

# WORKFORCE DEVELOPMENT BOARD OF SULLIVAN, INC. BYLAWS

## **Article I: Name and Authority**

**Section 1: Name:** The Workforce Development Board of Sullivan Inc., hereinafter referred to as the Board, is a 501 (c) 3 not-for-profit corporation created to carry out, administer and/or oversee workforce related programs as determined by the Board of Directors.

**Section 2: Authority:** The Board of Directors is governed by the bylaws as established as a not-for-profit corporation under 501(c) 3. The Board is also the mandatory Sullivan County Workforce Development Board pursuant to Section 107 of the Workforce Innovation and Opportunity Act, hereinafter referred to as WIOA, with duties and responsibilities as outlined in the Chief Elected Official Agreement.

**Section 3: Location:** The official location of the Corporation will be 100 North Street, Monticello New York 12701.

## **Article II: Purpose and Function**

The purpose and function of the Board shall be to promote a partnership with local, regional and state workforce, education, and economic development partners to improve the economic wellbeing of residents and the business community. This is accomplished by providing a quality workforce for business that is skilled and self-sufficient.

The responsibilities of the Board include but are not limited to:

- Providing policy guidance and exercise oversight of activities under WIOA for the Local Workforce Development Area (LWDA) in partnership with the county government, partner agencies and the business community.
- Working to increase the involvement of the business community and economic development partners in the workforce development system.
- Convening, brokering and leveraging local workforce development stakeholders.
- Working to increase the private sector employment opportunities for residents.
- Creating a system that offers universal access and customer choice for all job seekers and employers.
- Fostering cooperation and coordination between the Board and other groups or organizations with similar employment and training goals.
- Preparing and submitting such reports and /or plans that maybe required by New York State Department of Labor (NYSDOL), United States Department of Labor (USDOL) and other funding entities.

- Provide workforce research and local/regional labor market analysis.
- Development of an annual budget for the activities of the Board, consistent with the local plan and the functions of the Board, subject to the approval of the Chairperson of the Legislature, hereinafter referred to as the Chief Local Elected Official (CLEO).
- Negotiation of local performance measures.
- Leading efforts in the local area 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, especially those with barriers to employment,
- Designation, with agreement of the CLEO, of the One Stop System Operator, youth providers and identification of eligible training providers.
- An annual assessment of the physical and programmatic accessibility in accordance with WIOA Section 188 and the Americans with Disabilities Act of 1990 of the local One Stop Center, hereinafter referred to as the Sullivan County Career Center, or the “Career Center”.
- Certification of the local Career Center.

The Board, in agreement with the CLEO, may determine the best and most appropriate ways of handling administrative and fiscal responsibilities.

The Board shall consider and, if advisable, apply for grants and/or implement other programs that may enhance its overall goal of increasing employment and employment opportunities within its service delivery area. In doing so, the Board may enter strategic partnerships with other agencies and entities to achieve such goals in an effective manner.

### **Article III: Membership and Composition**

**Section 1: Membership and Composition:** Membership and composition of the Board of Directors shall be composed of a maximum of 31 voting members, to be appointed by the CLEO.

- Election of a Chairperson who must be a business representative;
- A majority of members must be business representatives;
- 20% of members must be workforce representatives (which must include two organized labor representatives and one apprenticeship representative; and may include representatives from Community Based Organizations (CBOs) and organizations with experience serving youth);
- One Title III Wagner-Peyser representative;
- One Title II Adult Education and Literacy representative;
- One Higher Education representative;
- One Economic and Community Development representative; and
- One Title IV Vocational Rehabilitation representative.

**Section 2: Nomination and Appointment to the Board:** The nomination and appointment of Board members will follow the processes mandated by WIOA and New York State policy. For business sector seats, nominations shall be solicited from local business organizations and trade associations (e.g., chambers of commerce) in Sullivan County. For workforce (labor) seats, nominations shall be obtained from local labor federations. The Executive or Nominating Committee will review nominations for compliance with membership criteria. The Board Chair, or their designee, shall forward recommended nominees to the CLEO. The CLEO makes the final appointments and shall issue written letters to appointed members.

