

Workforce Connections Board By-Laws

ARTICLE I AUTHORITY AND RESPONSIBILITY

- 1.1 The Southern Nevada Workforce Development Board, doing business as Workforce Connections (the “Board”) is organized as a local workforce development board under the requirements of the Workforce Innovation and Opportunity Act (WIOA).
- 1.2 It is the principal responsibility of the Board to perform the functions set forth in WIOA¹ and to provide policy guidance for strategic planning activities, as well as to monitor, review and direct activities toward achieving the Board’s goals and objectives. The Board will carry out its responsibilities in partnership with agencies and organizations of general local government in the workforce development area. In achieving this requirement, the Board shall develop strategic plans to align its workforce development resources to the regional economies to ensure coordinated and efficient services to both job seekers and employers.
- 1.3 The Board’s workforce development area is comprised of Southern Nevada, including Clark County, Esmeralda County, Lincoln County, and Nye County, and including but not limited to the cities of Las Vegas, Henderson, North Las Vegas, and Boulder City.
- 1.4 The Board shall operate in accordance with the applicable portions of the May 12 2015, Chief Elected Officials Consortium (and any amendment thereto or replacement agreement thereto) and with the May 12 2015, Agreement Between the Chief Local Elected Officials Consortium and Workforce Connections Board to the Southern Nevada Workforce Development Area (and any amendment thereto or replacement agreement thereto) (collectively referred to as the “Organizational Agreements”), which are incorporated herein by reference.
- 1.5 The Board shall operate on a fiscal year, and shall develop an annual budget to carry out the Board’s goals, objectives, and duties pursuant to WIOA. Pursuant to WIOA, the Local Elected Officials² (“LEOs”) have authority to

¹ As of the approval of these By-Laws, WC’s functions, as a local workforce development board, are generally detailed in 29 U.S.C. § 3101.

² Pursuant to 29 U.S.C. § 3131 and the Organizational Agreements, the LEOs are the WIOA fund grant recipients and the LEOs municipalities are liable for the misuse of the WIOA funds expended by the Board. As of the date of these By-Laws, the following municipalities each have one local elected official who serves in the LEOs’ consortium: (1) Clark County; (2) City of Las Vegas; (3) City of Henderson; (4) City of North Las Vegas; (5) Boulder City; (6) Nye County; (7) Esmeralda County; and (8) Lincoln County.

approve or disapprove the Board's budget and therefore, the Board shall present the budget to the LEOs, in a LEOs consortium meeting, for consideration and approval within a reasonable time to allow for: (1) the LEOs to review the budget; (2) revise the Budget, if necessary; and (3) approve the budget before the Board's fiscal year begins. The Board shall work with the LEOs to revise the Board's budget as necessary in order to obtain the LEOs' approval.

- 1.6** Part of the Board's budget will be used to pay staff ("Staff"), including but not limited to an Executive Director ("ED") who will assist the Board in carrying out its various functions. The ED shall be selected, hired, and directed by the LEOs, and shall answer solely to the LEOs. The ED shall select, supervise, and direct the Staff.
- 1.7 ED's Responsibilities.** The ED's responsibilities include but are not limited to:
- (a) having authority to sign contracts on behalf of the Board;
 - (b) organizing, hiring, terminating, managing and supervising Staff;
 - (c) responding to and complying with Board audits;
 - (d) helping assist the function of the Board as outlined in 29 U.S.C. § 3122 (d); and
 - (e) generally overseeing the necessary functions and activities for the Board to carry out its goals and responsibilities.

ARTICLE II MEMBERSHIP AND VOTING

- 2.1 Nominations and Appointments.** The LEOs shall have sole authority to appoint Board members during the LEOs consortium meetings, and shall make such appointments pursuant to 29 U.S.C. § 3122 (c)(1)(A) *et seq*, as well as, applicable federal and state law, and the Organizational Agreements.
- 2.2 Composition.** Composition By Membership Category shall be in accordance with 29 U.S.C. § 3122 *et seq* individuals may represent more than one category; provided they meet such criteria.³

³ As of the date of these By-Laws, WIOA requires the Board membership to comply with criteria set by Nevada's Governor, which must include at a minimum representatives from the following groups: (1) Local business owners, officers, and managers; (2) Local educational entities, school boards, etc.; (3) Local labor organizations; (4) community based organizations, including organizations representing people with disabilities and veterans; and (5) Economic development agencies. However, a majority of the Board members must be representatives from business owners, officers, and managers as described in 29 U.S.C. § 3122 (2)(A). In addition, not less than 20% of the members shall be representatives of labor organizations, community based organizations and organizations with expertise in addressing employment, training or education needs of youth as described in 29 U.S.C. § 3122 (2)(b)(i-iv). The Board membership will always be composed pursuant to the most current WIOA requirements.

