

**Bylaws of the  
WIOA Workforce Development Board  
Of Richland and Crawford Counties  
(Area 10)**

**Article I – Name**

This Board is called the Workforce Innovation & Opportunity Act (WIOA) Workforce Development Board of Richland and Crawford Counties, hereinafter the “Board”.

**Article II – Authorization**

The Workforce Innovation and Opportunity Act of 2014, which supersedes the Workforce Investment Act of 1998, transfers funding and decision-making authority to states and local communities for the design of local workforce development programs. The Act envisions a workforce development system that is customer-focused on both the job seeker and business, and is able to anticipate and respond to the needs of regional economies. It requires Workforce Development Boards and Chief Elected Officials to design and govern the system regionally, aligning workforce policies and services with regional economies and supporting service delivery strategies tailored to these needs. The Act requires certain mandated partners comprise the board (See **Article V**). Furthermore, the Act requires that performance standards and continuous improvement strategies be in place to determine the effectiveness of the system as a whole.

**Article III – Mission Statement**

The Richland/Crawford Workforce Development Board will provide assistance critical to the development of the regional workforce and its challenges for now and in the future.

**Article IV – Role and Function**

The local Workforce Development Board provides strategic and operational oversight, assists in achievement of the State’s strategic and operational vision and goals, and maximizes and continues to improve quality services, customer satisfaction, and effectiveness of services provided.

- A. The Board shall provide policy guidance to the Richland and Crawford County Commissioners on benchmarks pertaining to the provision of services under the Act.
- B. Develop and submit local and regional plan.
- C. Conduct workforce research and regional labor market analysis.
- D. Convene local workforce development system stakeholders to assist in the development of the local plan and identifying non-Federal expertise and resources to leverage support for workforce development activities.
- E. Lead efforts to engage a diverse range of employers and other entities in the region.
- F. Lead efforts to develop and implement career pathways.
- 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 job seekers.
- H. Conduct oversight of the adult, dislocated worker, and youth programs and the entire OhioMeansJobs delivery system, ensure the appropriate use of and management of the WIOA funds, and ensure the appropriate use, management, and investment of funds to maximize performance outcomes.
- I. Negotiate and reach agreement on local performance measures with the Chief Elected Officials and the State.
- J. Negotiate with the Chief Elected Officials and required partners to maintain the OhioMeansJobs delivery system through the Memorandum of Understanding.
- K. Competitively procure providers of youth program services, providers of adult and dislocated worker career services, and the OhioMeansJobs center operator.
- L. Ensure there are sufficient numbers and types of providers of career services and training services serving the local area.
- M. Coordinate activities with education and training providers in the local area.
- N. Develop a budget for the activities of the board.
- O. 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 the applicable provisions of the Americans with Disabilities Act of 1990.
- P. Certify the OhioMeansJobs centers in the local area.
  - Q. In partnership with the Chief Elected Officials, establish bylaws and codes of conduct, which at minimum, must address all requirements.

## **Article V – Board Membership and Authority**

### **Section One**

Workforce Development Board Composition – The Board will consist of the following representatives appointed by a majority vote of the Richland and Crawford County Boards of County Commissioners (The Chief Elected Officials) and shall include:

- A. Representatives of business in the local area who are owners of businesses, chief executives or operating officers of businesses, and other business executives or employers with optimum policy making or hiring authority; represent businesses with employment opportunities that reflect the employment opportunities in the local area in-demand industry sectors or occupations; and are appointed from among individuals nominated by local business organizations and business trade associations. There should be a minimum of two (2) members representing small businesses as defined by the U.S. Small Business Administration. **The Board shall include a majority (a minimum of 51%) of these local business representatives.**
- B. Representatives of local educational entities, including representatives of local educational agencies, local school boards, entities providing adult education and literacy activities, and post-secondary educational institutions selected from among individuals nominated by regional or local educational agencies, institutions, or organizations representing such local educational entities.
- C. Not less than 20% of the Board Members must be workforce representatives. Such representatives must include two or more representatives of labor organizations nominated by local labor federations or other representatives of employees, and one or more representatives of a joint-labor management registered apprenticeship program. To reach the 20% threshold, the representatives may include one or more representatives from community-based, or any other organizations with demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment.
- D. Representatives of community-based organizations (including organizations representing individuals with disabilities and veterans), when such organizations are present in the area.
- E. Representatives of economic development agencies, including private sector economic development entities.
- F. Representatives of each required one-stop partner.
- G. May include such other individuals or representatives of entities as The Chief Elected Officials may determine to be appropriate.

