery, mail, telegram, cablegram, fax or e-mail.

Section 5. Quorum – At each meeting of the Board, one-third of the total members constitute a quorum for the transaction of business. Less than a quorum of the Board may recess a meeting from time to time without further notice until a quorum is present.

Section 6. Vote – Upon the establishment of a quorum each member of the Board is entitled to one vote, and any act of a majority of the members present and voting at a Board meeting constitutes an act of the Board.

Section 7. Alternates/Proxies – Members may designate alternates/proxies when a member is unable to attend a meeting. Alternates/proxies will be counted as part of the quorum, will maintain the same voting rights as the member, and must follow the Board conflict of interest policy.

Section 8. Public Nature of Meetings – All meetings of the Board at which Board business is conducted are in public, and adequate notice to the public shall be given of such meetings. The

Chairperson has discretion to determine if and which non-Board members present may participate in public meetings of the Board. All records and data utilized by the members in the conduct of business of the Board will, upon request, be made available to the public at cost.

Article V – Offices

Section 1. Officers – The officers of the Board are the Chairperson, Vice-Chairperson and the Secretary. Officers are selected from Board membership by majority vote of those present at the meeting during which the election is held. In the event of a tie, the candidate with greater seniority on the board will be deemed elected to the position. If the duration of seniority is equal, the three (3) current office holders will determine the outcome through secret ballot.

Section 2. Selection and Terms of Office – The Chairperson, Vice-Chairperson and the Secretary are selected by the Board for two-year terms.

Section 3. Chairperson of the Board – The Chairperson of the Board presides at meetings of the Board and appoints the Committee Chairperson to all committees. The Chairperson of the Board also performs such other duties as may be assigned from time to time by the Board. The Chairperson of the Board will be a private section business representative.

Section 4. Vice-Chairperson of the Board – In the absence of the Chairperson, or in the event of an inability to act, or if that office is temporarily vacant, the Vice-Chairperson exercises all the powers and performs all the duties of the Chairperson. In the event of a resignation by the Chairperson, the Vice-Chairperson will assume the position of the Chairperson. The Vice-Chairperson has such additional powers and performs such other duties as may be assigned from time to time by the Board. The Vice-Chairperson will be a private sector business representative.

Section 5. Secretary of the Board – The secretary shall keep a correct accounting of the proceedings of all meetings of the Board. The Secretary also performs such duties as may be assigned from time to time by the Board.

Section 6. Vacancy in Office – In the event a permanent vacancy occurs during the term of the Vice-Chairperson or Secretary, an election will be held as per Section 1 above to fill the unexpired term of office.

Article VI – The Executive Committee

Section 1. Powers – The Executive Committee is responsible for coordinating and overseeing the activities of the Board and its committees, to ensure the satisfactory performance of functions stipulated by the Chief Elected Officials in the local area, these bylaws, and all pertinent statutes and regulations. The Executive Committee will also monitor and guide the administrative management of the Board. The Executive Committee is accountable to the Chief Elected Officials in the local area and will regularly report to the Chief Elected Officials in the local area on all matters pertaining to the Board, a purpose for which the committee's minutes will routinely suffice.

In the intervals between Board meetings, the Executive Committee may exercise such powers as are provided by resolution of the Board, and act on behalf of the Board between regularly scheduled Board meetings when circumstances require.

Section 2. Membership – The Executive Committee is composed of Board members, and is constituted as follows:

- A. The Chairperson of the Board, who is also a Business representative;
- B. The Vice-Chairperson of the Board, who is also a Business representative;
- C. The Secretary of the Board;
- D. The Chairperson of each standing committee that is authorized in Article VII, Section 1;

Section 3. Officers of the Executive Committee – The Chairperson of the Board will serve as Chairperson of the Executive Committee.

Section 4. Meetings – The Executive Committee may hold meetings at such place or places and at such times as it determines from time to time. Special meetings of the Executive Committee may be called by the Chief Elected Officials in the local area, the Chairperson of the Executive Committee or by any three or more members of the Executive Committee.

Section 5. Vote – Each member of the Executive Committee is entitled to one vote, and any act of a majority of the members present and voting at a committee meeting constitutes an act of the committee.

Section 6. Terms of Office – All members of the Executive Committee serve indefinite terms, at the pleasure of the Chief Elected Officials in the local area.

Article VII – Other Committees

Section 1. Standing Committees – Standing committees are established on a permanent basis. All reports and actions taken by standing committees must be approved by the Board prior to implementation. The Board’s standing committees are:

- A. Youth **Committee**
- B. One-Stop Committee
- C. Planning and Monitoring Committee
- D. By-Laws Committee
- E. Individuals with Disabilities Committee**
- F. Any other committees, as recommended by a voting majority of the Board.

Section 2. Ad Hoc Committees – The Chairperson of the Board may appoint or authorize the appointment of such other 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.

Section 3. Committee Composition – The Chairperson of the Board appoints and removes members of committees. Non-Board members may be appointed to any of the committees authorized in Article VI.

Section 4. Appointment of Committee Chairpersons – The Chairpersons of standing committees and ad hoc committees are appointed from members of the Board by the Chairperson of the Board for one-year terms, and may be reappointed.

