NORTHWEST GEORGIA
WORKFORCE DEVELOPMENT BOARD
CONSTITUTION & BY-LAWS

ARTICLE I - NAME

The name of the organization shall be the Northwest Georgia Workforce Development Board, hereinafter referred to as the WDB.

ARTICLE II - PURPOSE OF THE WORKFORCE DEVELOPMENT BOARD

The Workforce Development Board's purpose is to:

(1) Provide strategic and operational oversight in collaboration with the required and additional partners and workforce stakeholders to help develop a comprehensive and high quality
workforce development system in the local area and larger planning region;
(2) Assist in the achievement of the State's strategic and operational vision and goals as outlined in the Unified State Plan or Combined State Plan; and
(3) Maximize and continue to improve the quality of services, customer satisfaction, effectiveness of the services provided.

The Workforce Development Board shall be responsible for providing policy guidance for and exercising oversight with respect to, a local workforce development system conducted under the Workforce Innovation and Opportunity Act in partnership with the Council of Chief Elected Officials (CCEO) of Northwest Georgia. The WDB shall operate in a Workforce Development Area as designated by the Governor representing Bartow, Catoosa, Chattooga, Dade, Fannin, Floyd, Gilmer, Gordon, Haralson, Murray, Paulding, Pickens, Polk, Walker, and Whitfield counties.

The WDB shall in accordance with an agreement with the CCEO:

A. Develop and submit a 4-year local plan.
B. Develop and submit a regional plan in collaboration with other local areas if determined part of another region.
C. Conduct workforce research and regional labor market analysis to include requirements in Sec. 679.37(c)(1) through (c)(3) of WIOA regulations.
D. Convene stakeholders to assist in the development of the local plan and in identifying non-Federal expertise and resources leverage support for workforce development activities.
E. Lead efforts to engage with a diverse range of employers and other entities in the region in order to promote business representation; develop effective linkages; ensure workforce activities; meet the needs of employers and support economic growth; and develop and implement proven and promising strategies to meet the employment and skill needs of workers and employers.
F. With representatives of secondary and post-secondary education programs, lead efforts

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.

G. Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and jobseekers, and identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs.

H. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and jobseekers.

I. In partnership with the chief elected official for the local area:

(1) Conduct oversight of youth workforce Development activities authorized under WIOA
sec. 129(c), adult and dislocated worker employment and training activities under WIOA secs. 134 (c) and (d); and entire one-stop delivery system in the local area;

(2) Ensure the appropriate use and management of the funds provided under WIOA subtitle B for the youth, adult, and dislocated worker activities and one-stop delivery system in the local area; and

(3) Ensure the appropriate use management, and Investment of funds to maximize performance outcomes under WIOA sec. 116.

J. Negotiate and reach agreement on local performance measures with the chief elected official and the Governor.

K. Negotiate with CLEO and required partners on the methods for funding the infrastructure costs of one-stop centers in the local area in accordance with § 678.715 or must notify the Governor if they fail to reach agreement at the local level and will use a State infrastructure funding mechanism.

L. Select the following providers in the local area, and where appropriate terminate such providers in accordance with 2 CFR part 200:

(1) Providers of youth workforce development activities.

(2) Providers of training services consistent with State requirements and WIOA sec. 122;

(3) Providers of career services through the award of contracts, if the one-stop operator
does not provide such services; and

(4) One-stop operators in accordance with §678.600 through §678.635.

M. In accordance with WIOA sec. 107(d)(10)(E) work with the State to ensure there are sufficient numbers and types of providers of career services and training services serving the local area and providing the services in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities. Consumer choice requirements shall be met by complying with §678.380.

N. Coordinate activities with education and training providers in the local area, including:

(1) Reviewing applications to provide adult education and literacy activities under Title II

for the local area to determine whether such applications are consistent with the local plan;

(2) making recommendations to the eligible agency to promote alignment with such plan; and

(3) Replicating and implementing cooperative agreements to enhance the provision of services to individuals with disabilities and other individuals, such as cross training of staff, technical assistance, use and sharing of information, cooperative efforts with employers, and other efforts at cooperation, collaboration, and coordination.

