

**BY-LAWS**

**OF THE**

**WORKFORCE**

**DEVELOPMENT**

**BOARD**

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## **ARTICLE I**

### **NAME**

**Section 101.0** The name of this Board shall be the New River/Mount Rogers Workforce Development Board, hereinafter referenced “**WDB**”, appointed by the New River/Mount Rogers Workforce Development Area Consortium, hereinafter referenced “**Consortium**”.

## **ARTICLE II**

### **GOALS**

**Section 201.0** The goals of the WDB shall be:

**Section 201.01** Increase the involvement of the business community in the local Workforce Development system.

**Section 201.02** Increase private sector employment opportunities.

**Section 201.03** Form a partnership with the Consortium in the establishment of Workforce Development systems in the Workforce Development Area.

**Section 201.04** Develop long-range Workforce Development strategies for both area citizens and employers.

**Section 201.05** Insure local workforce preparedness for development in the twenty-first century.

## ARTICLE III

### CONFLICT OF INTEREST, CONFIDENTIALITY

#### Section 301.0 CONFLICT OF INTERESTS

**Section 301.1** Section 107(h)(1)(2) of the Workforce Innovation and Opportunity Act prohibits a member of the WDB or a member of a standing Committee from voting on a matter under considerations by the WDB 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 WDB to constitute a conflict of interest as specified in the Strategic Plan.

**Section 301.2** The Virginia Conflict of Interests Act, Va. Code § 2.2-3100 et. seq., ("COIA") prohibits Member from engaging in certain unethical behavior and conflicts of interests. A violation of the Conflict of Interest Act can result in criminal prosecution. All Members are required to read this Act and to be familiar with its restrictions. In addition, each Representative must complete and file such disclosures of their financial and business interests as required by the COIA on an annual basis.

**Section 301.3** Members are expected to avoid unethical behavior in the course of performing their official duties. The WDB not only expects its Members to avoid impropriety, but also to avoid the appearance of impropriety whether or not any actually exists.

Members 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 WDB.

**Section 301.4** Members must abstain from voting on issues and matters that will result in a direct or indirect conflict of interest. Abstentions should be duly recorded in the minutes of the meeting.

## **Section 302.0 CONFIDENTIALITY**

**Section 302.1** 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 WDB. Representatives shall not disclose confidential information obtained in the course of or by reason of membership on the WDB to any person or entity not directly involved with the business of the WDB.

**Section 302.2** No Member shall use confidential information obtained in the course of or by reason of his or her membership on the WDB 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.

**Section 302.3** No Member shall disclose confidential information obtained in the course of or by reason of his or her membership on the WDB in any manner with the intent to obtain financial gain for any other person.

## ARTICLE IV

### MEMBERSHIP

- Section 401.0** Membership on the WDB shall be no less than twenty -five (25) and no greater than forty-two (42).
- Section 402.0** Vacancies on the Board shall be filled in the same manner as original appointments.
- Section 403.0** WDB members will be expected to carry out the following:
- Section 403.1** Attend meetings regularly.
- Section 403.2** Serve on committees as requested.
- Section 403.3** Serve a complete term to coincide with term of appointment.
- Section 403.4** Attend orientation to be conducted following a new Member's appointment to the WDB.
- Section 403.5** Be available to receive inquiries and information from individuals, organizations, business, industry and labor in the Consortium area and make available, as Members of their significant segments, information to and from that segment.
- Section 404.0** The Executive Director shall inform the WDB Chair in any instance when an appointed Member is absent from three (3) consecutive, regularly scheduled meetings of the Board. The WDB Chair shall then call the absences to the attention of the Member in writing.

**Section 404.1** If the Member is absent from the next regularly scheduled meeting, after written notice and/or if the WDB determines that a Member fails to execute his or her responsibility the WDB Chair shall recommend to the Consortium Board removal of that person as a Member of the WDB.

**Section 404.2** Members of the WDB shall be appointed by the Consortium Board initially, to staggered terms of one - three years. Any and all WDB appointments will be made at such times, so that to the extent possible, one-third of the appointments expire each year. WDB appointments shall be for three year terms, except appointments for vacancies which shall be for the unexpired term. Any Member may be reappointed by the Consortium Board without limitation. If at the end of any term of office a successor thereto shall not have been appointed by the Consortium, then the Member whose term of office shall have expired shall continue to hold office until his/her successor is appointed. The Executive Director shall notify the Consortium Board at least four (4) months prior to the expiration of any Member's term.