### **Section Two**

Terms of Office – All members of the Board shall serve indefinite terms at the pleasure of The Chief Elected Officials.

### **Section Three**

Board Member Resignation – Any member may resign at any time by giving written notice to the Chairperson of the Board.

### **Section Four**

Board Member Removal – The physical absence of any Board Member for three (3) consecutive, properly noticed meetings of the Workforce Development Board shall result in such Board Member's automatic removal, unless an excuse for such absence is submitted to and approved by the Board Chairperson before the next board meeting.

### **Section Five**

The Chairperson of the Board shall notify the Chief Elected Officials within seven (7) days of any Board Member vacancies to help ensure prompt nomination to fill the vacant position.

### **Section Six**

Compensation – Members serve without compensation. However, members may be reimbursed for reasonable expenses incurred during the course of Board activities approved by the Chairperson of the Board.

### **Section Seven**

Powers – The Board has the power to:

- A. Administer and manage the affairs of the Board
- B. Perform all other activities authorized by the *Workforce Innovation and Opportunity Act of 2014*.
- C. Perform any other workforce development duties as prescribed by the Chief Elected Officials.

## **Article VI - Meetings**

### **Section One**

Regular Meetings – The Board shall hold regular meetings bi-monthly on the 3<sup>rd</sup> Wednesday of the month beginning at 8:00 a.m. and ending at 9:00 a.m.

### **Section Two**

Special Meetings – Special meetings of the Board may be called at any time by the Board Chairperson or scheduled upon written request of no less than 20% of the Board's membership at the time the request is made. Attendance at any meeting without prior objection to the lack of notice or objection with respect to notice at the commencement of such meeting shall constitute a waiver by that individual of notice of such meeting.

### **Section Three**

Telephone Meetings – Meetings of the Board or its Committees may be held through any communication equipment if all persons participating can hear each other. Participation in a meeting pursuant to this provision shall constitute presence at such meeting.

### **Section Four**

Notice of Meetings – Notice of time, place, and purpose of any regular meeting of the Board shall be served upon each member of the Board by written notice to the Board Member's last known address, not less than one week before each meeting. Members are required to provide the secretary with their current address. Notice may be delivered either by personal delivery, mail, telegram, cablegram, fax or e-mail.

### **Section Five**

Quorum – Voting members present at a regularly scheduled or duly notified special meeting shall constitute a quorum.

### **Section Six**

Vote – Upon the establishment of a quorum, each member of the Board is entitled to one vote, and any act of a simple majority of the members present and voting at a Board meeting constitutes an act of the Board. A voice vote shall be taken unless it is difficult to ascertain the vote of the members.

### **Section Seven**

Proxy and Alternative Designee – If a Board Member is unable to attend a Board meeting, the Board Member may send notice to the Chairperson of the Board prior to the meeting and assign an alternative designee to represent the Board Member as his/her proxy. A proxy vote shall be authorized only if the Board Member

sends written or electronic communication of the name of the Board Member's proxy to the Chairperson of the Board prior to the meeting where the voting shall occur. Proxy voting shall be allowed for full Board meetings, Executive Committee meetings, and all other Committee meetings.

### **Section Eight**

Public Nature of Meetings – All meetings of the Board at which Board business is conducted are in public, and adequate notice to the public shall be given of such meetings. The Chairperson of the Board has discretion to determine if and which non-Board members present may participate in public meetings of the Board. All records and data utilized by the members in the conduct of business of the Board will, upon request, be made available to the public at cost.

## **Article VII - Offices**

### **Section One**

Officers – The officers of the Board are the Chairperson, Vice-Chairperson and the Secretary. Officers are selected from Board Membership by majority vote of those present at the meeting during which the election is held. In the event of a tie, the candidate with greater seniority on the board will be deemed elected to the position. If the duration of seniority is equal, the three (3) current office holders will determine the outcome through secret ballot.

### **Section Two**

Selection and Terms of Office – The Chairperson, Vice-Chairperson and the Secretary are selected by the Board for three (3) year terms.

### **Section Three**

Chairperson of the Board – The Chairperson of the Board presides at meetings of the Board and appoints the Committee Chairperson to all Committees. The Chairperson of the Board also performs such other duties as may be assigned from time to time by the Board. The Chairperson of the Board will be a private sector business representative.

### **Section Four**

Vice-Chairperson of the Board – In the absence of the Chairperson, or in the event of an inability to act, or if that office is temporarily vacant, the Vice-Chairperson exercises all the powers and performs all the duties of the Chairperson. **In the event of a resignation by the Chairperson, the Vice-Chairperson will assume the position of the Chairperson.** The Vice-Chairperson has such additional powers and performs such other duties as may be assigned from time to time by the Board. The Vice-Chairperson will be a private sector business representative.