O. Develop a budget for the activities of the Local Board, with approval of the chief elected official and consistent with the local plan and the duties of the Local Board.

P. Assess, on an annual basis, the physical and programmatic accessibility of all one-stop centers in the local area, in accordance with WIOA sec. 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.).

Q. Certification of one-stop centers in accordance with § 678.800.

R. Enter into an agreement with the Chief Elected Officials (CEOs) that describes respective roles and responsibilities of the Board and CEOs. The elected official who is appointed to the WDB will serve as a liaison to provide oversight and to ensure coordination In meeting workforce goals for the area.

ARTICLE III - MEMBERSHIP

The Northwest Georgia Workforce Development Board will consist of a minimum of nineteen (19) Members. Members may represent more than one category that is required by WIOA. This provision is applicable predominately for the partners listed in C, D, and E but may be applicable to other categories. The composition shall meet the requirements stipulated in WIOA:

A. **A minimum of 51% who are representatives of business** in the local area and who shall be owners, chief operating officers, chief executive officers, or other individuals **with optimum policy making or hiring authority**; A minimum of two shall represent small business.

B. At least 20% shall be:

1. A minimum of two (2) representatives of organized labor or other representatives of employees, if existing in the area.
2. A representative of a joint labor-management or union-affiliated registered apprenticeship, if those programs exist or a representative of a registered apprenticeship program if one exists.
3. May include one or more community-based organization qualifying for § 679.320 (c) 3.
4. May be representatives of organizations with experience and expertise in

addressing services to eligible youth per § 679.320 (c) 3.

C. Representative(s) (1 or more) of providers of adult education and literacy § 679.320 (d) (1).

D. Representative(s) (1 or more) from institutions of higher education § 679.320 (d) (2).

E. At least one representative each from (a) economic and community development entities; (b) state employment service (Wagner-Peyser Act); and (c) programs under Title I of the Rehabilitation Act of 1973 other than sec. 112 or Part C of that Title.

F. The memberships of the WDB may include other representatives per § 679.320 (e) (1) through (e) (4).

G. A member of the Council of Chief Elected Officials who is not the CLEO.

All representatives will have optimum policy-making authority within the entities they represent. Nominations will be solicited from designated organizations in accordance with § 679.320 (g) (1) through (3). The CCEO shall select WDB Directors from the nominees provided by the designated organizations.

ARTICLE IV - APPOINTMENT, REPLACEMENT, OR REMOVAL OF DIRECTORS

Prior members of the Workforce Development Board of Northwest Georgia will be considered without new nomination forms from those categories, if the prior nomination came from organizations as cited previously above and all other membership requirements are met as provided in the WIOA. Directors of the WDB shall be appointed or replaced by the Executive Committee of the CCEO with nominations solicited from appropriate organizations:

A. Business representatives shall be appointed from among individuals who are nominated by local business organizations and business trade associations.

B. Labor representatives shall be appointed from among individuals who are nominated by local labor federations (or, for a local area in which no employees are represented by such organizations, other representatives of employees); and

C. Institutions providing adult education and literacy activities under Title and institutions of higher education providing workforce investment activities as described in WIOA 107(b)(2)(C)(i) shall provide nominations through solicitation from those particular entities (WIOA sec 107(b)(6)).

D. Partners and other organizations shall be requested to provide nominations for other representatives, as needed.

ARTICLE V - TERMS OF OFFICE

Initial appointments will be staggered with one-half of the directors having terms of three years and one-half having an initial term of two years Other than the initial period terms, the terms of office of the directors of the WDB are determined by the CCEO as specified in their Memorandum of Agreement to be three (3) year terms.

