

# **By-Laws for the Orange County Workforce Development Board**

## **ARTICLE I – NAME AND AUTHORITY**

### **Section 1. Name**

The name of this body shall be the Orange County Workforce Development Board, hereinafter referred to as the Workforce Development Board (WDB). The WDB is established by The Orange County CEO-Orange County WDB Agreement, and certified by the Governor of the State of New York, pursuant to the Workforce Innovation and Opportunity Act of 2014, hereinafter referred to as WIOA.

### **Section 2. Authority**

The WDB shall act on behalf of the Orange County Workforce Development Area (herein referred to as WDA) and shall provide policy guidance for and exercise oversight of the WDA as set forth in WIOA.

### **Section 3. Principal Location**

The address of the principal office of the WDB is: 18 Seward Avenue, Suite 103, Middletown, NY 10940.

## **ARTICLE II – PURPOSE AND FUNCTION**

### **Section 1. Purpose**

Proposed regulation § 679.300 states the purpose of the Local Board. The Local Board represents a wide variety of individuals, businesses, and organizations throughout the local area. The Local Board serves as a strategic convener to promote and broker effective relationships between the chief elected official (CEO) and economic, education, and workforce partners.

The Local Board must develop a strategy to continuously improve and strengthen the workforce development system through innovation in, and alignment and improvement of, employment, training, and education programs to promote economic growth. Local Board members must establish a platform in which all members actively participate and collaborate closely with the required and other partners of the workforce development system, including public and private organizations. This is crucial to the Local Board's role to integrate and align a more effective, job-driven workforce investment system.

### **Section 2. Functions**

Pursuant to § 679.370 of the proposed regulations, functions of the Local Board shall include:

- Development and approval of a local plan consistent with WIOA Sec. 108;
- Workforce research and regional labor market analysis;
- Development of a budget for the activities of the Local Board, consistent with the WDA Plan and duties of the WDB, subject to approval of the CEO;
- Convening, brokering and leveraging local workforce development stakeholders;
- Leading efforts to engage with a diverse range of employers and entities in the region;
- Negotiation of local performance measures;

- Leading efforts in the local area 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;
- Identifying and promoting proven and promising practices;
- Developing strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers and jobseekers;
- Designating, with agreement of the CEO, of the Career Center operator, youth providers and identification of eligible training providers;
- Provision of program oversight and consumer choice requirements, in partnership with the Chief Elected Official;
- Coordination with education providers;
- Development of a budget for activities of the Local Board;
- An annual assessment of the physical and programmatic accessibility in accordance with WIOA Sec. 188 and the Americans with Disabilities Act of 1990 of all one-stop centers in the local area; and
- Certification of one-stop centers.

Sample language for optional functions that may be added:

- Determination and approval of policies and procedures;
  - Establishment of clear roles, responsibilities, procedures and expectations to increase board participation and improve board functionality;
  - Collaboration as needed on regional, local and state initiatives; and
- Approval of plans for the implementation of goals and objectives for the WDB, including realization of efficiencies, cost savings, synergies, best practices, conservation of resources and pooling of complementary resources.

## **ARTICLE III – MEMBERSHIP**

### **Section 1. Composition**

Representation required under WIOA Sec. 107(b)(2).

- Election of a Chairperson, who shall be a business representative;
- A majority of the members must be business representatives;
- 20% of the members must be workforce representatives (which must include two organized labor representatives and one apprenticeship representative; and may include representatives from Community Based Organizations and organizations with experience serving youth);
- One Title III Wagner -Peysner representative;
- One Title II Adult Education and Literacy representative;
- Representative of Higher Education (including community college);
- One Economic Development representative; and

- One Title IV Vocational Rehabilitation representative.

WIOA allows optional and discretionary appointments, and allows members to represent multiple, required representation slots.

All members shall be nominated and appointed in conformance with WIOA Sec. 107(b) (1) and (2).

## **Section 2. Tenure**

Proposed regulations §679.310(g)(1) - (3) and (7) require that the by-laws address:

- Nomination process – WDB members will be nominated as per the WIOA Regulations and Act;
- WDB members will serve for two year staggered terms. Only a portion of all WDB member terms will expire in a given year;
- WDB staff will notify the County Executive on a timely basis to replace a vacant WDB seat.

## **Section 3. Compensation**

In accordance with WIOA sections 101(h)(3) and 107(f)(3), the Local Board director (and staff) are subject to the limitations on the payment of salary and bonuses described in WIOA section 194(15).

## **Section 4. Rights and Powers of Members**

Members shall have and may exercise the following powers, in addition to the powers and functions set forth in Article II, such as approval and interpretation of the statement of mission and philosophy of the WDB, and to require the WDB to operate in conformance with such statement.

## **ARTICLE IV – MEETINGS**

**Section 1. Frequency** – WDB will meet once a month, and additionally when the need arises.

**Section 2. Attendance** – WDB Chair may recommend to terminate a member’s appointment for non-attendance after 3 or more absences.

**Section 3. Quorum** – Orange County WDB definition of quorum: Orange County WDB adheres to Section 41 of the NYS General Construction Law regarding definition of a quorum for WDB Meetings.

Therefore, at least 51% (not less than a majority) is required for a quorum, and must be physically present at the meeting – not there via proxy.

The quorum needs to be a majority of the overall membership and does not have to reflect the overall representation. When the Orange County WDB is conducting business using a quorum, votes on a particular issue are only valid if they total a majority of the total membership of the WDB. If a quorum is not present, business may not be conducted.

