



**Bylaws of the Area 14
Workforce Development Board
Effective July 1, 2011**
Revised: October 5, 2011
Revised: August 4, 2016
Revised: May 15, 2019

Article I - Name

This Board is called the Area 14 Workforce Development Board, hereinafter the "Board".

Article II - Functions

The Board shall assist the Chief Elected Officials, hereinafter "CEO Consortium", in fulfilling the functions outlined in the Intergovernmental Agreement, and/or the functions outlined in any future orders that amend or supersede the Intergovernmental Agreement.

Article III - Board Membership and Authority

Section 1. Board Composition The Board will consist of up to 25 members. The CEO Consortium may add or remove members at their discretion, following all applicable state and federal guidance on the requirements of board membership, including but not limited to ensuring Board membership is composed of no less than fifty-one percent business members. The CEO Consortium will follow guidance in WIOAPL 15-17 regarding the nomination process for Board members. For business representatives, in the absence of nominations from local business organizations and business trade associations, the CEO Consortium will accept nominations from other local organizations and providers.

Section 2. Terms of Office All members of the Board shall serve staggered two-year terms to ensure only a portion of membership expires in a given year.

Section 3. Board Member Resignation or Removal Any member may resign at any time by giving written notice to the Chairperson of the Board, hereinafter "Board Chair" and the CEO Consortium. In addition, any member may be removed, either with or without cause, by a decision of the CEO Consortium.

In the event that any member appointed by the CEO Consortium has been absent for two or more consecutive meetings of the regularly scheduled Board meetings in any "program year", without giving written notice (such as mail, telegram, fax, email or other electronic means) of said absence to the Board Chair or Executive Director of the Board, hereinafter the "Board Director", prior to the meeting, the Board Chair or Board Director

may forward a recommendation for removal to the CEO Consortium. Each program year begins on July 1, and ends June 30.

In the event of a board member vacancy, the Board Director will notify the appointing Board of County Commissioners of the vacancy within 7 days to promptly begin the process of filling the empty seat.

In the event of the resignation or death of a member, or removal of any member by the CEO Consortium, the CEO Consortium may appoint a new member to fill the vacancy.

Section 4. Compensation All members of the Board, regardless of committee assignment, and/or any other committee member assigned and/or associated with the functions of the Board serve without compensation. However, members of the Board and/or any other committee member assigned and/or associated with the functions of the Board may be reimbursed for reasonable expenses incurred during the course of Board activities, provided the request for reimbursement is approved in advance by the Board Chair in writing.

Section 5. Powers The Board has the power to:

Administer and manage the affairs of the Board;

Perform all other activities authorized by the Workforce Innovation and Opportunity Act of 2014, Pub. L. 113-128,

and perform such other workforce development duties as requested by the CEO Consortium.

Section 6. Responsibilities Board members are expected to actively participate in convening the workforce development system's stakeholders, brokering relationships with a diverse range of employers, and leveraging support for workforce development activities. To ensure Board members carry out these responsibilities, the CEO Consortium may use these factors in deciding board appointments, reappointments or removals.

If a Board member is appointed to serve on the State of Ohio Workforce Board, the CEO consortium may keep or remove the member on the Area 14 Workforce Development Board, weighing factors deemed appropriate by the CEO consortium.

Section 7. Annual Report The Board Director, with the assistance of the Board as needed, shall prepare an annual report, which is a public document, for presentation to the Board and the CEO Consortium.

Article IV - Meetings

Section 1. Regular Meetings The Board shall hold no less than three regular meetings annually.

Section 2. Special Meetings Special meetings of the Board may be called at any time by the Board Chair, Board Director, the CEO Consortium, the Executive Committee, or scheduled upon written request of no less than twenty percent of the Board's membership at the time the request is made.

Section 3. Notice of Meetings Notice of the time, place, and purpose of any regular meeting of the Board shall be served upon each member of the Board either personally, or by telephone, mail, telegram, email, or other electronic means to his/her last known address and/or contact information, not less than fourteen calendar days before such meeting. Notice of special meeting is served as provided in this paragraph, no less than seven

calendar days before such meeting. All members are required to respond to meeting notices regarding their attendance by telephone, mail, telegram, email, or other electronic means to the Board Director.

