

By-Laws for Niagara County Workforce Development Board

DRAFT revised 01-09-2017

ARTICLE I – NAME AND AUTHORITY

Section 1. Name

The name of this body shall be the Niagara County Workforce Development Board, hereinafter referred to as the Local Workforce Development Board (LWDB). The LWDB is established by the Chair and the Niagara County Legislature, and certified by the Governor of the State of New York, pursuant to the Workforce Innovation and Opportunity Act of 2014, hereinafter referred to as WIOA.

Section 2. Authority

Sample Language -The LWDB shall act on behalf of the Niagara County Workforce Development Area (herein referred to as LWDA) and shall provide policy guidance for and exercise oversight of the LWDA as set forth in WIOA.

Section 3. Principal Location

The address of the principal office of the LWDB is:
Niagara County WDB
Trott Career Center
1001 Eleventh St
Niagara Falls, NY 14301

ARTICLE II – PURPOSE AND FUNCTION

Section 1. Purpose

Proposed regulation § 679.300 states the purpose of the Local Board. The Local Board represents a wide variety of individuals, businesses, and organizations throughout the local area. The Local Board serves as a strategic convener to promote and broker effective relationships between the chief elected official (CEO) and economic, education, and workforce partners.

The Local Board must develop a strategy to continuously improve and strengthen the workforce development system through innovation in, and alignment and improvement of, employment, training, and education programs to promote economic growth. Local Board members must establish a platform in which all members actively participate and collaborate closely with the required and other partners of the workforce development system, including public and private organizations. This is crucial to the Local Board's role to integrate and align a more effective, job-driven workforce investment system.

Section 2. Functions

Pursuant to § 679.370 of the proposed regulations, functions of the Local Board shall include:

- Development and approval of a local plan consistent with WIOA Sec. 108;
- Workforce research and regional labor market analysis;
- Development of a budget for the activities of the Local Board, consistent with the LWDA Plan and duties of the LWDB, subject to approval of the CEO;

- Convening, brokering and leveraging local workforce development stakeholders;
- Leading efforts to engage with a diverse range of employers and entities in the region;
- 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, particularly individuals with barriers to employment;
- Identifying and promoting proven and promising practices;
- Developing strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers and jobseekers;
- Designating, with agreement of the CEO, of the Career Center operator, youth providers and identification of eligible training providers;
- Provision of program oversight and consumer choice requirements, in partnership with the Chief Elected Official;
- Coordination with education providers;
- Development of a budget for activities of the Local Board;
- An annual assessment of the physical and programmatic accessibility in accordance with WIOA Sec. 188 and the Americans with Disabilities Act of 1990 of all one-stop centers in the local area; and
- Certification of one-stop centers.

Optional functions:

- Determination and approval of policies and procedures;
- Establishment of clear roles, responsibilities, procedures and expectations to increase board participation and improve board functionality;
- Collaboration as needed on regional, local and state initiatives; and
- Approval of plans for the implementation of goals and objectives for the LWDB, including realization of efficiencies, cost savings, synergies, best practices, conservation of resources and pooling of complementary resources.

ARTICLE III – MEMBERSHIP

Section 1. Composition

Representation required under WIOA Sec. 107(b)(2).

- Election of a Chairperson/Vice Chairperson(s), who shall be a business representative;
- A majority of the members must be business representatives;
- 20% of the members must be workforce representatives (which must include two organized labor representatives and one apprenticeship representative; and may include representatives from Community Based Organizations 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.

WIOA allows optional and discretionary appointments, and allows members to represent multiple, required representation slots.

All members shall be nominated and appointed in conformance with WIOA Sec. 107(b) (1) and (2).

Section 2. Tenure

In accordance with proposed regulations §679.310(g)(1) - (3) and (7), the Chair of the Niagara County Legislature has solicited nominations and made appointments to the Board. Appointments are subject to term limitations of three years, with active Board members able to request reappointment for another term.

Term appointments are staggered equally between a third of the membership for initial terms of one, two, or three years. In this manner, only a portion of memberships expire in a given year.

Resignation by a member from the Board of Directors shall be tendered in writing to the appointing CLEO, and a copy shall be sent to the Niagara WDB Chairperson and WDB Executive Director. Should a Board member state orally his or her resignation, but fails to deliver a written resignation, a certified letter shall be sent to the Board Member by the Chairperson confirming the resignation to take effect ten days following the delivery of the confirming letter, and the CLEO will be notified.

The resulting vacancy created by a member's resignation shall be filled by the appointing CLEO. All appointments to fill a membership vacancy shall abide by and maintain the business majority. The Executive Director will also contact the CLEO advising him/her of any new vacancies to be filled. As a part of this notification, the Executive Director will notify the said CLEO whether the vacancy was from a member representing business, or public, not-for-profit, or community sectors including, but not limited to, such organizations as organized labor, veterans, educational institutions, rehabilitation agencies, community-based organizations, economic development agencies, and the public employment service.

