

## **By-Laws for Dutchess County Workforce Development Board**

### **ARTICLE I – NAME AND AUTHORITY**

#### **Section 1. Name**

The name of this body shall be the Dutchess County Workforce Development Board, Inc. hereinafter referred to as the DCWIB. The agreement with the Chief Local Elected Official (CLEO) established the incorporated Dutchess County Workforce Investment Board as the Local Workforce Development Board hereinafter referred to as the LWDB. The LWDB was 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**

The LWDB shall act on behalf of the Dutchess County Local Workforce Development Area hereinafter referred to as LWDA and shall provide policy guidance for and exercise oversight of the LWDA as set forth in WIOA.

The LWDB is staffed by the DCWIB.

Under WIOA the LWDB has the authority to solicit and accept grants and donations from sources other than Federal funds made available under this Act.

#### **Section 3. Principal Location**

The address of the principal office of the LWDB is: 3 Neptune Road, Poughkeepsie, New York 12601.

### **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 CLEO and economic, education, and workforce partners.

The Local Board must develop a strategy to continuously improve and strengthen the Dutchess County's 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.
- 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.

### **Section 3. Corporate Purposes**

The purposes of DCWIB shall be those set forth in its Certificate of Incorporation, as amended from time to time, provided, however, that the purposes of DCWIB are to operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time, or the corresponding provisions of any future United States Internal Revenue Law), in the course of which operation:

(a) No part of the net earnings of DCWIB shall inure to the benefit of, or be distributable to, its directors, officers, or other persons, except that DCWIB shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

(b) No substantial part of the activities of DCWIB shall be the carrying on of propaganda, or otherwise attempting to influence legislation and DCWIB shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code; and

(c) Notwithstanding any other provisions that are contained herein, DCWIB shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provisions of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law).

### **Section 4. Corporate Dissolution**

In the event the LWBD has approved the dissolution of DCWIB, the LWBD, after paying or making provision for the payment of all of the liabilities and obligations of DCWIB, shall distribute all of the assets of DCWIB pursuant to a plan of distribution adopted by the LWBD to such organization or organizations that are organized and operated exclusively for religious, charitable, educational or

scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as amended, subject to proper authorization of the Office of the Attorney General or an order of a Justice of the Supreme Court of the State of New York, as appropriate. The disposition of assets shall be subject to any designations or restrictions originally placed on the assets if acquired by donation, unless such designations or restrictions shall be released by order of a court having jurisdiction.

## **Section 5. Construction**

No By-Law provision shall be adopted if it would conflict with any provision contained in the filed Certificate of Incorporation, as amended from time to time, however, if there is deemed to be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

## **ARTICLE III – MEMBERSHIP**

### **Section 1. Composition**

All members shall be nominated and appointed in conformance with WIOA Sec. 107(b) (1) and (2). Members will receive written appointment from the CLEO.

The LWDB shall include a majority of representatives of local businesses, as well as local educational entities, labor organizations, community-based organizations, economic development agencies, and representatives from the One-Stop partners. Business representatives shall be executive level officer and/or employees with significant policy making or hiring authority.

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

- 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.

### **Section 2. Tenure**

LWDB business members shall be appointed for terms of three years ending on June 30th of the last year of such term, renewable upon completion. Should a term be ended in less than three years, replacement members will be appointed for a new three (3) year term.

The Chair of the LWDB shall notify the CLEO as to vacancies. The LWDB shall solicit nominations from local business organizations and submit a list of its nominations to the Executive Committee. After review by the Executive Committee, names will be forwarded to the CLEO for consideration and appointment.

Accordingly, LWDB members who depart the business or organization position from which they were initially appointed to the LWDB shall cease to be members of the LWDB, irrespective of their term of office, unless otherwise reappointed by the CLEO.

### **Section 3. Termination**

The resignation of a WDB member shall be effective upon receipt of written notice to the Chairperson, with a copy to the County Executive. If a resignation is verbally given by a WDB member, the Chairperson shall confirm the resignation in writing. Membership on the Board shall cease when the member offers his/her resignation to the Chair of the Board and WDB Director or the member is not re-appointed after completion of the term.