**Section 3: Representation of Membership:** A simple majority of the appointed members shall be representatives of local business. The remaining membership shall be appointed from the public, not-for-profit or community sectors as required in WIOA.

Business members shall be owners of business concerns, chief executives or chief operating officers of non-governmental employers or other private sector executives who have substantial management or policy responsibility or their designee. All private sector members must reside in or have their principal place of business in Sullivan County.

**Section 4: Decrease/Increase of Membership:** The composition of the members may be changed in the same manner as an amendment to the bylaws. Any change in membership must meet the requirements of the WIOA legislation .

**Section 5: Term of Membership (Tenure):** Members are to be appointed by the CLEO. Membership and appointments shall follow the requirements of the WIOA Section 107 (b) (2).

The "term" shall be a period of three years. The Board is appointed on a "staggered term" basis. A member shall hold office until his or her successor has been appointed and qualified. If a Board member resigns, his or her successor shall be appointed to fill the unexpired period of the term.

Upon expiration of a member's term, that member, at the discretion of the CLEO, may be reappointed by the CLEO to another designated term. The Board shall maintain an updated list of current Board members and the expiration dates of their terms for the use of the appointing official.

**Section 6: Resignation of Member:** Resignation by a member from the Board shall be in writing to the appointing CLEO and a copy shall be sent to the Board Chairperson(or designee). Should a Board member state orally his or her resignation, but fails to provide a written resignation, a certified letter shall be sent by the Board Chairperson confirming the resignation to take effect ten days following the delivery of the confirming letter and the CLEO will be notified.

**Section 7: Filling Membership Vacancy:** The vacancy created by a member resignation shall be filled by the appointing CLEO in consultation with the Board Chairperson. All appointments to fill a membership vacancy shall abide and maintain the business majority and comply with designation requirements of the WIOA.

**Section 8: Removal of a Member:** The CLEO may remove any member of the Board of Directors for just cause. Just cause may include absence from three consecutive meetings, violation of conflict of interest requirements or any other good reason. A member may also be removed if the organization the member represents ceases to exist, the member is no longer with the organization or the organization withdraws that representative name from membership.

**Section 9: Compensation for the Board of Directors:** Members shall serve without compensation provided; however, nothing in this section shall prohibit reimbursement of a member for reasonable expenses incurred during the course of Board activities as approved by the Board and subject to the availability of funds in the Board budget. Requests for reimbursement of expenses shall be approved in accordance with the fiscal policies adopted by the Board of Directors, and shall be subject to the availability of funds and limitations imposed by granting authorities.

#### **Article IV: Board Committees**

The following Committees shall be established by the Board:

- Executive Committee
- Nominating Committee
- Ad Hoc Committees

**Section 1: Executive Committee and Officer Positions:** The Executive Committee shall be made up of the following officers of the Board: one Chairperson, one Vice-Chairperson, one Secretary, one Treasurer, the immediate past Chairperson and, in the absence of an Immediate Past Chairperson, one Member-at-Large shall be appointed.

**Qualifications, Election, Duties and Term of Officers:** Board Officers shall be representatives of the private sector and shall be elected by the majority of the membership. Officer terms shall be for two years commencing on January 1 and completing on December 31. Officers shall be elected by a majority vote of the members present at the last meeting of the year.

Duties of the Chairperson: The Chairperson shall:

- preside at all meetings of the Boards;
- establish agendas for each regular Board meeting;
- sign, on behalf of the Board, all necessary legal documents;
- appoint Ad Hoc committee(s), as determined necessary;
- be the official representative of the Board, as required;
- may call special meetings of the Board;
- call special meetings of the Executive Committee when a

quorum of the full Board cannot be met, as described in Article V, and

- other responsibilities as determined by the Board.