The CLEO may remove any member of the Board of Directors for just cause. Just cause may include absence from consecutive meetings, violation of conflict of interest requirements, or any other reason agreed to within the local area. The Board may vote to recommend that the CLEO remove a Board member. Before any member is recommended for removal, the Board Executive Committee will contact and attempt to meet with the member to resolve issues leading to the proposed removal of the member.

Section 3. Compensation

Compensation for Board staff. In accordance with WIOA sections 101(h)(3) and 107(f)(3), the Local Board director (and staff) are subject to the limitations on the payment of salary and bonuses described in WIOA section 194(15).

Compensation for the Board of Directors. Members shall serve without compensation provided.

Section 4. Rights and Powers of Members

Sample language – Members shall have and may exercise the following powers, in addition to the powers and functions set forth in Article II, such as approval and interpretation of the statement of

mission and philosophy of the LWDB, and to require the LWDB to operate in conformance with such statement.

ARTICLE IV – MEETINGS

Section 1. Frequency – Full Board meetings shall occur quarterly. Additional meetings as necessary may be scheduled by the Board and the Executive Director. The Chairperson is allowed to call a special meeting anytime at his/her discretion. 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. Meetings are subject to the Sunshine provisions of the Workforce Innovation and Opportunity Act, including public notice.

Section 2. Attendance – Members are expected to take an active role in the Board, and make good effort to attend full Board meetings and scheduled committee meetings. The CLEO may remove any member of the Board of Directors for just cause.

It is essential for all Board members to attend both regular, special and committee meetings in order to effectively and efficiently carry out the responsibilities of the Board.

Attendance records for both Board and committee meetings will be maintained, referred to, and reviewed by the Executive Committee. The time period for attendance shall be a rolling 12-month period (e.g. November - October; March - February).

Board members may be excused from attendance by notification of the WDB Executive Director prior to the date of the meeting.

Members missing 3 Board meetings in a 12-month period or 2 consecutive meetings shall constitute grounds for the Chair of the Board to confer with the member as to his/her intent and commitment to continue as a member of the Board.

Members missing consecutive committee meetings shall constitute grounds for the Chair(s) of the Board to confer with that member as to his/her intent and commitment to continue as a member of the Board.

Attendance reports shall be provided to each member annually.

Section 3. Quorum – Quorum of Members. At any meeting of the Board of Directors (gathered together in the presence of each other or through the use of videoconferencing), 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 4. Proxies

Proposed regulation §679.310(g)(4) requires by-laws to address the proxy and alternative designee process to be used when a board member is unable to attend a meeting and assigns a designee. 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. 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. Proxies cannot be used to make up a quorum. There is no provision for a blank proxy.

In the event that a member cannot attend a meeting they cannot designate an alternate person to represent him/her to act (including quorum and voting) on official business of the meeting.

Section 5. Procedure – Meetings shall be conducted according to the general principles of Robert’s Rules of Order.

Section 6. Voting

Proposed regulation § 679.320(i) explains that all required board members must have voting privileges. Voting rights allow the required board members to have an effect on the Local Board's key decisions and initiatives. This will enable the required board members to effectively represent the individuals and organizations of their communities.

Section 7. Use of technology

WIOA Sec. 107(d)(7) requires boards to develop strategies for the use of technology to maximize the accessibility and effectiveness of the local workforce development system.

Proposed regulation § 679.310(g)(5) requires that by-laws address the use of technology that will be used to promote board member participation. Technology shall be used to improve board functions, broker relationships with stakeholders, and any other conditions governing appointment or membership on the Local Board as deemed appropriate by the CEO. Further, the Local Board must make available to the public, on a regular basis, information regarding the activities of the Local Board through electronic means, as required by WIOA Sec. 107(c)(13)(e).

Section 8. Elections of Officers

It shall be the responsibility of the Executive Committee, or in its absence, the Executive Director to solicit for Board consideration a slate of Officer candidates or individual Officer candidates during the month of October (or fourth quarter) and at any such time as a vacancy or vacancies may exist. The Chairperson and Vice-Chairperson(s) of the WDB shall be elected annually by members of the Board. The Chairperson and Vice-Chairperson(s) shall be selected from among the business representatives.

In ensuing years, the Board will receive written notification of the slate of officers at least ten (10) days before the scheduled Board meeting to elect officers.

Board members will be afforded the option of mailing a certified vote for the officers to be received no later than 3:00 p.m. the day before the scheduled Board meeting.

Officers will be duly elected with a simple majority of voting Board members, if a quorum exists, inclusive of certified mail-in votes.

ARTICLE V – COMMITTEES

Proposed regulation § 679.360 establishes the roles and responsibilities of standing committees within the Local Board structure. Such committees are optional under WIOA, and may be used to assist the Local Board in carrying out its responsibilities as outlined in WIOA sec. 107. The Department encourages the use of standing committees to expand opportunities for stakeholders to participate in board decision-making. Such committees also expand the capacity of the board in meeting required functions.