2.3 Terms of Appointment.

- (a) Board members appointed from the “Business in the Local Area” category, pursuant to 29 U.S.C. § 3122 shall serve three year terms.
- (b) Board members other than those appointed to the “Business in the Local Area” category shall serve two year terms.
- (c) A Board member’s term shall begin the month of the member’s appointment and shall end on the last day of the same month of appointment during the final year of the member’s term.
- (d) There is no limit on the number of terms board members may serve.

2.4 Removal of Board Members.

- (a) Resignation: Board members may resign at any time. Board members shall be removed automatically and immediately cease to be Board members after:
 - (i) The Board member provides a written notice of resignation to:
 - a) The Board’s Chairperson;
 - b) The Board’s Vice-Chairperson;
 - c) The Executive Director; or
 - d) The LEOs’ Chairperson.
- (b) Removal: Board members shall be removed immediately and cease to be Board members after:
 - (i) The Board member fails to attend three consecutive regularly scheduled Board meetings, in person or by telephone, without providing a valid excuse, the validity of which shall be determined by the sole discretion of the Board’s Chairperson;
 - (ii) The LEOs determine by a simple majority vote that the Board member should be removed; or
 - (iii) The Board member ceases to qualify under the category in which the Board member was appointed. However, in the LEOs sole discretion, a Board member in these circumstances may be reappointed under a different qualifying category.

2.5 Vacancies. Vacancies caused by unexpired terms shall be filled by the LEOs appointing qualified individuals pursuant to § 2.3 of these By-Laws.

2.6 Voting. Only Board members may vote at Board meetings. Board members must be physically or electronically present (e.g. via video conference or via telephone conference call) at the Board meeting. Proxy-voting and/or absentee voting is prohibited.

2.7 Conflicts of Interest.

(a) Prior to taking office as a Board member, the potential Board member must declare in writing, on a form provided by Staff, all business interests or representational interests the member has with known past, current, or potential recipients of WIOA funds. The written declaration must be updated annually to reflect any changes. The written declaration must also include substantial business interests or representational interests of the Board member's immediate family members. A Board member may not vote on a matter under consideration by the Board:

- (i) regarding the provision of services by that Board member;
- (ii) regarding the provision of services by an entity that Board member represents;
- (iii) regarding any topic that would provide direct financial benefit to that Board member or his/her immediate family; or
- (iv) regarding any other topic where that Board member had, has, or would have a conflict of interest pursuant to 29 U.S.C. § 3101 *et seq*, NRS § 281A.420, or NRS § 281A.430.

(b) Definitions:

(i) An "immediate family member" includes the Board member's: father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, boyfriend, girlfriend, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, half sister, registered domestic partner, domestic partner, or any other relationship similar to those listed herein.

(ii) An "entity the board member represents" or a "representational interest" is defined as:

a) When the Board member is employed, retained, hired, or contracted by the organization, business, governing body, or project (the "entity"); and/or

- b) When the Board member is named as one of the board of directors, managers, commissioners, councilperson, or other member of a direct governing body of the entity, business or project; and/or
 - c) When the Board member has been retained by the board of directors, commission, council, or other direct governing body of the entity, business or project in any capacity; and/or
 - d) When the Board member has an ownership or relationship interest or other economic interest in an entity.
- (c) Disclosure of Conflict of Interest: When a Board member has a conflict of interest, then the Board member shall:
- (i) prior to discussion, vote, or decision by the Board, publicly disclose the nature of the conflict of interest in the action item under consideration;
 - (ii) answer any questions regarding the conflict of interest, which may be asked if the Board/Committee Chairperson determines that questions regarding the Board member's disclosure are needed for the Board to properly consider the matter;
 - (iii) not speak to or initiate any discussion of the action item to which the conflict of interest pertains;
 - (iv) not request funds or proposals that compete with the action item to which the conflict of interest pertains; and abstain from voting on the matter to which the conflict of interest pertains; and
 - (v) Comply with NRS 281A entitled Ethics in Government.
- (d) A Board member who violates the conflict of interest requirements set forth herein may be removed from the Board by a simple majority vote of the LEOs.
- (e) All declarations of conflict of interest and abstentions from voting will be recorded in the minutes of the Board meeting.