It shall be the duty of the Executive Committee of the CCEOs to appoint directors to fill all vacancies. A position on the Workforce Development Board is considered vacant on the date the term expires, a director becomes ineligible, a director is removed, or a director resigns or dies. In the case of an appointment to fill a vacancy on the Workforce Development Board, the replacement director's term shall begin on the date of concurrence by the Executive Committee of the Chief Elected Officials as to the director's replacement unless otherwise specified by the Executive Committee, and shall end on the date designated for the original appointment for whom the replacement is selected. A Director shall be automatically removed and replaced for failing to attend three consecutive board meetings without cause as determined by the WDB. After the second consecutive missed meeting an alert will be emailed to the director(s). A director who will not be in attendance is required to submit an email correspondence to Workforce Staff prior to the meeting date. The correspondence will outline the cause for the absence and will be presented to the WDB for approval. Cause is defined as a circumstance or situation outside of one's scope of control.

ARTICLE VI - OFFICERS AND DUTIES

The officers of the WDB shall consist of a Chairman, a Vice-Chairman, and Secretary/Treasurer elected by the WDB through a vote of 51% of the votes at a meeting where a quorum is present. The Chairman and Vice-Chairman must be representatives of the private sector.

The Chairman shall appoint a nominating committee consisting of five (5) members of the WDB, which shall submit a slate of individuals to the WDB to serve as Chairman, Vice-Chairman and Secretary/Treasurer. The WDB officers shall be elected from this slate provided that the WDB shall also solicit nominations from the floor.

If during their term of office, the Chairman or Vice-Chairman should no longer be a representative of private sector, the position shall be declared vacant and be filled in accordance with Article IV of these By-Laws.

The Chairman shall preside at the meetings of the WDB and shall see that all orders and resolutions of the WDB are communicated to the proper persons or entities for implementation. He/she shall execute all documents on behalf of the WDB.

The Vice-Chairman shall perform the duties of the Chairman in his/her absence. Should the Chairman vacate his/her office prior to the end of his/her term, the Vice-Chairman shall assume the Chairmanship for the remainder of the term.

Should this action occur and the Vice-Chairmanship position become vacant, the directors shall elect a

replacement by and from the membership of the WDB. The Secretary/Treasurer [or his/her designee(s) who may be staff member(s) of the administrative entity performing Workforce Development services] shall attend and keep the Minutes of all meetings of the WDB. He/she shall have charge of the records of the WDB and shall, in general, perform all duties incident to the position of Secretary/Treasurer, subject at all times to the discretion and control of the WDB. He/she shall keep full and accurate accounts of receipts and disbursements on the books and deposit all monies and other valuable properties and effects in the name of and to the credit of the WDB administrative entity in such depository or depositories as may be designated by the WDB. He/she shall disburse the funds of the WDB administrative entity as ordered by the WDB and shall render to the WDB, whenever they may require an account of all its transactions and of the financial condition of the WDB administrative entity. The Secretary/Treasurer shall perform all other duties as shall be assigned by the WDB.

The WDB may appoint such other officers as the business of the WDB may require, each of whom shall hold office for such period and have such authority to perform duties as are provided by the By-Laws or as the WDB may determine.

The Chairman, Vice-Chairman and Secretary/Treasurer shall be elected by the Directors of the WDB.

ARTICLE VII - COMMITTEES

The WDB shall have an Executive Committee which shall be composed of the Chairman, Vice-Chairman, Secretary/Treasurer, four (4) members to be elected from the WDB, and an individual or individuals appointed by the local Board who are not members of the local board and who the local board determines have appropriate experience and expertise (WIOA Sec. 107 (b)(4)(A). The appointed non-WDB Member may not vote on action items. The Executive Committee may have such authority as may be designated by the WDB.