### **Section Five**

Secretary of the Board – The secretary shall keep a correct accounting of the proceedings of all meetings of the Board. The Secretary also performs such duties as may be assigned from time to time by the Board.

### **Section Six**

Vacancy in Office – In the event a permanent vacancy occurs during the term of the Vice-Chairperson or Secretary, an election will be held as per Section 1 above to fill the unexpired term of office.

## **Article VIII – The Executive Committee**

### **Section One**

Powers – The Executive Committee is responsible for coordinating and overseeing the activities of the Board and its Committees, to ensure the satisfactory performance of functions stipulated by the Chief Elected Officials in the local area, these bylaws, and all pertinent statutes and regulations. The Executive Committee will also

monitor and guide the administrative management of the Board. The Executive Committee is accountable to the Chief Elected Officials in the local area and will regularly report to the Chief Elected Officials in the local area on all matters pertaining to the Board, a purpose for which the Committee's minutes will routinely suffice.

In the intervals between Board meetings, the Executive Committee may exercise such powers as are provided by resolution of the Board, and act on behalf of the Board between regularly scheduled Board meetings when circumstances require.

### **Section Two**

Membership – The Executive Committee is composed of Board Members, and is constituted as follows:

- A. The Chairperson of the Board, who is also a Business representative.
- B. The Vice-Chairperson of the Board, who is also a Business representative.
- C. The Secretary of the Board.
- D. The Chairperson of each standing Committee that is authorized in **Article IX, Section 1.**

### **Section Three**

Officers of the Executive Committee – The Chairperson of the Board will serve as Chairperson of the Executive Committee.

### **Section Four**

Regular Meetings – The Executive Committee shall hold regular meetings bi-monthly on the 3<sup>rd</sup> Wednesday **of the months between regular board meetings at 8:00 a.m.** Special meetings of the Executive Committee may be called by the Chief Elected Officials in the local area, the Chairperson of the Executive Committee or by any three or more members of the Executive Committee.

### **Section Five**

Vote – Each member of the Executive Committee is entitled to one vote, and any act of a majority of the members present and voting at a Committee meeting constitutes an act of the Committee.

### **Section Six**

Terms of Office – All members of the Executive Committee shall serve three year terms.

## **Article IX – Other Committees**

### **Section One**

Standing Committees – Standing Committees are established on a permanent basis. All reports and actions taken by standing Committees must be approved by the Board prior to implementation. The Board's standing Committees are:

- A. Nominating Committee
- B. By-Laws Committee
- C. Any other Committees, as recommended by a voting majority of the Board.

### **Section Two**

Ad Hoc Committees – The Chairperson of the Board may appoint or authorize the appointment of such other Committees as may be deemed necessary or appropriate to carry out the purpose of the Board. All reports and actions taken by ad hoc Committees must be approved by the Board prior to implementation.

### **Section Three**

Committee Composition – The Chairperson of the Board appoints and removes members of Committees. Non-Board members may be appointed to any of the Committees authorized in Article IX.

#### **Section Four**

Appointment of Committee Chairpersons – The Chairpersons of standing Committees and ad hoc Committees are appointed from members of the Board by the Chairperson of the Board for one-year terms, and may be reappointed.

#### **Section Five**

Meetings – The Committee Chairperson will determine regular meeting schedules for their Committees, in consultation with the Chairperson of the Board. All action items must be provided ten (10) days in advance of the Board meeting in which they are to be addressed, unless otherwise approved by the Chairperson. Notice for meetings of the Committees must be given in writing ten (10) days in advance, with an agenda for the Committee meeting included in such notice. Notice may be delivered either by personal delivery, mail, telegram, cablegram, fax or email. Attendance at any meeting without prior objection to the lack of notice or objection with respect to notice at the commencement of such meeting shall constitute a waiver by that individual of notice of such meeting.

#### **Section Six**

Quorum – At each meeting of a standing or ad hoc Committee, Committee members present constitutes a quorum for the transaction of business.

#### **Section Seven**

Action by Written Consent – Any action which may be authorized or taken at a meeting of standing or ad hoc Committees may be taken or authorized without a meeting by a writing or writings signed by all of the members of such Committee who would be entitled to a notice of a meeting of such Committee held for the purpose of such action. Such writing or writings are to be maintained with the official records of the Board.