Duties of the Vice-Chairperson: The Vice-Chairperson shall:

- assume all responsibilities of the chairperson, noted herein, in his/her absence.
- perform other functions as necessary and required by the Chairperson.
- succeed the Chairperson for the remainder of the term should the office of the Chairperson be vacated.

Duties of the Secretary: The Secretary shall:

- assume all responsibilities of the Vice Chairperson, noted herein, in his/her absence;
- perform other functions as necessary and required by the Chairperson.

Duties of the Treasurer: The Treasurer shall:

- provide oversight in the control, receipt, and custody of all assets of the Board;
- monitor the disbursements as authorized by the Executive Committee;
- work in coordination with the Fiscal Agent to ensure compliance with WIOA regulations.
- assist in any budget preparation functions as assigned by the Chairperson.

The purpose of the Executive Committee is to ensure that the vision and goals set by the Board are met. The Executive Committee will regularly review and act as appropriate with regard to the WIOA, and assume other responsibilities as designated by the full Board.

In the event the Chairperson must call a special meeting of the full Board, the Board will be polled and if a quorum of the Board cannot be assembled in a timely manner, the Chairperson will then call upon the Executive Committee to meet and act on items needing immediate attention. Any action taken by the Executive Committee will then be brought to the full Board for ratification at the next regularly scheduled meeting.

Executive Committee Vacancies: A vacancy occurring on the Board's Executive Committee for any reason shall be filled by a simple majority vote of the full membership. The convening of the Board for the purposes of filling a vacancy shall occur at the next regular meeting of the full Board. 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.

**Removal of Officers:** Any or all of the Officers may be removed with or without cause by a two-thirds majority vote of the full Board.

**Resignation from the Executive Committee:** 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 or Secretary. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty to an Officer.

**Quorum of Officers.** A simple majority of the Executive Committee shall constitute a quorum. The Executive Committee shall have the authority to approve recommendations in the form of proposed resolutions that will go to the full Board for ratification. The Executive Committee meeting will be open to all members of the Board.

**Special Meetings of the Executive Committee:** Special meetings of the Executive Committee may be held upon notice to the Officers of the Executive Committee. Notice of a special meeting shall be given to the Members of the Executive Committee and all Board members not less than 48 hours prior to the time of the special meeting. Notice to all Members of the Executive Committee of a special meeting may be given either orally or in writing, but in either case, notice must be communicated specifically to the Officers.

**Section 2: Nominating Committee.** The Board Chairperson shall appoint a Nominating Committee consisting of three (3) Board members (ideally representing both the public and private sectors) at the third quarter meeting of the full Board.

The Nominating Committee's purpose is to identify, vet, and recommend a slate of candidates for the officer positions at the fourth and final full Board meeting.

- At least 10 days prior to the election meeting, the Nominating Committee shall email to all Board members a list of nominees for each officer position.
- Additional nominations may be made from the floor at the election meeting.
- Elections are based on a simple majority of the Board members present.  
The Nominating Committee should consider members' leadership, engagement, and sector when developing recommendations.

**Section 3: Ad Hoc Committees:** Ad Hoc Committees or task forces may be formed at the request and direction of the Chairperson to address specific short-term objectives or special projects. All committees operate at the direction of the Board and report their recommendations back to the full Board.

## **Article V: Staff to the Board**

The Board of Director may hire an Executive Director. In accordance with WIOA Sections 101(h) (3) and 107 (f) (3), the Executive Director and any staff they may hire are subject to the limitations on the payment of salary and bonuses described in the Section 194(15).

## **Article VI: Meetings**

**Section 1: Regular Workforce Development Board Meetings:** The Board of Directors shall meet 4 times per year. The meetings will be held the second Tuesdays in February, May, September and December. The first meeting of the year meeting shall be the annual meeting. The Executive Committee will meet at least one week prior to the full Board meetings.

