

**BY-LAWS OF THE NEW RIVER/MOUNT ROGERS  
WORKFORCE INVESTMENT CONSORTIUM BOARD**

**Preamble**

WHEREAS, pursuant to the New River/Mount Rogers Workforce Investment Consortium Agreement (the “Joint Powers Agreement”) entered into by the following political subdivisions of the Commonwealth of Virginia:

Bland County	Smyth County
Carroll County	Washington County
Floyd County	Wythe County
Giles County	Bristol City
Grayson County	Galax City
Montgomery County	Radford City
Pulaski County	

have been duly constituted as the New River/Mount Rogers Workforce Investment Area Consortium (the “**Consortium**”); and

WHEREAS, the Consortium has been duly authorized by the Agreement to adopt by-laws for the Consortium.

NOW, THEREFORE, the Consortium does hereby adopt the following by-laws:

***Article I***  
***Consortium Established***

The jurisdictions aforementioned have been hereby constituted a multi-jurisdictional public body for the purpose of engaging in activities under Section 117(c)(1)(B) of Public Law 105-220, the Workforce Investment Act (the “**Act**”), and Va. Code 15.2-1300. The scope of authority granted to the Consortium by the Member Jurisdictions is found in the New River/Mount Rogers Workforce Investment Area Consortium Agreement (the “**Agreement**”).

***Article II***  
***Governance***

A. CONSORTIUM:

1. The Consortium shall be governed by the 13 “Chief Local Elected Officials” appointed respectively from the 13 Member Jurisdictions (the “**Representative**”).

2. A Representative must be a member of the governing body or its chief administrative officer. The Member Jurisdiction may appoint an alternative Representative to serve when the designated Representative is unavailable.

3. The length of the term for each Representative is determined by the appointing Member Jurisdiction. The Member Jurisdiction is responsible for filling any vacancy that may occur.

4. Each Member Jurisdiction shall provide the Consortium Board with written notice of the appointment of its Representative and alternative Representative and the length of their terms. The appointment notices shall be permanent records of the Consortium. Until such written notice is provided to the Consortium the Representative may not vote or take action on any matter before the Consortium Board.

B. OFFICERS:

1. The Consortium shall elect a Chair and a Vice-Chair at the January meeting. The Chair and the Vice Chair shall at all times come from different planning districts. The election of the Chair shall precede the election of the Vice-Chair. The term for each officer shall be one year. Vacancies shall be filled by election for the remainder of the unexpired term.

2. The Chair shall preside over meetings of the Consortium, act as chair of the Executive Committee, appoint all committees created by the Consortium, be responsible for the management of the affairs of the Consortium and other duties as set forth in the Consortium Agreement.

3. When the Chair is absent or unable to serve, the Vice-Chair shall perform the duties of the Chair.

4. The Chair, and when the Chair is incapacitated or unavailable, the Vice-Chair shall have signatory authority for all contracts, grant documents, appointments, and other transactions authorizing the Board. The Consortium Board may appoint other Representatives, The Grant Recipient, and/or the fiscal agent to exercise limited signatory authority provided that the authorization and the scope of the signatory authority is specified in a resolution adopted by the Board.

5. The Executive Director shall be responsible for the taking, recording, duplicating, distribution, retaining, and disposing of all minutes of the Consortium under the guidelines of the Library of Virginia and state law. The Executive Director may delegate this function to staff.

C. COMMITTEES:

1. There is created a standing Executive Committee consisting of the Consortium Chair and Vice Chair and as appointed by the Chair two Representatives from the Mount Rogers planning district area and one from the New River planning district area. The Chair and Vice-Chair of the Consortium shall serve respectively as the Chair and Vice-Chair of the Executive Committee. The Executive Committee shall be responsible for management of the day-to-day affairs of the Consortium between meetings thereof as authorized from time to time by the Consortium.