2.8 Board Chairperson. Pursuant to 29 U.S.C. § 3122 (b)(3), the Board Chairperson is required to be an individual who meets the requirements of 29 U.S.C. § 3122 (b)(2)(A), in that the person must be: (i) a representative of a business in the local area who is an owner, chief executive or operating officer of business; (ii) who provides employment opportunities and; (iii) who is nominated by individuals within local business organizations and business trade associations pursuant.

**ARTICLE III
BOARD COMMITTEES AND PANELS**

Each Board member is required to serve on at least one committee.

3.1 Standing Committees. The LEOs may appoint Board members to serve on Committees. Panel members shall be appointed by this Board Chair. The following Committees shall be established as Standing Committees:

- (a) The Executive Committee. (See 3.2.)
- (b) Programs Committee. The Programs Committee is composed of Board Members and non-Board Members with specific interest and expertise in youth, low skilled adults and people with disabilities.
 - (i) The Programs Committee reviews intelligence/recommendations submitted by staff from employment and training services specialty panels.
 - (ii) The Programs Committee reviews WIOA funding recommendations for contract awards submitted to the Board for approval and ratified by the LEOs.
 - (iii) Business Engagement Panel: The Business Engagement Panel will help assist the Programs Committee. The Business Engagement Panel will be composed of a group of business experts from various industries and employment sectors who serve as consultants on matters of policy and strategy that meet the skill needs of employers and provide linkages and coordination among employers and the workforce system.
 - 1) Members of the Business Engagement Panel will identify actionable items, demand-driven skills and trades, training services, processes and initiatives to be elevated to the Board Committees for consideration and recommendation to the Board;
 - 2) Brings intelligence and critical information gathered from industry sectors businesses and stakeholders with inputs to help shape and supply the area's workforce needs; and
 - 3) Provides staff with valuable information to be elevated to Committees for evaluation and possible action as outlined in the Board's strategic plan.
 - (iv) One-Stop Delivery System Panel: Composed of individuals with interest and expertise in the Southern Nevada Workforce Development Area One-Stop Delivery System.

- 1) Members are identified by their expertise in Southern Nevada Workforce Development Area One-Stop Delivery System and are appointed by the Board Chair;
 - 2) Panel members identify actionable items, services, processes and initiatives to be elevated to the Board Committees for consideration and recommendation to the Board;
 - 3) Brings intelligence and critical information gathered from diverse community stakeholders with inputs to help shape the area's employment and training service delivery; and
 - 4) Works with associated agencies/partner organizations to assess and evaluate the area's One-Stop Delivery System as outlined in the Board's strategic plan.
- (v) Special Population Panel: Composed of individuals with interest and expertise in services to people with disabilities, low or deficient skilled adults, veterans, prisoner re-entry, and other priorities outlined in the Board's strategic plan.
- 1) Members are identified by their expertise in special populations services and appointed by the Board chair;
 - 2) Panel members identify actionable items, services, processes and initiatives to be elevated to the Board Committees for consideration and recommendation to the Board; and
 - 3) Works with associated agencies/organizations to assess and evaluate special population employment and training needs as outlined in the Board's strategic plan.
- (vi) Youth Panel: Composed of individuals with interest and expertise in youth programs and services.
- 1) Members are identified by their expertise in youth services and appointed by the Board Chair;
 - 2) The Panel identifies actionable items, services, processes and initiatives to be elevated to the Board Committees for consideration and recommendation to the Board;
 - 3) Brings intelligence and critical information gathered from diverse community stakeholders with inputs to help shape youth employment and training service delivery; and

- 4) Works with associated youth agencies/organizations to include the Workforce Development Area's school districts to assess and evaluate youth education and training needs;
- (c) The Finance and Budget Committee: The Finance and Budget Committee shall provide guidance to the staff in developing and submitting a comprehensive annual budget to the Board. The Finance and Budget Committee shall review financial activities (including incurred debt), monitoring and audit reports (internal and external), as well as periodic budget analysis prepared by the Board staff regarding employment and training programmatic and fiscal processes. The Finance and Budget Committee shall review budget modifications and fiscal financial policy. Additionally, the Finance and Budget Committee shall have the responsibility to help Board members understand the full financial implications of Board actions and measure the effectiveness of projects and programs in terms of relative value.