The WDB shall have a Youth Committee which shall meet the requirements of WIOA. Youth Committee members who are not members of the WDB shall be voting members of the Youth Committee and non-voting members of the WDB. The Youth Council may be designated as the Youth Committee if meeting those specifications. Two other standing committees will be appointed by the WDB: the One-Stop Committee and the Service Committee for Individuals with Disabilities. All standing committees must be chaired by members of the WDB. In addition, an individual or individuals shall be appointed by the WDB who are not members of the local board and who the local board determines have appropriate experience and expertise [WIOA Sec. 107 (b)(4)(A)]. The appointed non-WDB Member(s) may not vote on action items.

Individuals may be appointed by the WDB who are not members of the local board and who the local board determines have appropriate experience and expertise and are non-voting members of the WDB.

The Chairman shall have the authority to appoint standing or special committees for any legitimate purpose, at his/her discretion. A legitimate purpose is defined as one needed to achieve the stated and approved objectives of the WDB. The term of any standing committee will expire at the conclusion of the year in which it is appointed. The term of any special committee shall expire upon the completion of the task for which it was created.

ARTICLE VIII - MEETINGS

The WDB shall meet at least bi-monthly. The regular meetings shall be held in Calhoun, Georgia on the third Wednesday of every other month, beginning in July, unless otherwise directed by the Chairman, in which case due notice will be given as defined in the requirements of the Open Meetings Law. The Chairman may call a special meeting at his/her discretion. Notice of all meetings shall be given to all directors, not less than three (3) days nor more than 30 days prior to the date of the meeting(s). All meetings shall be held in compliance with the Georgia Open Meetings Act and federal Sunshine Laws.

ARTICLE IX - QUORUM

Whenever a minimum of fifty-one percent of the legally qualified Directors are present, the WDB shall be considered to have a quorum and may conduct business.

ARTICLE X - VOTING

Each director shall be entitled to one (1) vote on each matter brought before the WDB. Proxy voting is not allowed. In all voting matters directors shall adhere to the WDB Code of Conduct relating to Conflict of Interest which is consistent with O.C.G.A §50-7-91 (a)(2) and is attached as provided by the Georgia Department of Economic Development's Workforce Division. Upon appointment, each director shall sign and date a copy of the bylaws and the Conflict of Interest provision, which shall be submitted to the Technical College System of Georgia, Office of Workforce Development for its records.

ARTICLE XI - RULES OF ORDER

All meetings of the WDB shall follow rules of order established for the conduct of such meetings as set forth in the Robert's Rules of Order unless otherwise provided for by these By-Laws. Meeting minutes shall be kept by the WDB or its designee and shall be available for review by the Technical College System of Georgia.

ARTICLE XII - INSURANCE

The WDB may direct its administrative entity to purchase and maintain Directors and Officers liability insurance on behalf of any person who is and/or was a Director, officer, employee or agent of the WDB or its administrative entity, or who is or was serving at the request of the WDB as a Director, officer, employee or agent of another WDB partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such.

ARTICLE XIII - AMENDMENTS OF BY-LAWS

The By-Laws may be amended, supplemented, or superseded only by the affirmative vote of not less than fifty-one percent of the directors of the WDB present, provided there is a quorum, and directors were given at least ten (10) days of written notice of such proposed amendments.

ARTICLE XIV – CONFLICT OF INTEREST AND CODE OF CONDUCT POLICY

(1) A Board Member/Standing Committee Member shall not:

a. vote on a matter under consideration by a Board/Standing Committee if such vote:
   i. Involves the provision of services by such Board Member/Standing Committee Member (or any entity or organization the Board Member/Standing Committee Member represents, or in which he or she holds an ownership or pecuniary interest) or a Board Member/Standing Committee Member's Immediate Relative; or
   ii. would provide a direct or indirect financial benefit to the Board Member/Standing Committee Member (or any entity or organization the Board Member/Standing Committee Member represents, or in which he or she holds an ownership or pecuniary interest) or a Board Member/Standing Committee Member's Immediate Relative; or
   iii. involves any other conduct or activity determined to constitute a Conflict of Interest.