2. There is created a standing Finance Committee consisting of two Representatives from the Mount Rogers planning district area and two Representatives from the New River planning district area so appointed by the Chair. The fiscal agent and grant recipient shall serve as advisory members of the Finance Committee. The Finance Committee shall meet no fewer than

three times a year. The purpose of the Finance Committee is to oversee and monitor expenditures to ensure compliance with the adopted budget and contractual requirements; to assist in the development in conjunction with the WIB of an annual budget for the Consortium; and to oversee the auditing process. The Finance Committee shall report to the Consortium Board at its first meeting following the meeting of the Finance Committee.

3. There is created a standing Nominating Committee for the purpose of identifying qualified individuals within the Workforce Investment Area to serve on the Workforce Investment Board (“the WIB”). The committee shall be composed of two Representatives from the Mount Rogers planning district area, one Representative from the New River planning district area, up to two Representations so appointed by the Chair, and two members of the WIB Board who are appointed by its Chair shall serve on this committee. The Nominating Committee shall work with the Executive Director and member jurisdictions to recruit qualified individuals to serve on the WIB Board.

4. The Consortium Board may create other standing committees, designate their duties and membership, and authorize the Chair to appoint Representatives.

5. The Consortium Board may create such joint committees with the WIB as are needed to effectively administer the provisions of the Act.

6. All committees authorized hereunder shall report and be accountable to the Consortium Board and shall operate consistent with the Freedom of Information Act and the Conflicts of Interests Act.

#### D. POWERS OF THE CONSORTIUM:

The Board shall exercise those powers granted to the Chief Elected Official the Act, including:

1. Appointment of the Workforce Investment Board under Section 117 (c) of the Act, and any applicable agreements.

2. Designate an entities to serve as a grant subrecipient or as a fiscal agent.

3. Entering into planning, operational, and oversight agreements with the WIB .

4. Select One-Stop Operators, jointly with the WIB.

5. Approve a the 5-year Strategic Plan, jointly with the WIB.

6. Approve budget, developed by the WIB, for carrying out the duties of the Consortium.

7. Approve the budget, authorize the expenditure of all funds, monitor use of funds and program operations to ensure compliance with the law, hire staff, appoint an Executive Director, and establish policies for the Consortium including the WIB and all committees thereof.

8. Exercise such other powers and establish such policies under the Act and under the Joint Powers Agreement as may be necessary and proper in order to carry out the foregoing powers.

### *Article III* *Meetings, Voting*

#### A. MEETINGS:

1. The Consortium Board shall meet bi-monthly beginning in January of each year. Regular meeting dates shall be established by the Consortium Board at its January meeting and notice of the meeting schedule, times, and locations shall be posted by the Executive Director and mailed to the Clerk of each Member jurisdiction for posting where public notices are posted in their jurisdiction. Meetings notices shall also be posed on the Consortium webpage and at the Consortium offices.
2. Special meetings may be called by the Chair when deemed necessary or upon written application of at least one-third members entitled to vote at the meeting.
3. With the consent of the Executive Committee, the Chair may cancel any meeting so called if it is determined that the business is not sufficient to warrant a meeting or if it is known that there will not be a quorum attending.
4. Notice of all regular and committee meetings shall be given to each member in writing postmarked to him or her either personally, electronic mail or by mail a minimum of seven (7) days prior to the date called for the meeting. Such notice shall include the tentative agenda and description of any matter(s) that the members may be called to vote upon at the regular meeting. Agenda topics should be coordinated with a Chair prior to this deadline.
5. Notice of special meetings shall be provided to each member in writing a minimum of forty-eight (48) hours in advance of the special meeting. Such notice shall include a description of the matter(s) for which the special meeting is called. At any special meeting only business specified in the special meeting notice may be transacted unless all Representatives are present.
6. All meetings of the Consortium Board and its committees shall be open to the public. The Consortium Board shall make available to the public, on a regular basis through its open meetings, information regarding the activities of the Consortium Board, including information regarding the Strategic Plan prior to submission of the Plan, information regarding membership on the WIB, and, upon request, minutes of the meetings of the Consortium Board.
7. A meeting or a portion of a meetings may be closed to the general public only in compliance with the exemptions granted in FOIA.
8. All meetings of the Consortium Board shall be publicly announced in compliance with the open meetings provisions of FOIA.