3.2 The Executive Committee.

- (a) The Board shall maintain an Executive Committee.
- (b) The delegation of authority to the Executive Committee shall not operate or function to relieve the Board of its responsibility except as explained below in paragraph 3.2(d) "Executive Committee Authority."
- (c) Executive Committee Composition.
 - (i) The Executive Committee shall be comprised of the Board's Chairperson, the Vice-Chairperson, the LEOs' Chairperson, and the elected Chairpersons of The Programs Committee and The Finance and Budget Committee.
 - (ii) If the LEOs' Chairperson is unable to attend an Executive Committee meeting, then the LEOs' Vice-Chairperson shall be permitted to attend the Executive Committee meeting and participate and vote as a member of the Executive Committee during that meeting in the place of the LEOs' Chairperson.
 - (iii) If the Board's Chairperson or Vice-Chairperson also serves as a Chairperson of one of the Board's other current Committees, then the Vice-Chairperson of that other Committee shall be a member of the Executive Committee.⁴

⁴ For example, if the Board's Chairperson is also the Chairperson for the Budget Committee, then the Vice-Chairperson of the Budget Committee would serve on the Executive Committee.

- (iv) The Board Chairperson shall serve as the Chairperson of the Executive Committee.
- (d) Executive Committee Authority.

 - (i) The Executive Committee shall have and exercise the same authority WIOA grants to the Board, and shall be able to act on behalf of the Board, only when the following has been met:

 - a) It can be demonstrated that it is impractical for a Board meeting to take place (meaning attempts have been made to obtain a quorum for a full Board meeting and have failed);
 - b) The business and action items, as determined by Staff, which would have been presented to the Board during the meeting which cannot occur due to impracticality, or of such urgency that the failure of the Executive Committee to act on behalf of the Board will greatly impede the continued workings, operations of the Staff, and/or services provided by the Board, and/or its service providers, vendors, and contractors, or will greatly impede the continued services provided to the clients of the Board, and/or its service providers, vendors, and contractors;
 - c) The LEOs' attorney has confirmed the urgency of the action items, as explained in 3.2(d)(i)(b); and
 - d) Notice and a copy of the Executive Committee meeting agenda has been provided to the LEOs.
 - (ii) The Executive Committee shall not have the authority to act on behalf of the Board with respect to the following issues:

 - a) Amending or repealing any Board resolution;
 - b) Amending or repealing the Board's By-Laws;
 - c) Adopting a plan of merger or consolidation;
 - d) Selling, leasing, or otherwise disposing of all or any property and assets (excluding program monies) of the Board;
 - e) Voluntarily dissolving the Board or revoking a voluntary dissolution;
 - f) Modifying the Board's strategic plan; and/or

- g) Adopting or eliminating major programs.
- h) Executive Committee Quorum: A simple majority of the voting members of the Executive Committee shall constitute a quorum.

3.3 Other Committees: The Board Chairperson may establish and dissolve other Committees as necessary.

3.4 Committee Size, Term, and Responsibilities:

- (a) **Size.** Committees shall be established with at least three Board members. Additional Committee members are not required to be a member of the Board.
- (b) **Term.** With the exception of Standing Committees, Committees will be active as long as necessary to serve the purpose for which the Committee was created. With the exception of Standing Committees, Committees may be dissolved and later reformed at the Chairperson's discretion.
- (c) **Responsibilities.** Committees shall record and maintain meeting minutes, report their progress and provide information and recommended action to the Board.
- (d) All Committees shall be chaired by a member of the Board.
- (e) All Committee Chairpersons, with the exception of the Executive Committee Chairperson, shall be elected annually by a majority vote of the Committee's members. A Board member shall not chair more than one Committee.

3.5 Removal of Committee Member. Any Committee member shall be removed from said Committee after:

- (a) The Committee member fails to attend three consecutive regularly scheduled Committee meetings, in person or by telephone, without a valid excuse, the validity of which shall be determined in the sole discretion of the Committee's Chairperson;
- (b) The Committee member requests to be removed;
- (c) The LEOs determine that the Board member serving on the Committee should be removed from the Board; or
- (d) The LEOs determine a non-Board member be removed from the Committee.