Any member may be removed from the LWDB for just cause by the CLEO, upon recommendation by the LWDB, whenever the best interest of the LWDB would be served. Removal of a member shall be affected by an affirmative vote by two thirds of a quorum of the LWDB after discussion at a meeting called for this purpose. Just cause may include three (3) consecutive absences, violation of conflict of interest requirements, or any other area the LWDB and CLEO agree is appropriate.

### **Section 4. Compensation**

Members of the LWDB shall serve without compensation. Additionally, 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).

### **Section 5. Rights and Powers of Members**

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. Schedule of Meetings**

The LWDB shall meet four (4) times a year and at the call of the LWDB Chair, or at the request of the CLEO. Special meetings may be called upon request of the chair. Prior to the meeting, such a request shall state in writing, the subject to be discussed at the special meeting.

### **Section 2. Notice**

WDB meetings will be planned for the full year and written notice of the time and place of every meeting of the WDB shall be given to the WDB members. Once a year, the WDB will hold a meeting inviting the business community and other stakeholders to attend and discuss the strategic plans/direction of the WDB.

Regular meetings shall be open and accessible to the public. A general public notice of regular WDB meetings shall be posted on the DCWIB website.

### **Section 3. Sunshine Provision**

In compliance with open meetings regulations for entities receiving WIOA Title I funds, the WDB shall conduct its business in an open manner and make activities of the WDB available to the public through posting of materials to the One-Stop websites, including the development of the local plan, specific policies and the minutes of formal WDB meetings upon request.

### **Section 4. Quorum, Proxies, and Voting**

LWDB members are expected to attend a majority of the meetings schedule for a calendar year.

Absences will be noted as Excused and Unexcused. Excused absences are those that are given to the LWDB Director in advance of the meeting.

- A member who has 25% unexcused absences from WDB meetings in a given calendar year, and who continues such absences after being notified by the WDB chairperson, may be reported to the County Executive with a recommendation that such WDB member be removed and replaced.
- A majority of the total membership of the WDB, including vacancies of the required member representatives shall constitute a quorum for the transaction of business at any WDB meeting, but a less number may adjourn.
- Each WDB member shall have one vote.
- In accordance with §679.310(g)(4), a proxy or alternative designee may be used when a board member is unable to attend a meeting and assigns a designee as per the requirements at §679.110 (d)(4) which are:
  - i) If the alternative designee is a business representative, the designee must have optimum policy-making and hiring authority.
  - ii) Other alternative designees should have demonstrated experience and expertise and optimum policy-making authority.
- Unless otherwise required by law or these by-laws, the vote of a majority of the WDB members present shall constitute an act of the WDB, provided that a quorum is present at the time of the vote and that the votes cast in favor of such action shall at least be equal to the quorum.
- Any action of the WDB will be voted upon at a meeting via the adoption of a resolution authorizing the action in accordance with the sunshine provision of the Act. The resolution and the record of the voting results shall be duly filed with the minutes of the proceedings of the WDB.
- For circumstances in which the chairperson determines it is prudent for the WDB to make a tentative decision prior to the formal WDB vote, electronic voting (e.g., via email) will be permitted. Such provisional electronic voting may be used where delaying a vote may have significant negative impact or other unintended detrimental outcome, and shall not be binding until a formal vote by the WDB (as per Section 4.VI to XI above) ratifying the electronic votes is taken by the WDB.

### **Section 6. Procedure**

The rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of the LWDB except where they may be in conflict with the Articles of Incorporation, these Bylaws, WIOA or other policies adopted by the LWDB.

### **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. Technology will also be used to promote WDB Member participation. Technology shall be used to improve WDB functions, broker relationships with stakeholders, and any other conditions governing appointment or membership on the WDB as deemed appropriate by the CEO. Specifically, email, conference calls, webinars, and websites may be used to maximize accessibility and effectiveness. Further, the WDB must make available to the public, on a regular basis, information regarding the activities of the WDB through electronic means, as required by WIOA Sec. 107(e).

### **Section 8. Advisory Board**

The LWDB may form an Advisory Board to it, the duties and composition of which shall be determined by resolution of the Board.

## **ARTICLE V – OFFICERS OF THE BOARD**

### **Section 1. Officers & Terms**

The LWDB shall have a Chair, Vice Chair, Second Vice Chair, Treasurer, and Secretary. The Chair, Vice Chair and Second Vice Chair must be a representative of the private sector.

Officers shall be elected by the LWDB.

Officers will be appointed to a three (3) year term.

### **Section 2. Officers**

The First Vice Chair will succeed the Chair following completion of his or her term.

If the term of office for an officer in this line of succession expires, the officer shall be eligible to continue on to fulfill the term of office through completion of the Chairmanship.

### **Section 3. Termination**

Any officer may resign upon written notice to the Chair.

Any officer may be removed from the LWDB whenever, in its judgment, the best interest of the LWDB would be served. Removal of an officer shall be determined by an affirmative vote by two-thirds after discussion at a meeting called for this purpose.

### **Section 4. Vacancies**

The board may fill a vacancy in any office for the unexpired term of the office so vacated, at any meeting of the Board or Executive Committee, notice having been given of such proposed action.

### **Section 5. Duties of Officers**

#### **CHAIR**

The Chair shall be the chief officer of the LWDB and, subject to the members of the LWDB, shall have direction and superintendence of the business properties and affairs of the LWDB. The Chair shall preside at the meeting of the members of the LWDB and the Executive Committee. The Chair shall serve as an ex-officio member of any committees. The Chair shall appoint members to committees and shall appoint Committee Chairpersons. The Chair shall delegate responsibilities to other officers and committee chairpersons as may be necessary. The Executive Director of the LWDB shall report to the Chair.

#### **FIRST VICE CHAIR**

The First Vice Chair shall perform, in the absence or incapacity of the Chair or when directed by the Chair of the LWDB, the duties of the Office of Chair of the LWDB and such other duties as may be delegated by the members of the LWDB or the Chair of the LWDB.

#### **SECOND VICE CHAIR**

The Second Vice Chair shall perform, in the absence or incapacity of the Chair or First Vice Chair or when directed by the Chair or First Vice Chair of the LWDB, the duties of the Office of Chair or First Vice Chair of the LWDB and such other duties as may be delegated by the members of the WIB or the Chair of the LWDB.

#### **SECRETARY**

The Secretary shall give notice of and attend all meetings of the LWDB and keep a record of actions, conduct, and correspondence of the LWDB. The Secretary shall also maintain a list of the current members of the LWDB. The Secretary shall also perform the duties usually incident to the Office of Secretary, and such other duties as are assigned by the LWDB, Executive Committee, or Chair.

## **TREASURER**

The Treasurer shall provide oversight of the monies received and expended for the use of the LWDB. The Treasurer shall perform the duties usually incident to the Office of the Treasurer and such other duties as are assigned by the LWDB, Executive Committee, or Chair.

## **ARTICLE VI – COMMITTEES**

### **Section 1. Executive Committee**

The Executive Committee shall be considered a standing committee of the LWDB. Other standing committees will be appointed as are deemed necessary by the LWDB.

The Executive Committee shall meet a minimum of eight (8) times per year.

Executive Committee meetings shall be conducted in accordance with Article IV.3, Sunshine Provision of these By-Laws.

The chairperson may appoint from among the WDB members an Executive Committee of the WDB. At a minimum the Executive Committee shall consist of the officers of the LWDB, the immediate past chair, if currently serving on the LWDB, plus two at-large members, and the Chairs of each standing committee should a standing committee be created. A designated representative from the One Stop Operator and the LWDB Executive Director will be expected to participate on the Executive Committee as non-voting members.

The Executive Committee shall identify major policy issues, develop WDB policy positions and provide program oversight. The Executive Committee shall have and may exercise all the authority of the WDB, except the authority of the WDB with respect to: the election of Officers or WDB members; the adoption, repeal or amendment of these by-laws; the adoption of a plan of merger, consolidation, dissolution of the WDB, or a revocation thereof; or the sale, lease, exchange or other distribution of substantially all the property or assets of the WDB other than those done in the ordinary and regular course of business. Approving budgets and procurements between WDB meetings subject to later approval by the WDB.

At the option of the Chairperson, a notice may be sent to WDB members identifying the need for the Executive Committee to meet on specified issues. Executive Committee meetings will be open to all WDB members.