9. Minutes of the Consortium Board meetings shall be taken and shall be distributed to all Consortium Board members at or before the next regular meeting of the Consortium Board.

## *Article IV*

### *Voting*

#### A. QUORUM:

A quorum at any Consortium Board meeting shall consist of a majority of the Representatives duly representing Member Jurisdictions. A quorum at a committee meeting shall consist of a majority of the Representatives appointed to such committee.

#### B. VOTING:

1. All Representatives shall vote on all actions taken by the Consortium, unless a Representative abstains because of a conflict of interest, or for other good cause.
2. All actions except those listed herein require affirmative vote by a majority of those present and voting.
3. The following actions as provided in Article IV, Section 5 of the Joint Powers Agreement shall require at least four (4) Representatives from the Mount Rogers planning area and three (3) Representatives from the New River planning area voting in the affirmative:
  - a. Issuance of long term debt
  - b. Real Property transaction
  - c. Grants and contractual obligation
  - d. Hiring and discharging Executive Director
  - e. Designation of Fiscal Agent

#### 4. Committees

Voting within each committee shall be by majority vote of the quorum present.

#### C. AGREEMENTS, PLANS, BUDGETS:

All agreements, local plans, and operating budgets for the programs under the Act, and any amendments thereto, shall be approved by majority vote of the Representatives present at a meeting of the Consortium Board prior to execution by the Chair.

*Article VI*  
*Conflict of Interest, Confidentiality*

A. CONFLICT OF INTERESTS

1. 29 U.S.C. § 2821(f) of the Workforce Investment Act prohibits a member of the Consortium Board from voting on a matter under considerations by the Consortium Board when:

- a. the matter concerns the provision of the services by the member or by an entity that the member represents; or
- b. the matter would provide direct financial benefit to the member or the immediate family of the member; or
- c. the matter concerns any other activity determined by the Consortium Board to constitute a conflict of interest as specified in the Regional Plan.

2. The Virginia Conflict of Interests Act, Va. Code § 2.2-3100 et. seq. prohibits Representatives from engaging in certain unethical behavior and conflicts of interest. A violation of the Conflict of Interests Act can result in criminal prosecution. All Representatives are required to read this Act and to be familiar with its restrictions. Within two weeks of being appointed, or reappointed as a Representative, the Executive Director shall provide the Representative with a copy of the Act. Each Representative must complete and file with the Executive Director no later than January 15 of each year a *Statement of Economic Interest* form (a copy is available from the Secretary of the Commonwealth).

3. Representatives are expected to avoid unethical behavior in the course of performing their official duties. The Consortium Board not only expects its Representatives to avoid impropriety, but also to avoid the appearance of impropriety whether or not any actually exists. Representatives must avoid:

1. using their position for private gain;
2. giving preferential treatment to any person or entity;
3. losing their independence or impartiality in making decisions; or
4. acting in any way that might erode public confidence in the integrity of the Consortium Board

4. Representatives must abstain from voting on issues and matters that will result in a director or indirect conflict of interest. Abstentions, and the general reasons therefore, should be duly recorded in the minutes of the meeting.

B. CONFIDENTIALITY:

1. All information, whether transmitted orally or in writing, that is of such a nature that is not, at the time, a matter of public record or public knowledge is deemed confidential by the

Consortium Board. Representatives shall not disclose confidential information obtained in the course of or by reason of membership on the Consortium Board to any person or entity not directly involved with the business of the Consortium Board.

2. No Representative shall use confidential information obtained in the course of or by reason of his or her membership on the Consortium Board in any matter with intent to obtain financial gain for the member, the member's immediate family or any business with which the member is associated.