**ARTICLE IV
BOARD MEMBERS CONDUCT AND RESPONSIBILITIES**

4.1 Board Member Responsibilities.

Members of the Board shall:

- (a) Comply with Workforce Connections' By-Laws.
- (b) Make a positive contribution to the region's economy by helping shape a workforce development system that meets the demands of employers and job seekers.
- (c) Devote a portion of their time and talent to working with other Board members, staff, businesses, public officials, and public and private sector partners to improve the quality of the local workforce development area.
- (d) Regularly attend Board and Committee meetings.
- (e) Join and participate actively in at least one standing Board committee.
- (f) Be prepared for Board meetings by reviewing materials sent in advance of meetings.
- (g) Act and vote on strategic interest of Workforce Connections and the Southern Nevada community, rather than the interest of a single constituency.
- (h) Observe and understand the role of the Chief Local Elected Officials and Workforce Connections' staff.
- (i) Serve as an ambassador of Workforce Connections within the community and among businesses and industry leaders.
- (j) Not engage in or facilitate any discriminatory or harassing behavior directed toward other Board members, staff, appointed officers, meeting attendees, exhibitors, advertisers, sponsors, contractors, or others in the context of activities relating to Workforce Connections.

4.2 Board Member Authority. Board members shall respect the authority of the executive director and not independently direct or assign staff tasks.

4.3 Contracts after Board Membership. Board members shall not be employed or receive direct contracts from Workforce Connections for at least two years after resigning or terminating Board membership.

**ARTICLE V
MEETINGS**

5.1 Open Meeting. All Board and Committee meetings shall be conducted in accordance with Nevada's Open Meeting Law, found in NRS Chapter 241.

5.2 Meetings and Agendas.

(a) Regular meetings: The Board shall meet at least once every quarter throughout the year. If necessary, the Board may meet more frequently. Likewise, the Standing Committees as well as any other Board Committees (collectively "Committees"), shall meet at least once every quarter or more frequently as deemed necessary by the Committee's Chairperson or the Board Chairperson.

(b) Special meetings: The Board may hold special meetings from time to time as deemed necessary or appropriate by the Board Chairperson, the LEOs' Chairperson, and/or the ED.

(c) Agendas: Agendas for Board meetings, Committees, and LEOs' meetings shall be prepared by Staff. All requests to place matters on an agenda along with the needed back-up information to properly agendize an item must be presented to Staff within a reasonable time before the relevant meeting date to facilitate compliance with Nevada's Open Meeting Law. Otherwise, the requested agenda item may not be included on the agenda. The ED shall have the sole discretion to agendize any untimely, late or incomplete request to agendize a matter. Only matters which relate to or affect the business, jurisdiction, or authority of the Board may be placed on the Board's meeting agenda. Likewise, only matters which relate to or affect the business, jurisdiction, or authority of a Committee may be placed on that Committee's meeting agenda.

(d) The following individuals may place a matter onto the Board's agenda:

(i) The LEOs' Chairperson;

(ii) The Board Chairperson;

(iii) Any Committee Chairperson, provided the matter the Committee Chairperson wishes to agendize is within the scope of responsibility for the Chairperson's Committee; and/or

(iv) The ED.

(e) The following individuals may place a matter onto one of the Committees' agenda

(i) The LEOs' Chairperson;

- (ii) The Board Chairperson;
 - (iii) The Committee's Chairperson; and/or
 - (iv) The ED.
- (f) Any request to place a matter on a meeting's agenda, which is not received in time to place the matter on the upcoming meeting agenda, will result in the matter being placed on the subsequent meeting agenda.
- (g) Members shall receive meeting agendas in a reasonable timeframe to comply with the State of Nevada's Open Meeting Law.

5.3 Presiding Officer.

- (a) **The Board:** The Board Chairperson shall preside over all Board meetings. In the absence of the Board Chairperson, the Board Vice-Chairperson shall be the presiding officer. In the absence of both the Board Chairperson and Vice-Chairperson, the acting presiding officer shall be: (first) the most senior Board member, (second) the second most senior Board member and (third) the third most senior Board member. When deemed appropriate, even during the presence of the Board's Chairperson and Vice-Chairperson, the Board Chairperson may choose a Board member to serve as temporary Board Chairperson for that specific meeting.
- (b) **Committees:** Committee Chairpersons shall preside over their respective Committee meetings. In the absence of a Committee's Chairperson, then the presiding officer of that Committee meeting shall be the committee's Vice-Chairperson. In the absence of both the Committee's Chairperson and Vice-Chairperson, then a temporary Chairperson for that Committee meeting shall be chosen by a majority vote of the then present Committee members, which shall be conducted by the most senior Board member serving on the Committee. When deemed appropriate during a Committee meeting, even during the presence of the Committee's Chairperson and Vice-Chairperson, the Committee's Chairperson may choose a Committee member (who is also a Board member) to serve as temporary Chairperson for that Committee meeting.

5.4 Parliamentary Authority. Unless otherwise adopted by the Board (Revised) Robert's Rules of Order shall be used to govern all Board, council and Committee meetings.

5.5 Quorum. For a Board meeting, a quorum shall consist of a simple majority of the Board members. For a Committee meeting, a quorum shall consist of a simple majority of the Committee members.

**ARTICLE VI
BOARD AND COMMITTEE OFFICERS**

6.1 Officers. The Chairperson and the Vice-Chairperson shall be the only officers of the Board. Each Committee shall have a Chairperson and a Vice-Chairperson who shall be the only officers of each Committee.

- (a) Board Chairperson. The Board Chairperson shall only be elected from among the Board members who are part of the “Business in the Local Area” category set forth in 29 U.S.C. § 3101. In addition to presiding over Board meetings, the Chairperson shall establish Committees, certify meeting quorums and perform other duties as required by WIOA.
- (b) Board Vice-Chairperson. The Board Vice-Chairperson shall be elected from among any of the appointed Board members. The Board Vice-Chairperson shall fulfill the duties of the Board Chairperson in the absence of the Board Chairperson.
- (c) The Committee Chairperson and Vice-Chairperson shall be elected from the Board members and non Board members who are serving on the respective Committee.

6.2 Elections and Terms of Service. The Board’s Chairperson and Vice-Chairperson shall be elected by a majority vote of the Board’s members present at the Board meeting when the election is held. Each officer shall serve a term of two-years, which shall begin on July 1st of the election year and end on June 30th two years later. Board elections shall take place during even years

- (a) Each Committee’s chairperson and vice chairperson shall be elected by a majority vote of the respective Committee’s members present at the Committee meeting when the election is held. Each Committee officer shall serve a term of two years, which shall begin on July 1st of the election year and end on June 30th two years later. Committee elections shall take place immediately after a Committee is formed, and during odd years thereafter.
- (b) No officer may serve more than two consecutive terms in the same office. Elections of the Board and Committee’s officers shall be complete no later than June 30th of the final year of the officers’ term of office; alternatively, if a meeting to conduct the vote in the month of June is impractical, then the vote will be conducted at the next Board meeting before any other business is conducted.

6.3 Election Procedures for Board Officers.

- (a) Staff will solicit nominations for potential future officers from the Board members no later than the month of May immediately before the officers’

terms expire. The Board will be presented with the name and resumes of any Board members who wish to serve in a particular office after that Board member has submitted the same to Staff. Staff will be responsible for providing information regarding those Board members running for office to each Board member

- (b) The Board will hold a meeting, before the officers' terms expire, where the officers will be elected. During this meeting, the Board Chairperson will ask the Board members to provide nominations for potential officers. Any qualifying Board member, who is nominated and seconded, will be an officer candidate, unless that Board member does not accept the nomination. Board members will then vote on those members who accept their nominations. The candidate for office who receives the most votes for that office prevails and will serve in that office. In the event qualifying nominated candidate(s) do not exist, then the LEOs Chairperson shall appoint a temporary Board Chairperson and Vice-Chairperson, as needed, who shall serve until a qualified nominated candidate(s) may be elected, which election shall be agendaized in each subsequent Board meeting until the officer(s) are elected.

6.4 Election Procedures for Committee Officers.

- (a) Staff will solicit nominations for potential future officers from among the Board members serving on the respective Committee no later than month of May immediately before the officers' terms expire. The Committee will be presented with the name and resumes of any Committee members who wish to serve as a particular Committee officer after that Committee member has submitted the same to Staff. Staff will be responsible for providing information regarding those Committee members running for office to each Committee member.
- (b) The respective Committee will hold a meeting, before the officers' terms expire, where the officers will be elected. During this meeting, the Committee chairperson will ask the Committee members to provide nominations for potential officers. Any qualifying Board member, who is nominated and seconded, will be an officer candidate, unless that Committee member does not accept the nomination. The respective Committee members will then vote on those members who accept their nominations. The candidate for office who receives the most votes for that office prevails and will serve in that office. In the event qualifying nominated candidate(s) do not exist, then the Board Chairperson shall appoint a temporary Committee officer, as needed, who shall serve until a qualified nominated candidate(s) may be elected, which election shall be agendaized in each subsequent Committee meeting until the officer(s) are elected.

(c) **Vacancies.** The Board shall elect successors to fill the unexpired term of any officer within two months after the office becomes vacant. The Board member who is elected to fill a vacant office shall only serve to the end of the original term for which the vacancy was filled.

6.5 Removal. Officers will be automatically removed from office under the following conditions: (1) by a majority vote of a quorum of LEOs; (2) if the Officer does not qualify under WIOA to serve as in the office; (3) if the LEOs remove the Officer from the Board, or (4) if the Officer ceases to be a Board member for any reason.

ARTICLE VII AUTHORIZATION TO INCUR DEBT (NOT TO EXCEED \$50,000)

7.1 Authority to Incur Debt. When necessary to ensure the continued operations and functions of the Board, the ED, or a Staff management member to whom the ED has designated specific authority in writing, may incur debt in the name of the Board for allowable expenditures in accordance with federal, state and local laws, statutes, regulations, and policies, not to exceed \$50,000.00 annually. Whenever finances are expended pursuant to Article VII, Staff will provide the Board with a summary and justification of the purchase during the next Board meeting.

ARTICLE VIII LITIGATION

8.1 Counsel Representation. The Board will maintain its own legal counsel for all matters related to the Board. However, if there is litigation or claims against the Board, then the Board's counsel may, subject to the LEOs municipalities' approval, also represent the LEOs in a limited capacity with respect to the litigation or claims, because the LEOs' municipalities may ultimately be fiscally responsible to pay any award of damages or settlement resulting from the litigation.

8.2 Authority to Settle. The Board shall obtain the approval of the LEOs prior to setting any monetary claims.

ARTICLE IX REVISIONS AND AMENDMENTS


9.1 The Board understands and agrees that although the Board has duties and responsibilities to comply with applicable federal and state laws, that pursuant to 29 U.S.C. § 3101 and the Organizational Agreements the LEOs respective municipalities are responsible to ensure that WIOA funds are properly awarded and spent. As such, the Board will be governed in accordance with these By-Laws, which must be approved by the LEOs. If it is ever determined that WIOA or another applicable law conflicts with these By-Laws, then the WIOA or applicable law shall be followed.

These By-Laws supersedes the Board's dated July 31, 2012. These By-Laws may only be amended by a majority vote of the LEOs during a LEOs Consortium meeting.

LEOs RATIFICATION

These By-Laws having been reviewed and considered by the LEO Consortium during the September 8, 2015, LEO Consortium meeting and the LEOs having voted to approve these By-Laws; now therefore, the LEOs present these By-Laws to the Board as having been approved by the LEOs and requests the Board review these By-Laws, and consider them for approval.

Dated this 25th day of September, 2015.

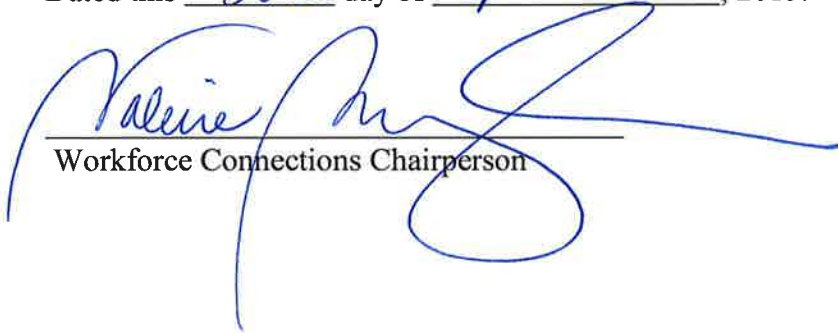


Commissioner Lawrence Weekly, LEO Consortium Chair

BOARD RATIFICATION

These By-Laws were considered and approved by the Board during the Board Meeting held on July 28 2015.

Dated this 22nd day of September, 2015.



Workforce Connections Chairperson