### **Section 2. Executive Committee - Quorum**

Four members of the Executive Committee shall constitute a quorum for the transaction of business. A majority vote of the members of the Executive Committee (when there is a quorum) shall be necessary to pass any motion. The Executive Committee shall report to the LWDB on any such activity at the next meeting of the LWDB. Unless otherwise required by law or these by-laws, the vote of a majority of the Executive Committee members present shall constitute an act of the WDB, provided that a quorum is present at the time of the vote and that the votes cast in favor of such action shall at least be equal to the quorum.

The Executive Committee will only go into closed executive session upon a majority vote of its membership taken in an open meeting pursuant to a motion identifying the general area of the subject (s) to be considered. These areas may include matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular LWDB member, LWDB staff member, or LWDB organization, or for any other confidential matters.

## **Section 2 Other Committees**

Proposed regulation § 679.360 establishes the roles and responsibilities of standing committees within the WDB structure. Such committees are optional under WIOA, and may be used to assist the WDB in carrying out its responsibilities as outlined in WIOA sec. 107. The chairperson may, with the approval of the WDB, appoint other committees for such particular purposes as may be deemed necessary or desirable to enhance or assist the WDB in carrying out its duties and furthering the objectives of the WDB.

## **ARTICLE VIII – 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.

No LWDB member shall vote on any proposal in which he or she has any financial interest, direct or indirect. Prior to discussion or voting on any such proposal, the LWDB member or members shall disclose such interest to the LWDB Chair for inclusion in the written record.

A LWDB member may not vote on any matter that would provide direct financial benefit to the member, the member's employer, or the member's immediate family, nor on matters of the provision of services by the member or the entity the member represents. 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 LWDB.

A LWDB Member shall avoid even the appearance of a conflict of interest. Prior to discussion, vote or decision on any matter before the LWDB, 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 LWDB meeting.

Violations of the conflict of interest provisions may result in immediate termination of membership by the CLEO, upon recommendation by the LWDB.

## **ARTICLE IX – INDEMNIFICATION**

The LWDB agrees, to the fullest extent permitted by law, to indemnify and hold harmless its elected or other appointed members from any and all damages, losses, claims, liens, demands and causes of action, including but not limited to, judgments, penalties, interest, court costs, and legal fees incurred by the elected or other appointed member in connection with or arising directly or indirectly from the performance of the elected or other member's duties as a LWDB member. The LWDB shall investigate, handle, respond to and defend any such claims, demands or suits at its sole expense, and shall bear all other related costs and expenses even if such claims, demands or suits are groundless, false or fraudulent.

## **ARTICLE X – LIABILITY**

The LWDB shall purchase Officers and Directors Liability Insurance that protects elected or other appointed members against any cost, liability, or expense arising out of that member's present and past activities in the course of his or her duties as a LWDB member.

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## **ARTICLE XI – AMENDMENTS TO THE BY-LAWS**

These By-Laws or any part thereof may be amended or repealed by two-thirds vote of LWDB present and voting at any regularly scheduled meeting of the LWDB after notice that such action is a purpose of the meeting.

## **ARTICLE XII – RECORDS**

### **Section 1. Accessibility**

Meeting minutes, files and records shall be maintained in accordance with Federal, State or Local laws. Meeting minutes, agendas and agenda items, request for proposals and documents requiring a mandatory comment period and shall be made available through the organization’s website. In accordance with the Freedom of Information Law other files and records may be requested by the public in accordance with State policy. Records will be stored as digital files at the organization’s location and in a backup location off site.

### **Section 2. 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.

### **Section 3. Fiscal Year**

The fiscal year of DCWIB shall end on June 30<sup>th</sup> of each year.

### **Section 4. Actions Regarding Real Property**

In order to be in compliance with Section 509 of the NPCL, in a transaction involving all or substantially all of the assets of DCWIB, DCWIB shall not purchase, sell, mortgage or lease real property, unless authorized by the vote of two-thirds of the entire Board, provided that, if there are twenty-one (21) or more Directors constituting the entire Board at any given time, the vote of a majority of the entire Board shall be sufficient.

## **ADOPTED**

The Dutchess County Workforce Development Board convened on October 25, 2018, 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 October 25, 2018.