Any member of the Board may waive notice of any meeting and by attendance at any meeting without protesting the lack of proper notice, is deemed to waive notice thereof.

Section 4. Quorum At each meeting of the Board a simple majority of members constitutes 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. Members may send designees to the meeting. In order for the designee to be counted and allowed voting privileges, that designee must be of equal authority for the organization of the board member they are representing. The Board member who is not able to attend the meeting, must submit by email to the Board Director, no later than 24 hours in advance of the meeting, the full name of the person who will be representing their seat on the Board.

In determining a quorum of the Board, the number of members is considered that number which is then duly and properly serving as members of the Board.

Section 5. Vote Each member of the Board is entitled to one vote, and any act of a majority of the quorum present and voting at a Board meeting constitutes an act of the Board, except as provided in Article VI, Section 1. Proxy voting will be allowed as long as the Board Director has been notified as noted in Section 4.

Section 6. 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 Board Chair and/or Board Director 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, Officers and Board Positions

Section 1. Officers The officers of the Board are the Board Chair and the Vice Chairperson of the Board, hereinafter “Board Vice-Chair”. Both officers are selected from Board membership.

Section 2. Selection and Terms of Officers The Board Chair and Board Vice-Chair, both of whom are business representatives, are selected by the Board by majority vote in a quorum meeting for a two-year term, and may be reappointed.

Section 3. Resignation and Removal The Board Chair and Board Vice-Chair may resign from office at any time by giving written notice of such resignation to the CEO Consortium and/or the Board Director. The Board Chair and Board Vice-Chair may be removed from office, either with or without cause, by a decision of the CEO Consortium.

Section 4. Chairperson of the Board The Board Chair presides at meetings of the Board. He/she appoints the members to all committees, except as provided in these bylaws. The Board Chair also has other powers and performs such other duties as may be assigned to him/her from time to time by the CEO Consortium, Board Director or the Board.

Section 5. Vice Chairperson of the Board In the absence of the Board Chair, or in the event of his/her inability to act, or if that office is temporarily vacant, the Board Vice-Chair exercises all of the powers and performs all

of the duties of the Board Chair. The Board Vice-Chair has such additional powers and performs such other duties as maybe assigned to him/her from time to time by the CEO Consortium, Board Director or the Board.

Section 6. Executive Director of the Board The Board Director acts as administrative entity for the Area 14 Workforce Development Board and acts to ensure the primary functions of the local board are achieved. The functions of the Board Director include, but are not limited to:

- Coordinating with the chief elected officials regarding the identification and nomination of members to the local WDB and ensuring membership is compliant with WIOA.
- Organizing local WDB meetings and ensuring that the meetings are held according to the WDB's by-laws and the sunshine laws;
- Developing and submitting the local and regional plan;
- Conducting oversight of the adult, dislocated worker, and youth programs, including development of policies and monitoring the administration of the programs;
- Negotiating and reaching agreement on local performance measures;
- Negotiating with chief elected official and required partners for the Memorandum of Understanding;
- Competitively procuring providers of youth program services, providers of adult and dislocated worker career services, and the OhioMeansJobs center operator;
- Developing budget for activities of the board; and
- Certifying the OhioMeansJobs centers.

The Board Director is a designee of the Board Chair and has signatory authority for any matter related to the Board unless specified herein. As designee, the Board Director may make motions in session, may participate in an advisory manner for discussions on motions on the floor, but may not vote on motions. The Board Director must meet all requirements set forth in WIOAPL 15-18 with regards to real or perceived conflict of interests in the procurement and operations of services. The Board Director also has other powers and performs such other duties as may be assigned to him/her from time to time by the CEO Consortium, Board Chair or the Board.