## **Section 4. Proxies**

Proposed regulation 679.310(g)(4) requires by-laws to address the proxy and alternative designee process to be used when a board member is unable to attend a meeting and assigns a designee.

Vote by Proxy: Any member of the Board may proxy to another sitting board member by completing and filing the Member Proxy Form. Duly executed proxies must be filed with the Board Chairperson prior to the commencement of the board meeting in which the board member is absent. The board

member accepting such proxy must be in good standing with the Board. Such proxies shall be considered valid votes in matters considered by the Board, and shall constitute member participation in absentia.

### **Section 5. Procedure**

Rules of Order – The WDB will adhere to Robert’s Rules of Order;-Revised. In the event any provision of these By-Laws conflict with Robert’s Rules of Order-Revised, the provisions of these By-Laws shall govern.

### **Section 6. Voting**

Proposed regulation 679.320(i) explains that all required board members must have voting privileges and that the CEO may give voting privileges to non-required members. Voting rights allow the required board members to have an effect on the Local Board’s key decisions and initiatives. This will enable the required board members to effectively represent the individuals and organizations of their communities.

Each member shall be entitled to one (1) vote on any matter properly submitted for a vote to the Board. The affirmative vote of a majority of the members present at a meeting, at which a quorum is present, shall be the act of the Board, except as may otherwise be specifically provided by law, by the Charter, or by these By-Laws. Members of the Board absent from any meeting shall be permitted to vote at such a meeting by written proxies. The members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The members shall be promptly furnished a copy of the minutes of the meetings of the Board.

### **Section 7. Use of technology**

WIOA Sec. 107(d)(7) requires boards to develop strategies for the use of technology to maximize the accessibility and effectiveness of the local workforce development system.

Technology shall be used to improve board functions, broker relationships with stakeholders, and any other conditions governing appointment or membership on the Local Board as deemed appropriate by the CEO. Further, the Local Board will make available to the public, on a regular basis, information regarding the activities of the Local Board through electronic means, as required by WIOA Sec. 107(c)(13)(e).

## **ARTICLE V – COMMITTEES**

Proposed regulation § 679.360 establishes the roles and responsibilities of standing committees within the Local Board structure. Such committees are optional under WIOA, and may be used to assist the Local Board in carrying out its responsibilities as outlined in WIOA sec. 107. The Department encourages the use of standing committees to expand opportunities for stakeholders to participate in board decision-making, particularly for representatives of organizations that may no longer sit on the

Local Board but continue to have a stake in the success of board decisions. Such committees also expand the capacity of the board in meeting required functions.

WIOA expressly authorizes the Local Board to establish standing committees that include individuals who are not formal members of the board, but who have expertise to advise on issues that support the board's ability to attain the goals of the State, local and regional plans, and the objective of providing customer-focused services to individuals and businesses. The legislation provides examples of areas where standing committees may be particularly beneficial, including:

- serving targeted groups of customers such as individuals with disabilities and;
- addressing one-stop system issues.

Regulations provide for Local Board discretion in terms of what kinds of standing committees, if any, the Local Board creates.

Additionally, WIOA allows Local Boards to designate an entity in existence on the date that WIOA was enacted, such as an effective youth council, to fulfill the requirements of a standing committee as long as the entity meets the requirements of WIOA Sec. 107(b)(4).

## **ARTICLE VI – CONFLICT OF INTEREST**

WIOA §107 (h) stipulates that a member of a Local Board, or a member of a standing committee, may not: (1) vote on a matter under consideration by the Local Board (A) regarding the provision of services by such member (or by an 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 by the Governor to constitute a conflict of interest as specified in the State plan.

**ARTICLE VII – INDEMNIFICATION** – All WDB members will be indemnified by the County of Orange against expense incurred by him/her in connection with the defense of any action; suit, or proceeding, civil or criminal, in which they are made part of by reason of functioning as a WDB member – except in relation to matters that they shall be adjudged to be liable for negligence or misconduct in the performance as a LWDB member.

**ARTICLE VIII – LIABILITY** – All Orange County WDB members will be covered by Orange County government for any liability as it relates to their function/performance as an Orange County LWDB member.

**ARTICLE IX – AMENDMENTS TO THE BY-LAWS** – The By-Laws of the WDB may be amended by a two-thirds majority vote of the members present and constituting a quorum at any regular or special meeting of the WDB, provided that the notice of such regular or special meeting shall include a draft of the proposed amendment.

**ARTICLE X – RECORDS MAINTENANCE AND ACCESSIBILITY** – WDB staff will complete written minutes of all full WDB meetings as well as committee meetings, including records of WDB voting on funding and special issues. The written minutes will be emailed to the respective members. Also, copies of these minutes will be posted on the WDB website for review and comment. Notification of the meetings will also be posted on the website. WDB membership will also be maintained and recorded. Records and minutes will be maintained for a minimum period of seven years at the WDB office.

## **ARTICLE XI – MISCELLANEOUS**

### **Section 1. Transparency**

The WDB will make available to the public, on a regular basis through electronic means and open meetings, information regarding the Local Plan prior to the submission of the plan, and regarding membership, the designation and certification of the One Stop operator, 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.

### **SIGNATORIES**

The Orange County Workforce Development Board convened on November 20, 2015, with quorum present and by way of vote agreed to adopt the by-laws expressed herein.

The effective date of these by-laws shall be November , 2015

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Stefan (“Steven”) M. Neuhaus, County Executive

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Date

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Robert T. Miniger, Chair

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Date