**Section 404.3** Each member may designate a representative or alternate to attend meetings in his/her absence if the designation is provided in writing to the Chair and represents the same segment of Board composition as does the Member making the designation. The WDB shall approve all alternates prior to such person having the right to act for the Member



**Section 404.4** A Member who has a conflict of interest in regard to a proposal/contract, transaction or matter shall not participate in any way as a WDB Member, including discussions on the issue. The disclosure of the conflict of interest as well as the decision not to participate must be stated on the record and recorded in the minutes.

**Section 404.5** Potential Members shall provide with their nomination credentials a list of all committees, boards, etc., of which they are a Member or represent.

**Section 404.6** Members will notify the Executive Director within 90 days of any changes or new appointments they may receive.

## **ARTICLE V**

### **OFFICERS**

**Section 501.0** From among the Members representing the business community, a Chair, First Vice-Chair, and Second Vice-Chair shall be elected at the annual meeting in June.

**Section 502.0** In the absence of the Chair, the First Vice-Chair shall preside at meetings and perform such additional duties as are required by the WDB and necessitated by the absence of the Chair. In the event of the absence of both of these officers, the Second Vice-Chair shall serve as the Chair and perform all related duties.

**Section 503.0** The Chair, or other officers may represent the WDB at all Consortium Board meetings. The Chair may further be responsible for reporting Consortium Board action to the WDB membership; prepare agenda information for meetings in coordination with the Executive Director; notify Members of regular and specifically called meetings; appoint committees or task groups as required; serve as Chair of the Executive Committee.

## **ARTICLE VI**

### **MEETINGS**

**Section 601.0** Meetings of the Board will be held bi-monthly beginning in February each year with notice of the meeting schedule, time and location posted on the WDB website by the Executive Director, notice sent to local news media, and electronically to WDB Members. Written notice of all meetings must be provided to Members at least three (3) business days in advance. If, in the opinion of the Chair, and agreed to by the Executive Committee, there is insufficient business to be conducted or there may not be a quorum, the Chair may declare that there shall be no Board meeting. Meetings shall be held on a regularly scheduled basis as determined by the WDB. All meetings held in variance with schedule shall be considered special meetings.

**Section 602.0** Special meetings (meetings other than those regularly scheduled) may be called by the Chair or may be called at the request of three (3) WDB members.

**Section 603.0** A minimum of 51% of the appointed Members shall constitute a quorum to do business, all the decisions must be made by the majority of those present and voting. The Chair shall determine and declare that a quorum is present prior to conducting business at any meeting. Members or alternates of Members are to be counted in the determination of quorums.

**Section 604.0** When a quorum is not present at any meeting, those present may meet for the purpose of considering such matters as are on the agenda. Action taken at a meeting where a quorum is lacking shall not be final or official until it has been ratified by a majority vote of a quorum of the entire Board.

**Section 605.0** Meetings of the WDB are open to the public. Individuals may be heard by advance notice to the Chair or at the discretion of the Board, and may submit input for the WDB's information and/or for consideration by the WDB. Requests to address the WDB must be made no later than one day prior to the meeting in order to be placed on the agenda. The Chair may use discretion in waiving advance request.

**Section 606.0** Closed meetings may be held consistent with the Virginia Freedom of Information Act.

**Section 607.0** The Executive Director, or staff so assigned by the Executive Director, is responsible for recording and preparing minutes of all regular and special meetings. The minutes of all meetings shall be forwarded to the WDB membership. All official WDB records and documents will be maintained by the Executive Director.

## ARTICLE VII

### VOTING

**Section 701.0** Each Member or that Member's designated alternate shall be entitled to one vote.

**Section 702.0** No Member shall cast a vote on any matter which would cause that Member to be in violation of the Virginia Conflict of Interests Act. It shall be the responsibility of a Member, when a conflict of interest exists, to inform the WDB or committee prior to general discussion on the matter at issue and abstain from all discussion and participation. When any Member is excluded from voting as set forth above, the number of Members needed to constitute a quorum shall be reduced by the number of Members excluded from voting.