Section 5. Meetings – The Committee Chairperson will determine regular meeting schedules for their committees, in consultation with the Board Chairperson. All action items must be provided ten (10) days in advance of the Board meeting in which they are to be addressed, unless otherwise approved by the Chairperson. Notice for meetings of the committees must be given in writing ten (10) days in advance, with an agenda for the committee meeting included in such notice. Notice may be delivered either by personal delivery, mail, telegram, cablegram, fax or email. Attendance at any meeting without prior objection to the lack of notice or objection with respect to notice at the commencement of such meeting shall constitute a waiver by that individual of notice of such meeting.

Section 6. Quorum – At each meeting of a standing or ad hoc committee, one-third members present constitutes a quorum for the transaction of business. Less than a quorum may recess a committee meeting from time to time without further notice until a quorum is present.

Section 7. Action by Written Consent – Any action which may be authorized or taken at a meeting of standing or ad hoc committees may be taken or authorized without a meeting by a writing or writings signed by all of the members of such committee who would be entitled to a notice of a meeting of such committee held for the purpose of such action. Such writing or writings are to be maintained with the official records of the Board.

Article VIII – Conflicts of Interest

Section 1. Conflicts of Interest – A non-governmental member of the Board must neither cast a vote on, nor participate in any decision-making process or in any other 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's immediate family, or the organization they may represent. When a member abstains from voting due to a conflict of interest, the minutes shall both reflect the abstention and the reason for the abstention as being due to a conflict of interest or potential conflict of interest.

Both governmental and non-governmental members of the Board must adhere to all Ohio Ethics Laws O.R.C.102, et al.

Section 2. Abstaining From a Vote – Whenever a matter to be voted upon by a Board member or committee member would involve the member in a conflict of interest, the member 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 matter.

Section 3. Raising Questions of Conflict of Interest – Whenever a Board member or committee member has cause to believe that a matter to be voted upon would involve any other Board

member or committee member in a conflict of interest, the member may raise such question with the Board Chairperson or Committee Chairperson prior to the next meeting, or with the entire Board or committee during the meeting. The question so raised shall be decided by a majority vote of the Board or committee members present, excluding any Board or committee member present who has been disqualified from discussion or voting on the issue because of the member's own conflict of interest. If a conflict of interest is found to exist, the Board member or committee member shall abstain from both decision-making and voting on such matter.

Article IX – Representation

Section 1. Legal Representation – Any Board member who is made a party to a civil or criminal action by reason of the fact that the member was a member of the Board at the time the legal action arose shall be entitled, upon written request and at the cost to the Board, to legal representation; provided however that it is first determined that the member reasonably believed the member's actions were in the interest of the Board and that the member had no reasonable cause to believe otherwise.

Section 2. Insurance – the Board may, to the full extent then permitted by law, purchase and maintain insurance on behalf of any person who is or was a Board member, employee or agent of the Board or who is or was serving at the request of the Board against any liability asserted against him and incurred by him in such capacity or arising out of his status as such, whether or not the Board would have the power to indemnify him against such liability.

Article X – Ohio Law

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

Article XI – Amendments

These bylaws may be amended or repealed at any meeting of the Board by the affirmative vote of no less than seventy (70%) percent of the members of the Board present and voting at such meeting where a quorum is present, providing that the proposed changes first have been submitted to the Board members for their review not less than ten (10) working days prior to such meeting.

Article XII – Rules of Order

All proceedings of the Board and its committees are governed by Robert's Rules of Order (Newly Revised).

**CONFLICT OF INTEREST POLICY
WORKFORCE DEVELOPMENT BOARD**

When an appointed member of the Workforce **Development** Board has a personal or private interest in a proposal or decision pending the Board, the member must publicly disclose the fact to the Board in an open meeting. A member should avoid even the appearance of a conflict of interest.

Specifically, the member may not:

1. Vote or participate in discussion on a matter under consideration by the Workforce **Development** Board
 - a. Regarding the provision or services by such member (or the entity that such member represents); or
 - b. That would provide direct financial benefit to such member or the immediate family of such member; or
2. Engage in any other activity determined to constitute a conflict of interest as specified in Local Plan.
3. Use or attempt to use the appointment to secure benefits, privileges, exemption or advantages for the member, member's of immediate family, or an organization with which the member is associated which are different from those available to a member of their business classification, profession, or organization.

If a member has publicly disclosed a potential conflict of interest and it is not possible to assign the matter to another member who does not have a similar conflict, interested parties shall be notified of the conflict, the matter shall be documented in the minutes, and the member may continue with the assignment.

Resolution of Conflict of Interest: If a member of the Board reasonably suspects that another member or members of the Board did not publicly disclose a potential conflict, the member shall take the following actions for the purpose of removing doubt concerning a potential conflict of interest:

1. Prepare a written statement describing the matter, action or decision on which a conflict is perceived to exist, outline the facts which give rise to the member's belief, and the reason or reasons thereof;
2. Submit the statement to the Board Chairperson

The Board Chairperson will request staff assistance in determining if the issue can be reasonably resolved between parties or whether the conflict statement should be submitted to the Chief Local Elected Official of the Workforce Area for an opinion and resolution. If the Chief Local Elected Official determines that a conflict of interest exists, the matter shall be assigned to another member who does not have a conflict of interest. If it is not possible to assign the matter to a member who does not have a similar conflict of interest, interested parties shall be notified of the conflict, the conflict shall be documented in the minutes, and the member may proceed with the assignment.

Name

Date