

Bylaws of the Area 20 Workforce Development Board

Effective October 19, 2016

Article I - Name

This Area 20 Workforce Development Board (WDB) is currently comprised of representatives from Fairfield, Hocking, Pickaway, Ross and Vinton counties, herein referred to as the “Board”. Additional representatives may be added if the composition of Area 20 were to change.

Article II - Purpose

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 - Role and Responsibilities

The Workforce Innovation and Opportunity Act (WIOA) of 2014, Pub. L 113-128 provides that the Local Workforce Development Board is the business-driven policy and planning entity. The Board will fulfill the functions outlined in the Intergovernmental Agreement and the Governance Agreement and/or the functions outlined in any future orders that amend or supersede the Intergovernmental Agreement or the Governance Agreement. The Board is charged with:

- Bringing together business, education, and labor leaders to assess the workforce needs of employers, and employment and training needs of job seekers;
- Identifying fiscal and other available resources at the local level;
- Developing priorities and targeting resources toward meeting the priorities;
- Setting policies and to achieve priorities
- Working with the Chief Elected Officials to establish a One-Stop system;
- Monitoring outcomes; and
- Allowing administrative staff to directly operate programs and resolve administrative details

Article IV - Membership

A. Composition

To create the Workforce Development Board, the respective County Commissioners will appoint a Board that is comprised of at least 51% representation from the business community and in compliance with WIOA regulations. Board composition will be designated as follow:

- Fairfield County – 5 members
- Hocking County – 3 members
- Pickaway County – 5 members
- Ross County – 5 members
- Vinton County – 3 members
-

All board members must reside or be employed within the member counties. Board Members are not considered “public officials” in their board capacity.

B. Term of Office

Board members will be appointed to a three-year term and may be reappointed without limit. Any Board member may resign by giving written notice to the respective County Commissioners, the Board Chair or the Board Director.

C. Vacancy-Absence

1. Members should contact the Board Director when they know they will be unable to attend a scheduled meeting. A member who has missed three consecutive, regularly scheduled meetings shall be presumed to have voluntarily resigned from the Board and action shall be initiated to seek a new member. The Board Chair may waive this provision due to illness or extenuating circumstances.

2. In the event of the resignation, death, or removal of any member, the vacancy shall be filled in the same manner as the appointment of the person whose membership is being filled, pursuant to State and Federal guidelines which have impact on Board composition.

D. Compensation

Members serve without compensation. However, members may be reimbursed for reasonable expenses incurred during the course of Board activities as approved by the Board Chair and fiscal agent.

Article V - Meetings

A. Regular Meetings

The Board shall hold no less than four (4) regular meetings annually.

B. Special Meetings

Special meetings of the Board may be called at any time by the Chair or the Director.

C. Notice of Meetings

Notice of the time, place, and purpose of any regular meeting of the Board shall be served upon each member either personally or by mail, telephone, e-mail or fax not less than five (5) working days before the meeting. Notice of special meetings shall be served in the manner described above no less than three (3) working days before the meeting. Any such notice may be expressly waived by any member either before or at the meeting for which notice has been waived.

D. Quorum & Vote

At each meeting of the Board, a minimum of 45% of the total membership constitutes a quorum for the transaction of business. **Attendance** of less than 45% allows the Board to adjourn without further notice until a quorum is present. 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. **(Ref., Article IV Membership, A Composition.)**

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. No proxy voting will be allowed. If a vote results in a tie, the Board Chair shall be the deciding vote.

F. Public Nature of Meeting

All meetings of the Board at which official business is conducted shall be in public with at minimum seventy-two (72) hour notice to the public. The Chair has the 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 Board in the conduct of business will, upon request, be made available to the public in accordance with the applicable statutes set forth in the Ohio Revised Code.

Article VI - Officers

A. Officers

The officers of the Board are the Chairperson and Vice Chairperson. Both officers are selected from Board membership by the Board at the last Board meeting prior to July 1 of each year. Both offices will

be effective July 1. Both officers will be business representatives.

B. Term of Office

The Chair and Vice Chair are to serve a one (1) year term until reappointed or replaced.

C. Chair of the Board

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

D. Vice Chair of the Board

In the absence of the Chair, or in the event of his/her inability to act, or if that office is temporarily vacant, the Vice Chair exercises all of the powers and performs all of the duties of the Chair. The Vice Chair has such additional powers and performs such other duties as may be assigned to him/her from time to time by the Board, County Commissioners and/or administrative agents.

Article VII – Committees and Subcommittees

A. Committees

1. An Executive Committee, consisting of the Chair, Vice Chair, and members nominated and approved through majority vote of the Workforce Investment Board, is authorized to take action necessary in the absence of a quorum. This committee is limited to five (5) members, including the Chair and Vice Chair. The Executive Committee is further empowered to act upon any business of an urgent nature, as determined by the Chair or administrative entity, between scheduled meetings of the full board. Any action by the Executive Committee requires three members to constitute a quorum for the transaction of business. Actions may pass with a majority vote of the Executive Committee members present. No more than two representatives from any county may concurrently serve on the Executive Committee.
2. The Chair of the Board may appoint or authorize the appointment of committees as may be deemed necessary or appropriate to carry out the purpose of the Board. All reports and actions taken by such committees must be approved by the Board prior to implementation.

B. Subcommittees

1. Standing committees are established on a permanent basis. The Board Chair may appoint or authorize the appointment of a standing committee as deemed necessary. All reports and actions taken by standing committees must be approved by the Board, or the Executive Committee, prior to implementation.
2. Ad hoc committees may be established on a temporary basis. The Board Chair may appoint or authorize the appointment of an ad hoc committee as deemed necessary. All reports and actions taken by ad hoc committees must be approved by the Board, or the Executive Committee, prior to implementation.

Article VIII – Conflict of Interest

No member of the Board shall cast a vote on the provision of service by that member (or any organization which the member directly represents) or vote on any matter which would provide direct financial benefit to that member, adhering to all the Ohio Ethics Laws O.R.C. 102, et al. Any member associated with any

organization for which action is being considered shall declare his/her affiliation with that organization and voluntarily exclude him/herself from the proceedings.

Article IX – Indemnification

Any Board member who at the time a cause of action against him/her arises is serving in the scope of his/her responsibility or has previously so served shall be indemnified against expenses necessarily incurred in the defense of any proceeding to which he/she is made party through liability insurance coverage carried by the administrative agent of the Board.

Article X – Modification and Amendment

These bylaws shall require two-thirds affirmative vote of those present for the modification, amendment, termination, or repeal thereof. Notice of such a vote along with copies of proposed changes shall be forwarded with the notice of the meeting.

Article XI – Rules of Order

All proceedings of the Board and its committees/subcommittees shall be governed by Roberts Rules of Order (Newly Revised) except in provisions as otherwise noted and contained herein.

Article XII – Minutes and Records

Minutes of all Board proceedings will be recorded and maintained by the administrative entity. Minutes shall be available for review upon request.