Section 7. Executive Committee The Executive Committee will consist of the Board Chair, Board Vice-Chair, CEO Consortium Chairperson (hereinafter "CEO Chair"), Fiscal Agent representative, and one Board member at-large. The Board Director will provide technical and clerical support to the Executive Committee under the direction of the Board Chair and the Executive Committee.

Executive Committee Powers The Executive Committee is responsible for coordinating and overseeing the activities of the Board and its other committees to ensure the satisfactory performance of functions stipulated by the CEO Consortium, these bylaws, and all pertinent statutes and regulations. The Executive Committee monitors and guides the administrative management of the Board.

The Executive Committee is accountable to the CEO Consortium and will regularly report to the CEO Consortium by the committee's minutes on all matters pertaining to the Board, unless the CEO Consortium wants to hold meeting with the Executive Committee.

When circumstances require, 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. The Executive Committee will report its activities to the full Board.

The Board Chair will head the Executive Committee. The Executive Committee may hold meetings, as needed, at such place and at such times as it determines. These meetings may be held via phone conference call and appropriately documented for board purposes.

Each member of the Executive Committee is entitled to one vote, and any act of a simple majority constitutes a quorum for the transaction of business.

In emergency circumstances, the CEO Consortium may take actions on behalf of the Executive Committee. The CEO Consortium may call a special meeting, as needed, at such place and at such times as it determines. These meetings will be documented and presented to the Board.

Article VI - Other Committees

Section 1. Standing Committees Standing committees are established on a permanent basis. The Board Chair may appoint or authorize the appointment of a standing committee as may be deemed necessary or appropriate to carry out the purpose of the Board. All reports and actions taken by standing committees must be approved by the Board, or the Executive Committee (pursuant to Article V), prior to implementation.

Section 2. Ad Hoc Committees Ad Hoc committees are established on a temporary basis. The Board Chair may appoint or authorize the appointment of an ad hoc committee 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, or the Executive Committee (pursuant to Article V), prior to implementation.

Section 3. Committee Composition The Board Chair appoints members of committees. Non-Board members may be appointed to any of the committees at the Board Chair's discretion. When Non-Board members are sought for either standing or ad hoc committees the Board Director may appoint members with authorization from the Board Chair. The Board Chair may remove committee members after consultation and authorization from the CEO Consortium.

Section 4. Appointment of Committee Chairpersons If deemed necessary by the Board Chair or the CEO Consortium, chairpersons may be appointed for standing committees and ad hoc committees. The Board Chair may designate the Board Director to serve as chairperson for ad hoc committees.

Section 5. Meetings The Board Chair will determine regular meeting schedules for standing or ad hoc committees. All action items resulting from these meetings will be brought to the Board via regular Board meeting by the Board Director.

Section 6. Quorum At each meeting of a standing or ad hoc committee, a simple majority 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.

Article VII - Conflicts of Interest

Section 1. Conflicts of Interest A non-governmental member of the Board, and/or any other committee member assigned and/or associated with any service or program associated with this Board must neither 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. 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 the 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 him/her in a conflict of interest; he/she shall declare the conflict of interest to the Board Chair, Board Director or committee chair 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 Conflicts 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, he/she must raise such question with the Board Chair or Board Director 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 his/her 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 VIII – Code of Conduct

All board members, officers and officials are expected to conduct themselves in an appropriate manner and to represent the board during meetings and in the public view.

Article IX - Ohio Law

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

Article X - Amendments

These bylaws may be amended or repealed at any meeting of the Board by the affirmative majority vote provided a quorum is present at said meeting, providing that the proposed changes first have been submitted to the Board members for their review not fewer than ten working days prior to such meeting. To become effective, any such change in these Bylaws must be approved by the CEO Consortium.

Article XI - Rules of Order

All proceedings of the Board and its committees are governed by Robert's Rules of Order, except as stated herein.

APPROVED:

Area 14 Administrative Agent	Date:
Area 14 Fiscal Agent	Date:
Area 14 Board Chair	Date:
Chief Elected Official	Date:
Chief Elected Official	Date:
Chief Elected Official	Date: