

**BYLAWS OF THE
WORKFORCE DEVELOPMENT BOARD (“WDB”)
FOR OHIO LOCAL AREA 19**

**Article 1
Name and Purpose of Bylaws**

Section 1 - Name

The name of the organization for which these bylaws apply is the Workforce Development Board (“WDB”) for Ohio Local Area 19.

Section 2 - Purpose of Organization.

The WDB was created pursuant to requirements set forth within federal and state law and regulation, pursuant to an Intergovernmental Agreement (“IGA”) entered into, effective March 1, 2016, between Ashtabula, Geauga, and Portage Counties. A copy of said Intergovernmental Agreement is attached to these bylaws as **Exhibit B**, with said Agreement incorporated into these bylaws via this reference. Should any of the provisions of these bylaws be found to conflict with the terms and conditions of the IGA, the terms and conditions of the IGA shall trump and be adhered to.

The terms and conditions of the same IGA also created the Northeast Ohio Consortium Council of Governments (“NOC COG”). The NOC COG is an organization which allows a single representative for each member county that belongs to the same. The NOC COG was created for the express purpose of implementing, governing, and administering any and all workforce and economic development programming, as directed by the NOC COG Workforce Development Board, (a.k.a. the WDB for Ohio Local Area 19).

The WDB exists to provide strategic and operational oversight, and to assist in the achievement of the strategic and operational goals in the areas of economic and workforce development for the area and regional jurisdictions to which it is assigned.

Section 3 – Purpose of Bylaws.

The purpose of these bylaws is to outline the policies and procedures of the operations of the WDB.

Section 4 – Functions of WDB.

The WDB shall assist the members of the NOC COG in fulfilling the functions outlined in the Workforce Innovation & Opportunity Act of 2014, hereinafter “WIOA”. Functions of the WDB expressly include, but are not necessarily limited to the following:

- Develop and submit local and regional plans.

- Conduct workforce research and regional labor market analysis.
- Convene local workforce development system stakeholders to assist in the development of the local plan and identify non-Federal expertise and resources to leverage support for workforce development activities.
- Lead efforts to engage a diverse range of employers and other entities in the region.
- Lead efforts to develop and implement career pathways.
- Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and job seekers.
- Conduct oversight of the adult, dislocated worker and youth programs and the entire OhioMeansJobs delivery system, ensure the appropriate use and management of WIOA funds, and ensure the appropriate use, management and investment of funds to maximize performance outcomes.
- Negotiate and reach agreement on local performance measures with the chief elected officials and the State.
- Negotiate with the chief elected official and required partners, in order to maintain the OhioMeansJobs delivery system through the Memorandum of Understanding.
- Competitively procure provider(s) of youth program services, provider(s) of adult and dislocated worker career services, and the OhioMeansJobs center operator
- Ensure there are sufficient numbers and types of providers of career services and training services in the local area.
- Coordinate activities with education and training providers in the local area
- Develop a budget for the activities of the board.
- Assess, on an annual basis, the physical and programmatic accessibility of all OhioMeansJobs centers in the local area, in accordance with section 188 of WIOA (pertaining to nondiscrimination), if applicable, and applicable provisions of the Americans with Disabilities Act of 1990.
- Certify the OhioMeansJobs centers in the local area.

Article 2
Composition, Quorum, Term,
Compensation, Resignations, Removal, Vacancies

Section 1 – Composition

The WDB shall consist of thirty-three (33) members, as detailed in **Exhibit B**, and as summarized in the attached **Exhibit A**, which is attached hereto and incorporated in its entirety by this reference. Each of the three (3) counties that are represented by the WDB shall have a total of ten (10) members appointed to serve on the same. . In addition to these thirty (30) members, the duly elected CEO of the NOC COG shall appoint an additional three (3) at large member representatives as detailed within **Exhibits A and B**.

Section 2 – Term

- a. Those individuals that served on the Workforce Investment Board (“WIB”) under the Workforce Investment Act (“WIA”), and who were held over to serve on the WDB, shall serve an initial term from February 1, 2016 through June 30, 2017.
- b. All new appointees to the WDB shall be appointed for a term of two (2) years commencing with the date of appointment provided within their appointment letter. Thereafter, the NOC COG will appoint individuals to fill seats on the WDB, as those seats become vacant, for additional two (2) year terms. There shall be no cap on the total number of terms that an individual may serve on the WDB.

Section 3 – Compensation for Services and Expenses.

No WDB member will receive compensation for services as a WDB member. However, should a WDB member be asked to attend an event, training, or meeting, other than a regular or special meeting of the WDB, or a committee for the same; the Director may compensate the WDB member for all travel, hotel, and meal expenses if approved in advance or retroactively by the WDB and/or the NOC COG, pursuant to the same policies and procedures pursuant to which the same expenses for board staff employees are addressed.

Section 4 – Resignation

Any WDB member may resign at any time by giving written notice to the Director of the WDB. The resignation shall take effect at the time specified within the written notice.

Section 5 – Removal

Should a commissioner wish to remove an individual that is serving within a WDB position, s/he may ask the NOC COG Board to remove that individual by majority vote at any regularly or specialized scheduled meeting of the NOC COG. The NOC COG Board shall have the sole authority appoint and/or remove at its will, the members to the WDB that each county has the power to appoint in accordance with criteria established under Section 107 of the Workforce Innovation and Opportunity Act of 2014, and as set forth within **Exhibits A and B**, and as follows within this Agreement.

Otherwise, an individual shall remain a member of the WDB until one of the following occurs:

1. The term of the member ends and s/he is not duly reappointed.
2. The individual resigns from the WDB.
3. The individual experiences a change in circumstances (i.e. no longer works for the employer that s/he was appointed to represent) and is therefore no longer deemed qualified, and as a result either resigns or is removed by a NOC COG Board vote.
4. The IGA is terminated, and/or the WDB is dissolved.

Section 6 – Vacancies

The NOC COG shall seek to fill all vacant positions within forty-five (45) days from the position becoming vacant.

Article 3 Meetings and Procedure Relating to the Same

Section 1 – Regular Meetings

Each WDB member is expected to attend all regularly scheduled board meetings. The WDB shall meet at least four (4) times per year as established by the WDB at the June annual meeting. The WDB may call special meetings as needed. Business of the WDB may be conducted at either a regular or special meeting. The WDB shall see that the meeting schedule is sent to all WDB members within ten (10) days after the schedule is approved, and/or within ten (10) days after any change in the schedule is made.

Section 2 - Special Meetings

Special meetings of the WDB may be held at any time at time upon the call of the Chair, the Vice-Chair if the Chair is unavailable, or by notice to the Director of the WDB by ten (10) of the members of the WDB of the desire to have a meeting at a specific time on a specific date. A quorum is needed to conduct any business of the WDB. An agenda, with all items designated for discussion, must be sent to WDB members at least seventy-two (72) hours in advance of any special meetings. Items not listed on the agenda cannot be discussed at special meetings.

Section 3 - Notice of Meetings

Because the regularly scheduled meetings are scheduled in advance at the June annual meeting and then are posted on the website of the WDB, all WDB members are on actual notice of the regularly scheduled meeting dates at the conclusion of that meeting. The Director of the WDB shall remind each member of the WDB of every regular meeting at least seventy-two (72) hours prior to such meeting in writing by email at the same time it issues the draft agenda for any meeting.

The Chairperson of the WDB shall cause each member to be notified of every special meeting at least seventy-two (72) hours prior to such meeting in writing by email.

Section 4 – Public Nature of Meetings

All regular meetings, special meetings, and/or committee meetings to which the WDB has provided final decision making authority are open to the public. Except where the WDB has by vote at a regularly or specially scheduled meeting by vote expressly authorized a committee to take action on its behalf, without further action by the WDB, all committee meetings shall involve a discussion of matters, followed by recommendations to the full WDB, and/or NOC COG Board, and will require action by

that full WDB. Only those committee meetings where the committee has been provided with final decision making authority shall be treated as public meetings, and be open to the public. All other committee meeting shall generally be closed to the public, except to those committee members, or invitees, invited by the committee chairperson.

At all public meetings, only WDB members shall participate, with the following exceptions:

- 1) Non-members who are specifically invited by the WDB to present information to the WDB meeting.
- 2) Non-members who have made a written request at least twenty-four (24) hours prior to the meeting stating the subject and content of their presentation, may be invited to attend at the discretion of the Chairperson. Written requests should be submitted to the Director of the Board to be discussed with the Chairperson. Public presentations, as approved by the Chairperson, will occur under agenda item, public comment, or under new business, if not specifically placed on the agenda.
- 3) A public comment period will be included at the end of each meeting, following new business, unless otherwise placed differently on the agenda. Comments will be limited to three (3) minutes, unless additional time is approved by the Chairperson.

The WDB will make available to the public, on a regular basis through electronic means and open meetings, information about the activities of the WDB.

Section 5 – Procedure at Meetings

All meetings of the WDB will follow the procedures as listed in Roberts Rules of Order. Specific items to be discussed at regular meetings will be placed on the draft agenda, which will be provided to all members, at least seventy-two (72) hours in advance of the meeting. Any WDM member may place items on the agenda by asking the Director and/or the Chairperson to place the same on the agenda, up to twenty-four (24) hours prior to the scheduled meeting. A final agenda will be issued to all WDB members by email, 3:00 p.m. of the day prior to any meeting. Items that come before the WDB without being on regular meeting agenda may be placed on the agenda at any point during the meeting by a two thirds (2/3) affirmative vote of the WDB members in attendance. No business may be transacted for which a vote must be taken for any items not on the agenda of a special meeting.

Section 6 – Quorum

- a. Ten (10) members (approximately 30% of the total WDB when all seats are full), must be present and in person at any meeting, to constitute the establishment of a quorum for the transaction of business at the meeting. A quorum must exist as a

precedent to the transaction of any Board business or vote upon any matters submitted to the Board.

- a. Whether or not a quorum exists, a majority of the Board (present and in person) may convene or adjourn any meeting at any time. However, without quorum, no business may be transacted for which a vote must be taken.

Section 7 – Voting

Each WDB member has one (1) vote. The presiding officer of a meeting (Chairperson or Vice Chairperson) shall not vote except to break a tie. In the event of a conflict of interest, the WDB member must declare that conflict for the record and recuse themselves from any relevant discussion and/or voting on that matter. Further, no conflicted WDB member shall chair that portion of the meeting, engage in discussion, or vote on any matter which has a direct bearing on services to be provided by that member or the organization that the member represents.

Unless otherwise stated herein, all votes shall be decided by a simple majority of the WDB members present.

Section 8 – Proxy Representation

Each WDB member may send an individual that is from the organization which they represent on the WDB to serve in their place, as if they were the appointed representative, for the purposes of a regular meeting, special meeting, and/or committee meeting pursuant to the terms and conditions below:

- a. The proxy must actively belong and/or be employed by the same organization.
- b. The proxy must be a member of management of the same.
- c. The WDB member must send notice twenty-four (24) hours in advance of the scheduled meeting to the Director of the identity of the proxy, including their name, position, phone number, and email.
- d. The proxy may attend no more than two regular and/or special meetings in a year in the place of the appointment WDB member.

Section 9 – Executive Sessions

Should the WDB need to address issues that require strict confidentiality, the Board Meeting will be interrupted to allow the WDB to convene in Executive Session to discuss and act upon the issue that warranted the session. To go into Executive Session, there must be a motion stating the general business to be discussed during Executive Session, and who is invited to participate in the same other than WDB members. Otherwise, only WDB members will be allowed to be present during the Executive Session. A simple majority of those present is sufficient to move into Executive Session. Immediately upon the conclusion of the Executive Session the WDB meeting will be reconvened and any relevant action that can be made public will be reported at that time.

Section 10 – Cancellation of Meetings

The Chairperson, or the Vice Chairperson in his/her place should the Chairperson not be available, shall have the authority to cancel any scheduled meeting at any time, for any reason, including but not limited to the most common reasons such as anticipated lack of quorum, bad weather, lack of business on the agenda, etc.

Article 4 Officers and Elections of the Same

Section 1 – Officers

The officers shall consist of a Chairperson and Vice Chairperson. In the event that the Chairperson and Vice Chairperson are not available to conduct a meeting, any member of Executive Committee present shall conduct the meeting. If there is a dispute amongst the Executive Committee members present as to who will chair the meeting, the WDB shall take a vote to appoint a Chairperson pro tempe, or temporary chairperson for the purposes of the meeting.

A. The Chairperson shall:

1. Be a representative of business.
2. Preside at all meetings of the WDB.
3. Provide leadership to the WDB in carrying-out its collective responsibilities.
4. Have general delegation of authority to act on behalf of the WDB in emergency circumstances to initiate any action which requires WDB attention or relates to WDB responsibilities and which action shall be subject to later consideration by the WDB.
5. Generally perform all other miscellaneous duties required by the WDB

B. The Vice Chairperson shall:

1. Be a representative of business.
2. Assist the Chairperson in the performance of his/her responsibilities to the extent that the Chairperson may request.
3. In the absence of the Chairperson, or in the event of his or her inability to act, perform the duties of the Chairperson, and, when so acting, shall have all the powers of and be subject to the restrictions of the Chairperson.
4. Perform such further duties and acts as usually pertain to this office or that are assigned by the Chairperson or the Board.
5. If the office of Chairperson shall become vacant, the Vice Chairperson shall assume all duties of the Chairperson for the remainder of the Chairperson's term.
6. A special election shall be called for at the next regularly scheduled meeting to replace the Vice-Chairperson.

7. Should both positions become vacant at the same, a special election shall be held to fill both positions for the remainder of the positions' terms.

C. Duties of Treasurer and Secretary Performed by Staff.

1. The duties that would traditionally be performed by a Board Treasurer, shall be performed by the Fiscal Agent for the WDB, who shall serve at the pleasure of the NOC COG, either as a contracted for agent, or employee of the same.
2. The duties that would traditionally be performed by a Board Secretary, shall be performed by the board staff for the WDB, who shall serve at the pleasure of the NOC COG, either as a contracted for agent, or employee of the same.

Section 2 – Election of Officers and Executive Committee.

Nominating Committee

At the September meeting of the WDB, or the next regularly or specially scheduled meeting of the WDB should a September meeting not occur, the current Chairperson shall appoint a nominating committee who shall meet and nominate a candidate or candidates for the Chairperson, the Vice Chairperson, and two additional members of the executive committee.

Election of Officers and the Executive Committee

The election of officers and executive committee members shall take place at the regularly scheduled December meeting of the WDB. The slate of nominated officers shall be mailed, faxed or emailed to all WDB members at least seventy-two (72) hours prior to the occurrence of the December meeting. Nominations may also be made from the floor at the December meeting, prior to the vote on any officers and/or the executive committee.

Any member may serve or be elected as an officer for an unlimited number of consecutive or non-consecutive terms.

Article 5 Committees

Section 1 – Standing Committees

Standing committees are an option of the WDB to provide information and assist with carrying our responsibilities under WIOA, including identification of strategies for better meeting the needs of individuals with barriers to employment.

The membership of the standing committees will be decided upon by the WDB. The Chairperson of the WDB shall have the ability to appoint individuals to the standing

committees in addition to or instead of the WDB, where the WDB has not taken action appointing membership to these committees.

Unless expressly authorized by the WDB to take action upon its behalf pursuant to a voted upon motion, the reports and actions taken by standing committees must be approved by the WDB, and receive concurrence from the NOC COG, or their designee, prior to implementation.

Except for the executive committee, all other committees, can and should include appointees from within the community who could contribute to the same, who are not members of the WDB.

A. Executive Committee.

The executive committee is the working committee of the full WDB, created to develop recommendations for actions, and/or actions to be taken by the full WDB. Its purpose for existence is to handle sensitive, confidential, and/or general matters that are better handled by a smaller sub-group of the WDB.

Members of the executive committee include the WDB Chairperson, the WDB Vice Chairperson, the Chief Local Elected Official of the NOC COG, one (1) elected WDB member that represents either (Labor, Apprenticeship Programs, Community Based Organizations, Local Education and/or Youth Agencies); any other one (1) elected WDB member. The WDB Chairperson will serve as Chairperson of the Executive Committee.

B. OMJ Center Committee

The OhioMeansJobs center committee will provide information and assist with operational and other issues relating to the OMJ delivery systems. Members of the OhioMeansJobs center committee will include representatives of the OMJ center partners.

C. Youth Committees

The youth committee will provide information and assist with planning, operational and other issues relating to provision of services to youth. Members of the youth committee will include some representatives of Community Based Organizations with a demonstrated record of success in serving eligible youth.

D. Ad Hoc Committees

The Chairperson of the WDB, and/or the WDB may appoint or authorize the appointment of other ad hoc committees as deemed necessary to carry out the responsibilities and due diligence of the WDB. The ad hoc committee shall serve for the time period set forth within the motion that created the same. If no time period was set forth, the Chairperson and/or the WDB may terminate the service of the ad hoc committee at any time by motion, or by announcement of the same into the record.

Section 2 – General Rules Regarding Standing and Ad Hoc Committees

As required by WIOA, all standing committees will be chaired by a member of the WDB and will be comprised of WDB members, and/or other individuals appointed by the WDB or Chairperson who are not WDB members.

The Chairpersons of standing committees are appointed by the Board Chairperson, after consultation with the WDB. Committee membership does not have a term limitation. The committee chairpersons will determine regular meeting schedules for their committees.

Committee meetings, unless specifically authorized to take action on behalf of the WDB, are private, not public meetings. Only those where the committee is expressly authorized to act on behalf of the Board are public meetings. In cases where the committee has been expressly authorized to act on behalf of the WDB, the committee chairperson will work with the WDB staff to make sure that the meeting is publicly noticed and advertised. All private, non-public committee meetings may be held in person, or using some other electronic method, including the telephone.

All committees must have a minimum of five (5) appointed committee members, and the quorum for all committee meetings no matter how many individuals are appointed, is the presence of at least three (3) committee members.

Article 6 Conflict of Interest

Section 1 – Conflict of Interest

A WDB member must not participate in or vote on the provision of services by such member (or any organization which the member directly represents), nor on any matter which would provide any direct financial benefit to that member, a member of his/her immediate family, or the organization he/she may represent.

All members of the Board must adhere to all the Ohio Ethics Laws O.R.C 102, et al.

Each WDB member and employee or contractor is solely and personally responsible to disclose to the WDB Chair/ and/or LEO any situation that he or she perceives to be a conflict or potential conflict of interest. This disclosure will be recorded in the appropriate committee or WDB minutes.

No WDB member, employee or contractor, shall participate in any discussion of any matter without prior disclosure to the WDB Chair/ members and/or LEOs of the person's interest and/or concern.

All members of the WDB and/or any committee are required to sign a Code of Conduct or Conflict of Interest statement as prepared by the WDB. A copy of the signed Code of

Conduct shall remain on file in the WDB staff office during the term of each WDB member.

Section 2 – Abstaining from a Vote

Whenever a matter to be voted on by a WDB member or committee member would involve him/her in a conflict of interest, he/she shall declare the conflict of interest to the chairperson of the WDB or committee at the beginning of the discussion of the topic during the meeting. Following such announcement, the WDB or committee member shall abstain from discussion, decision-making and voting on such matter.

When a member abstains from voting due to a conflict of interest, the minutes shall both reflect the abstention and the reason for the abstention as being due to conflict of interest or potential conflict of interest.

Section 3 – Raising Questions of Conflicts of Interest

Whenever a WDB member or committee member has cause to believe that a matter to be voted upon would involve any other WDB member or committee member in a conflict of interest, he/she must raise such question with the WDB Board Chairperson or committee chairperson prior to the next meeting, or with the entire WDB or committee during the meeting. The question so raised shall be decided by a majority vote of the WDB or committee members present, excluding any WDB or committee member present who has been disqualified from voting on the issue because of his/her own conflict of interest. If a conflict of interest is found to exist, the WDB member or committee member shall abstain from discussion, decision-making and voting on such matter.

Article 7

Indemnification, Amendment of Bylaws, Miscellaneous

Section 1 – Indemnification

All WDB members will be provided defense and indemnification in accordance with ORC 2744.07.

Section 2 – Amendments

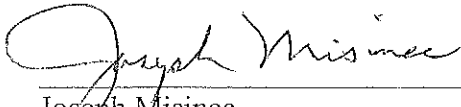
These bylaws may be altered, amended or repealed and new by-laws adopted by a two-thirds majority of the members of the WDB present at a regularly scheduled meeting, who cast an affirmative or negative vote on the motion to amend, excluding all abstentions. Proposed changes to the by-laws must be submitted to each member of the WDB, in writing, at least seven (7) days before any vote on the proposed amendment. Any amendments passed by the WDB must be forwarded to the NOC COG.

Section 3 -- Miscellaneous

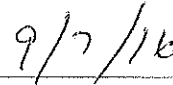
When acting upon the WDB's behalf, no WDB member, officer, employee or other agent shall discriminate against any person because of race, religion, color, creed, sex, national origin or handicap.

If any provision or Article of these bylaws is ever judicially determined to be invalid or unenforceable, such determination shall not affect the validity or enforceability of any other provision or Article of these bylaws.

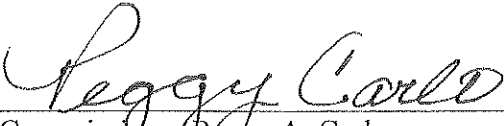
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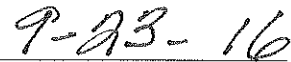
Joseph Misinec
President Pro Tempe of Area 19 WDB



Date



Commissioner Peggy A. Carlo
President NOC COG



Date