b. directly or indirectly accept or solicit any gratuities, favors, or anything involving more than de minimis monetary value from any person with whom the Board Member interacts in his or her capacity as a recipient of federal funds. This section includes, without limitation, any potential or actual supplier, contractor, subcontractor, grant recipient or other service provider;

c. participate in the selection, award or administration of a procurement supported by federal funds in any case where the Board Member/Standing Committee Member is aware that any member of his or her immediate family, business partner, or any organization that employs or is about to employ any of those persons, has any financial or material interest in any organization that may be considered for an award of federal funds;

d. advocate for or cause the advancement, appointment, employment, promotion, or transfer of an Immediate Relative to any office or position administering or handling federal funds under Public Law 113-128, including without limitation, any potential or actual supplier, contractor, subcontractor, grant recipient or other service provider.

(2) A Board Member/Standing Committee Member shall disclose and divulge the existence of an actual or potential Conflict of Interest prior to any vote or participation in the decision making process and such disclosure shall be expressly noted in the Board/Standing Committee's minutes.

(3) In the event that an actual or potential Conflict of Interest exists, the affected Board Member/Standing Committee Member shall recuse himself or herself from voting on the impacted topic and shall also refrain from participating in any discourse involving the impacted topic other than bringing the actual or potential Conflict of Interest to the Board/Standing Committee's attention.

Additionally, in the meeting minutes, the Board shall recite the nature of the actual or potential Conflict of Interest and the recusal of the impacted Board Member/Standing Committee Member with respect to the vote and discussion of the impacted topic.

(4) In the event that a Board Member/Standing Committee Member is uncertain as to whether an actual or potential Conflict of Interest exists, the Board Member/Standing Committee Member shall notify the Board/Standing Committee and the remainder of the Board shall vote to determine whether an actual or potential Conflict of Interest exists.

a. In the event that the Board/Standing Committee determines that an actual or potential Conflict of Interest exists, the impacted Board Member/Standing Committee Member shall follow 159-2-4.04(3) and recuse himself or herself from voting and participating in the decision making process.
b. In the event that the Board/Standing Committee determines that no actual or potential Conflict of Interest exists, the impacted Board Member/Standing Committee Member shall be entitled to vote and participate in the decision making process. The Board/Standing Committee shall recite in the meeting minutes the nature of the perceived Conflict of Interest and the reasons for determining why a Conflict of Interest did not exist.

(5) The Chairman of the Board/Standing Committee shall inquire as to whether a Conflict of Interest exists among Board Member/Standing Committee Members prior to any vote involving the following:

a. the awarding or modification of a contract; or
b. the provision of services; or
c. a pecuniary interest.

ARTICLE XV –OPEN MEETINGS AND OPEN RECORDS

The WDB shall make available to the public, on a regular basis, through electronic means and open meetings, information regarding the activities of the WDB, including information regarding the local plan, prior to submission of same, and regarding the selection and appointment of the Directors of the

WDB, and the officers, 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 WDB, all as required under local, state and federal open record and open meetings laws, and WIOA Section 107(e).

I affirm that I have read and understand the duties and obligations set forth in these Bylaws.

_____ _____

Signature Date

Conflict of Interest Provision

Name: _____

Public Office or Position: _____

Local Workforce Development Area: _____

Mailing Address: _____

_____

Telephone Number: _____

I hereby affirm and attest that I have read and understand the duties, obligations and restrictions imposed upon me by the Conflict of Interest and Code of Conduct Policy contained at Ga. Comp. R. & Regs. r. 692-1-.06, and that to date, I have not engaged in any conduct that would constitute a violation of the Conflict of Interest and Code of Conduct Policy. I hereby further affirm and attest that I will adhere to the duties, obligations, and restrictions identified in the Conflict of Interest and Code of Conduct Policy, and that I will not engage in any conduct which violates that policy so long as I hold the Public Office or Position identified above.

This _____ day of _____, 201__.

Signature:

_____