### **Article X – Conflicts of Interest**

#### **Section One**

Conflicts of Interest – A non-governmental member of the Board must neither cast a vote on, nor participate in any decision-making process or in any other capacity 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's immediate family, or the organization they may represent. 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 a conflict of interest or potential conflict of interest. Both governmental and non-governmental members of the Board must adhere to all Ohio Ethics Laws O.R.C.102, et al.

#### **Section Two**

Abstaining From a Vote – Whenever a matter to be voted upon by a Board Member or Committee member would involve the member in a conflict of interest, the member shall declare the conflict of interest to the Board Chairperson or Committee Chairperson prior to the next meeting or to the entire Board or Committee during the meeting.

Following such announcement, the Board or Committee Member may participate in discussions for informational purposes, but shall abstain from both decision-making and voting on such matter.

#### **Section Three**

Raising Questions of Conflict of Interest – Whenever a Board Member or Committee Member has cause to believe that a matter to be voted upon would involve any other Board Member or Committee Member in a conflict of interest, the member may raise such question with the Chairperson of the Board or Committee Chairperson prior to the next meeting, or with the entire Board or Committee during the meeting. The question so raised shall be decided by a majority vote of the Board or Committee Members present, excluding any Board or Committee Member present who has been disqualified from discussion or voting on the

issue because of the member's own conflict of interest. If a conflict of interest is found to exist, the Board Member or Committee Member shall abstain from both decision-making and voting on such matter.

## **Article XI – Representation**

### **Section One**

Legal Representation – Any Board Member who is made a party to a civil or criminal action by reason of the fact that the member was a member of the Board at the time the legal action arose shall be entitled, upon written request and at the cost to the Board, to legal representation; provided however that it is first determined that the member reasonably believed the member's actions were in the interest of the Board and that the member had no reasonable cause to believe otherwise.

### **Section Two**

Insurance – the Board may, to the full extent then permitted by law, purchase and maintain insurance on behalf of any person who is or was a Board Member, employee or agent of the Board or who is or was serving at the request of the Board against any liability asserted against him and incurred by him in such capacity or arising out of his status as such, whether or not the Board would have the power to indemnify him against such liability.

## **Article XII – Ohio Law**

The Board shall function pursuant to the provisions of Ohio Law, where applicable, except where Ohio Law may be superseded by federal law.

## **Article XIII – Amendments**

These bylaws may be amended or repealed at any meeting of the Board by the affirmative vote of no less than seventy (70%) percent of the members of the Board present and voting at such meeting where a quorum is present, providing that the proposed changes first have been submitted to the Board Members for their review not less than ten (10) working days prior to such meeting.

## **Article XIV – Rules of Order**

All proceedings of the Board and its Committees are governed by Robert's Rules or Order (Newly Revised).

**CONFLICT OF INTEREST POLICY**  
**WIOA Workforce Development Board**

When an appointed member of the Board has a personal or private interest in a proposal or decision pending the Board, the member must publicly disclose the fact to the Board in an open meeting. A member should avoid even the appearance of a conflict of interest.

Specifically, the member may not:

1. Vote or participate in discussion on a matter under consideration by the Workforce Investment Board
  - a. Regarding the provision or services by such member (or the entity that such member represents); or
  - b. That would provide direct financial benefit to such member or the immediate family of such member; or
2. Engage in any other activity determined to constitute a conflict of interest as specified in the Local Plan.
3. Use or attempt to use the appointment to secure benefits, privileges, exemption or advantages for the member, members of immediate family, or an organization with which the member is associated which are different from those available to a member of their business classification, profession, or organization.

If a member has publicly disclosed a potential conflict of interest and it is not possible to assign the matter to another member who does not have a similar conflict, interested parties shall be notified of the conflict, the matter shall be documented in the minutes, and the member may continue with the assignment.

Resolution of Conflict of Interest, if a member of the Board reasonably suspects that another member or members of the Board did not publicly disclose a potential conflict, the member shall take the following actions for the purpose of removing doubt concerning a potential conflict of interest:

1. Prepare a written statement describing the matter, action or decision on which a conflict is perceived to exist, outline the facts which give rise to the member's belief, and the reason or reasons thereof;
2. Submit the statement to the Chairperson of the Board.

The Chairperson of the Board will request staff assistance in determining if the issue can be reasonably resolved between parties or whether the conflict statement should be submitted to the Chief Local Elected Officials of the Workforce Area for an opinion and resolution. If the Chief Local Elected Officials determine that a conflict of interest exists, the matter shall be assigned to another member who does not have a conflict of interest. If it is not possible to assign the matter to a member who does not have a similar conflict of interest, interested parties shall be notified of the conflict, the conflict shall be documented in the minutes, and the member may proceed with the assignment.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Date