**Section 2: Special Meetings:** The Chairperson is allowed to call a special meeting any time at his/her discretion. The Chairperson shall call a meeting of the Board whenever it is requested by a minimum of six members of the Board. This meeting shall be held within ten days of the date the request is received by the Chairperson. Special meetings are subject to the Sunshine provisions of the WIOA, including public notice.

**Section 3: Notice of Meetings:** In accordance with public notice provisions of the WIOA, written notice of regular meetings, stating the date, place and time shall be given personally, or by email, or by first class mail not less than seven days before the date of the meeting. In addition, a public notice will be placed in the following newspapers not less than seven days before the date of the meeting; the Sullivan County Democrat and the River Reporter. Copies of materials and resolutions scheduled to be discussed and acted on at a meeting will be provided before or at the meeting.

**Section 4: Quorum of Members:** 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 5: Voting by Members:** Every member of record 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. Proxy votes are not permitted. In the event that a member cannot attend a meeting they cannot designate an alternate person to represent him/her to act (including voting) on official business of the meeting.

**Section 6: Technology.** The Workforce Development Board meeting schedule is posted on the County of Sullivan website, in accordance with the open meeting law. Meeting agendas, related materials and minutes of previous meetings are also posted on the County of Sullivan website.

<https://www.sullivanny.gov/Departments/Workforcedevelopment/WorkforceDevelopmentBoard>

## **Article VII: Conflict of Interest**

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 to the entity the member represents.

- Immediate Family: any person related 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: A person owns 10% or more of the voting stock, owns 10% or more or owns \$5,000 or more, of the fair market value of a business; or funds received by 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.

Neither membership on the Board nor being an officer, employee, or authorized agent of the Board nor the receipt of WIOA funds to provide training and related services, by itself, violates these conflict of interest provisions.

Prospective Board members are required to provide to the Board Chairperson a written declaration of all substantial business interest 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.

Prior to discussion, vote or decision on any matter before the 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 pecuniarily 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.

### Violations of the Conflict of Interest Policy

1. If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interests, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after a hearing the response of the member and making such further

investigations as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest it shall take appropriate disciplinary and corrective action, including removal from the Board.

## **Article VIII: Miscellaneous Provisions**

**Section 1: Fiscal Year:** The fiscal year of the corporation shall begin on the first day of July of each calendar year and terminate on the last day of June in the succeeding year. It is understood that program years may or may not coincide with the fiscal year, depending upon the funding streams and organizations involved.

**Section 2: Liability and Indemnification:** No Officer, Director, or Member of the Corporation shall be personally liable to any person or party dealing with the Corporation for any amount arising out of any claim, charge, service, obligation, or otherwise against the Corporation. Further, no Officer, Director or Member of the Corporation shall be liable for any of his/her acts or actions or omissions either to the Corporation or to anyone else in the absence of bad faith or fraud; and such Officer, Director or Member shall be entitled to reimbursement for any and all expenses incurred by him/her in defense if any action as provided by the laws of the State of New York. The Corporation shall provide insurance protection against suits for all Officers, Director, and Members of the Corporation.

**Section 3: Records Maintenance and Accessibility:** In accordance with WIOA Section 107(c)(13)(e), the Board will make available to the public, on a regular basis, 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 awards of grants or contracts to eligible providers of youth workforce development activities, and on request, minutes of formal meetings of the Local Board. These records are kept on file at the Center for Workforce Development Administrative Office in electronic and paper form, at a minimum, for a period of time required by state, federal and funding agency regulations and requirements.

**Section 4: Amendment or Repeal of Bylaws:** Amendments to or repeal of the bylaws shall become effective by the majority vote of the Board.

**Section 5: Dissolution of the Board:** In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this organization was formed.

**Signatories**

The Workforce Development Board of Sullivan Inc. on (DATE), with quorum present and by way of vote agreed to adopt the bylaws expressed herein.

The effective date of these bylaws shall be (DATE).

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Jacob Lerner, WDB Chairperson

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Date