**Section 703.0** Matters brought before the Board shall be resolved by a vote of a simple majority of the Members present, provided a quorum exists. On matters involving funding, and on other matters of importance a roll-call vote may be required by the Chair or on motion of any Member.

## ARTICLE VIII

### COMMITTEES

**Section 801.0** The WDB may create standing committees, designate their duties and membership and authorize the WDB Chair to appoint Members.

**Section 802.0** There shall be an Executive Committee established from the body of the WDB. The Executive Committee shall consist of seven (7) business Members, three of whom shall be the officers. The remaining seats shall be filled by election from the membership to serve a one-year term, coinciding with the Program Year.

**Section 802.1** The Executive Committee shall meet at the call of the Chair. Meeting notice shall be given at least three (3) days in advance unless an emergency situation requires immediate action. Notice shall be posted on the WDB website, e-mail notification sent to the news media and electronic or written notice sent to Committee members with copies to the WDB Members no later than three (3) business days prior to the meeting.

**Section 802.2** It shall be the purpose of the Executive Committee to make policy recommendations to the full Board and to assist the WDB officers and appointed staff of the Consortium, in the execution of the policies established by the full Board.

**Section 802.3** The Executive Committee shall be empowered to act on behalf of the full Board on business that cannot be held until the next regularly scheduled meeting as determined by the Chair, with the affirmative vote of at least a majority of the Members of the Executive Committee. The full Board shall be informed of the action taken by the Executive Committee within five (5) days from the date of the Executive Committee meeting.

**Section 802.4** The Executive Committee shall exercise all other functions bestowed upon it in the Agreement between the WDB and the Consortium Board including hearing grievances.

**Section 803.0** The Chair may establish other Ad Hoc Committees or specific task forces as may be necessary.

**Section 804.0** Membership of each standing committee shall not exceed seven (7) Members plus additional Consortium Members as appointed.

**Section 805.0** All Committee members, with the exception of the Executive Committee, shall be appointed by the Chair from the membership of the WDB.

**Section 805.1** Membership on all Committees shall be composed of WDB and Consortium members only.

**Section 806.0** Committee Chairs are named by the Chair.

**Section 807.0** Unless otherwise specified by the Chair, committee appointments will commence annually at the beginning of the Program Year.

## **ARTICLE IX**

### **NON-DISCRIMINATION**

**Section 901.0** The WDB 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 WDB 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**

**Section 1001.0** 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**

### **STAFF ASSISTANCE**

**Section 1101.0** Staff support shall be provided by the Consortium Board. The Consortium Board may assist in the work of the WDB and of the Committees.

**Section 1102.0** The Executive Director shall act as Secretary to the WDB and serve as its official Custodian of records; such function may be delegated as needed.

## **ARTICLE XII**

### **TRAVEL COMPENSATION**

**Section 1201.0** Members or alternates will be compensated for travel expenses to attend WDB meetings and expenses related, to approved out-of-the area travel as well as overnight travel, when required, as a result of WDB membership or to represent the interest of the WDB based on written policies/guidelines established by the Consortium Board.

## **ARTICLE XIII**

### **PARLIAMENTARY AUTHORITY**

**Section 1301.0** The rules contained in the most recent edition of Robert's Rules of Order as may be modified by the WDB for small groups shall govern the WDB in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special resolution the WDB may adopt.

## **ARTICLE XIV**

### **AMENDMENT OF BY-LAWS**

**Section 1401.0** These By-laws may be amended at any regular meeting of the WDB by a simple majority plus one (1) vote of the membership present, provided that the amendment has been submitted in writing at the previous regular meeting of the WDB and the proposed changes have been provided to all Members at least thirty (30) days in advance.

**Section 1402.0** These By-laws and any amendments thereto shall not be in conflict with any applicable State and Federal laws and regulations, the NR/MR Workforce Development Area Consortium Agreement and the Joint Agreement between the WDB and Consortium Board.

## **ARTICLE XV**

### **EFFECTIVE DATE**

**Section 1501.0** These By-laws and any amendments thereto shall become effective immediately upon adoption by a majority of members and shall remain in continuous effect from that date until otherwise amended.