

**BY LAWS OF THE NEW RIVER/MOUNT ROGERS
WORKFORCE DEVELOPMENT AREA CONSORTIUM BOARD**

Preamble

WHEREAS, pursuant to the New River/Mount Rogers Workforce Development Area 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 Development 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 107(c)(1)(B) of the Workforce Innovation and Opportunity Act, Public Law 113-128 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 Development 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. The Member Jurisdiction may appoint an Alternate Representative to serve when the designated Representative is unavailable. The Alternate shall, in the absence of the Representative, be authorized to vote and otherwise fully participate as a member of the Consortium Board.

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 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 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, 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 Valley 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 Valley 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 each calendar 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 WDB, 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 Appointment Committee for the purpose of identifying qualified individuals within the Workforce Development Area to serve on the Workforce Development Board (WDB). The committee shall be composed of at least two Representatives from the Mount Rogers planning district area and at least one Representative from the New River Valley planning district area, so appointed by the Chair. The Appointment Committee shall work with the Executive Director and member jurisdictions to recruit qualified individuals to serve on the WDB.
4. There is created a standing Nominating Committee for the purpose of providing nominations for the positions of Chair/Vice-Chair and Executive Committee annually or as needed. The committee shall be composed of at least two Representatives from the Mount Rogers planning district area and at least one Representative from the New River Valley planning district area, so appointed by the Chair.
5. The Consortium Board may create other standing committees, designate their duties and membership, and authorize the Chair to appoint Representatives.
6. The Consortium Board may create such joint committees with the WDB as are needed to effectively administer the provisions of WIOA.
7. All Committees authorized hereunder shall report and be accountable to the Consortium Board and shall operate consistent with the Virginia Freedom of Information Act and the Virginia State and Local Government Conflict of Interests Act.

D. POWERS OF THE CONSORTIUM:

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

1. Appointment to the Workforce Development Board under Section 107 of the Act, and any applicable agreements.
2. Designate an entity to serve as a grant sub-recipient and/or fiscal agent.
3. Entering into planning, operational and oversight agreements with the WDB.

4. Select One-Stop Operator, jointly with the WDB.
5. Approve the 4-year Strategic Plan, jointly with the WDB.
6. Approve budget, developed by the WDB, 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 WDB 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 forgoing powers.

Article III Meeting, 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 posted on the Consortium webpage and at the Consortium offices.
2. Special meetings may be called by the Chair when deemed necessary or upon written request 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 the 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) and any available information 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 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 WDB and, upon request, minutes of the meetings of the Consortium Board and Committees.
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 simple majority of the Representatives duly representing Member Jurisdictions (7 out of 13 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 3 of the Joint Powers Agreement shall require at least (4) Representatives from the Mount Rogers planning area and three (3) Representatives from the New River Valley 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. 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 V
Conflict of Interest, Confidentiality

A. CONFLICT OF INTERESTS:

1. Section 107(h) of WIOA 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 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:
 - a. Using their position for private gain;
 - b. Giving preferential treatments to any person or entity;
 - c. Losing their independence or impartiality in making decisions; or
 - d. 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 interests. Abstentions 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 gain for any other person.

Article VI

Workforce Development Board

A. APPOINTMENTS:

1. The Consortium Board shall appoint the members of the Local Workforce Development Board in accordance with the criteria in the Act and State Policy. The Consortium Board shall make every effort to appoint creative and visionary individuals to the Local Workforce Development Board. Each Member Jurisdiction shall recommend nominees to the Consortium Board. The Consortium Board shall coordinate with and consult with the Member Jurisdictions when necessary to ensure appropriate representation of the Member Jurisdictions, the regional labor market, the adult educational providers, economic development leaders, and the mandatory partner programs prescribed by the Act.

In making appointments, the Consortium Board shall ensure that resources and programs, although regional in nature, will address the critical workforce needs present and future of each Member Jurisdiction.

2. The Workforce Development Board (the "WDB") shall be comprised as follows:
 - a. At least 51% of the members must be made up of private sector representatives located in the local area that represent a broad range of in-demand occupations available in the local labor market. This includes organizations representing business that provide employment opportunities, that at a minimum, include high-quality, work relevant training and development in in-demand industry sectors or occupations in the local area.

Note: Each jurisdiction must have at least one (1) but no more than two (2) business representatives on the WDB

- b. Not less than 20%, a minimum of two, of the members of the local Board, must be made up of representatives of labor organizations. Shall include representatives who have been nominated by local labor federations and representatives from apprenticeship programs. Community based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including veterans, persons with disabilities, and “out of school” youth may be included in addition to the aforementioned labor organization representatives.
 - c. At least one representative from the Virginia Employment Commission who administers WIOA Title III activities for the local area.
 - d. At least one representative of eligible providers administrating WIOA Title II Adult Education and Literacy activities locally.
 - e. At least one representative of a school division Career and Technical Education program.
 - f. At least one representative from a local community college providing WIOA training services.
 - g. At least one representative from a local economic and community development entity.
 - h. At least one representative from the Department of Aging and Rehabilitative Services who administers WIOA Title IV activities for the local area.
 - i. At least one representative from the Department of Social Services representing the TANF program.
3. Every member appointed to the Local Workforce Development Board must be a person with "optimum policymaking authority" within their respective organization as this term is defined in the Act.
4. In addition to the above voting members, the Consortium Board may appoint up to 10 non-voting members who represent organizations that have knowledge of the present and future regional workforce needs.
5. The Chair of the Local Workforce Development Board shall be from among the representatives appointed under Subsection A(2)(a)(i) above.
6. All appointments to WDB 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.

7. Each person appointed to the WDB shall serve a three year term. Original appointments shall be proportionately assigned one, two and three year terms so as to achieve staggered terms.
8. All appointments to fill vacancies on the WDB shall be made by the Consortium for the remainder of the unexpired term.
9. Nominations solicited from persons interested in serving on the WDB shall be kept for one year and destroyed thereafter. If a WDB vacancy occurs within one year of solicitation for candidate nominations, the Consortium Board may select from the candidates without further solicitation, providing the candidates meet the requirements of the Act.
10. Members may be removed from office for failure to attend meetings regularly, conflicts of interest, incapacity or other good cause shown.

Article VII

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 By-laws. 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 WDB 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, WDB 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 VIII
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 IX
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 X
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 a simple majority plus one (1) of the Representatives.
- B. Copies of all proposed amendments shall be furnished to each member at least thirty (30) days prior to consideration.

Article XI
Ratification

These By-laws shall be effective May 17, 2017, upon adoption by a recorded affirmative vote of those present at the meeting of the Consortium Board called for such purpose.