WIOA authorizes the Local Board to establish standing committees that include individuals who are not formal members of the board, but who have expertise to advise on issues that support the board's ability to attain the goals of the State, local and regional plans, and the objective of providing customer-focused services to individuals and businesses. The legislation provides examples of areas where standing committees may be particularly beneficial, including:

- ~~serving targeted groups of customers such as individuals with disabilities and;~~

- **[Revised start]** targeted Special Populations, serving targeted groups of customers such as veterans, individuals with disabilities, and other groups of individuals with a barrier to employment under WIOA
- ~~addressing one-stop system issues and training.~~ One Stop System and Services, Youth Services and Programs, and Administration/Fiscal**[revised End]**

Regulations provide for Local Board discretion in terms of what kinds of standing committees, if any, the Local Board creates. The Board shall maintain standing committees, in addition to the two above, of Youth Services & Programs, and Administration/Fiscal.

The Board shall develop standing committees and ad hoc committees as need arises, and shall address:

- Purpose of each committee and taskforce, authority and related responsibilities;
- Meeting frequency and attendance; and
- Committee reports.

[Insert start] Executive committee

- a) An Executive Committee shall be composed of the Officers of the Board, past Board Chair, and the chairperson of any standing committees, and maintain majority of business members.
- b) The Executive Committee will regularly review, approve, and take action as appropriate with regard to policy.
- c) The Executive Committee may meet and act in place of the full Board in an emergency capacity, when it is determined that immediate decision-making or action is required, and it is not practical to convene a meeting or meeting quorum was not achieved of the full Board in a timely fashion.
- d) The Board must review & approve the actions of the Executive Committee in order to acknowledge and endorse any action taken by the committee in lieu of a full board meeting.**[Insert end]**

ARTICLE VI – CONFLICT OF INTEREST

WIOA §107 (h) stipulates that a member of a Local Board, or a member of a standing committee, may not: (1) vote on a matter under consideration by the Local Board (A) regarding the provision of services by such member (or by an 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 by the Governor to constitute a conflict of interest as specified in the State plan. A Board member shall avoid even the appearance of a conflict of interest.

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

ARTICLE VII – INDEMNIFICATION – No Officer, Executive Director, or Member of the Board shall be personally liable to any person or party dealing with the Board for any amount arising out of any claim, charge, service, obligation, or otherwise against the Board.

ARTICLE IX – AMENDMENTS TO THE BY-LAWS – These by-laws may be amended or repealed at any time at a special or regular Board meeting at which a quorum exists, upon two-thirds vote of the members then present.

By-law amendments shall be effective immediately and automatically as of the date they are approved by the vote of the members.

These by-laws shall become effective upon initial adoption by a majority vote of the Board and shall remain in effect until amended.

ARTICLE X – RECORDS MAINTENANCE AND ACCESSIBILITY – To address:

In accordance with WIOA Section 10(c)(13)(e), the Niagara WDB 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 or the plan, and regarding membership designation and certification of one-stop operators, and the awards of grants or contracts to eligible providers of youth workforce investment activities, and on request, minutes of formal meetings of the Board. All financial records, meeting minutes, and policies are available on line at www.niagarawdb.com.

These records and others referenced above are also kept on file at the Administrative Offices of the Niagara WDB, Inc. in electronic and paper form, for, at a minimum, the period of time required by county, state, federal, and funding agency regulations and requirements.

ARTICLE XI – MISCELLANEOUS

Section 1. Gender and Number

Sample language – All nouns and pronouns herein, and any variations thereof, shall be deemed to refer to the masculine, feminine, singular or plural as the identity of the person or persons may require.

Section 2. Additional requirements

In addition to the elements required by §679.310(g), the CEO must include any additional requirements in the board's by-laws that it believes is necessary to ensure the orderly administration and functioning of the board. An effective Local Board establishes clear roles, responsibilities, procedures, and expectations through its by-laws, and that these requirements will help Local Boards to be more agile and proactive in reacting to board turnover, increase board participation when board members are not able to physically attend board meetings, improve board functionality, and help ensure that the public is informed about the operation of the board.

Section 3. Transparency

WIOA Sec. 107(c)(13)(e) requires the Local Board to make available to the public, on a regular basis through electronic means and open meetings, 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 award of grants or contracts to eligible providers of youth workforce investment activities, and on request, minutes of formal meetings of the Local Board.

SIGNATORIES

Sample language – The Niagara County Workforce Development Board convened on xxx,xxxx, with quorum present and by way of vote agreed to adopt the by-laws expressed herein.

The effective date of these by-laws shall be xxxx, xxxx.

{Signature} _____

{Printed Name and Title of LWDB Chairperson}

Date