3. No Representative shall disclose confidential information obtained in the course of or by reason of his or her membership on the Consortium Board in any manner with the intent to obtain financial gain for any other person.

## *Article VII*

### *Workforce Investment Board*

#### A. APPOINTMENTS:

1. The Workforce Investment Board (the "WIB") shall consist of no greater than thirty-nine (39) members, a minimum of fifty-one (51) percent of which must be representatives from business as defined and restricted in the Act. The goal is to have at least twenty-six members representing businesses within the area with equal representation from the thirteen Member Jurisdictions. The remainder of the membership may be filled by persons representing the various workforce, educational, and provider entities in the area as provided in the Joint Powers Agreement.

2. All appointments to WIB shall be made by the Consortium Board after solicitation for nominations in accord with the Act and in consultation with the Member Jurisdictions. A majority vote of the Consortium Board is required for each appointment.

3. Each person appointed to the WIB shall serve a three year term. Original appointments shall be proportionately assigned one, two, and three year terms so as to achieve staggered terms. Appointees may serve no more than three consecutive terms.

4. All appointments to fill vacancies on the WIB shall be made by the Consortium for the remainder of the unexpired term.

5. Resumes solicited from persons interested in serving on the WIB shall be kept for one year and destroyed thereafter. If a WIB vacancy occurs within one year of solicitation for candidate resumes, the Consortium Board may select from the candidates without further solicitation, providing the candidates meet the requirements of the Act.

6. Members may be removed from office for failure to attend meetings regularly, conflicts of interest, incapacity, or other good cause shown.

***Article VIII***  
***Procedural Rules***

A. RULES OF ORDER: Roberts Rules of Order, Newly Revised, as may be adapted to a small group shall govern the proceedings of the Consortium insofar as they do not conflict with applicable law, administrative rules, or these Bylaws. By majority vote and recorded in the minutes, the Consortium Board may adopt modified rules of order. If such rules are adopted, the modified rules shall be provided to each Representative.

B. CONSORTIUM RECORDS:

1. All records of the Consortium, including those of the Consortium Board and the WIB shall be kept at the Consortium office and be available for public inspection.

2. The Executive Director shall be the official custodian of the records for purposes of the Freedom of Information Act, the Government Data Collection and Retention Act, the document retention and destruction and regulations of The Library of Virginia, and other laws that require the signature of the record custodian.

3. The Consortium Board shall promulgate guidelines for public record accessibility and the rates to be charged for duplication.

4. The Executive Director shall be responsible for keeping on file all official public records and correspondence of the Consortium, WIB and/or their committees and members. The Executive Director shall respond to all requests for records consistent with the Virginia Freedom of Information Act.

5. The functions required of the Executive Director under this section may be delegated to appropriate staff.

***Article IX***  
***Non-Discrimination***

The Consortium Board shall not discriminate against any employee, agent or provider of consulting or contract services, or applicant for employment, agency or consulting or contract services on the basis of race, color, region, sex, national origin, disability, marital, citizenship, or veteran status. It shall be the policy and practice of the Consortium Board to comply fully with federal and state laws, regulations and requirements in respect of non-discrimination, affirmative action, equal employment and civil rights.

***Article X***  
***Severability***

If any of the provisions of these By-Laws shall be found void or unenforceable for whatever reason by any court of law or equity, it is expressly intended that such provision(s) be severable and the remainder of the By-Laws shall remain in full force and effect.

***Article XI***  
***Amendments to By-laws***

- A. Amendments may be proposed to these By-laws in writing by any member, and upon introduction, shall be referred to the Executive Committee, which shall report its recommendations to the Consortium at a subsequent meeting. Adoption shall require approval by the recorded vote of two-thirds (2/3) of the Representatives.
- B. Copies of all proposed amendments shall be furnished to each member at least ten (10) days prior to consideration.

***Article XII***  
***Ratification***

These By-laws shall be effective January 27, 2010, upon adoption by a recorded affirmative vote of those present at a meeting of the Consortium Board called for such purpose.