



Thursday, August 27, 2019, 2:00 PM
4902 Eisenhower Blvd. Ste., 250

Ad Hoc Committee – By-Laws Agenda

- I. **Welcome and Introductions**Michael Bach, Chair

- II. **Public Comments**

- III. **Action Items:**
 - 1. Approval of Minutes – 08/01/2019 Ad Hoc By-Laws meeting.....Michael Bach, Page 2

- IV. **Information Items:**
 - 1. Current By-lawsKen Jones, Page 7

 - 2. Recommended Changes to the By-Laws.....Michael Bach/Ken Jones, Page 22

 - 3. Existing Committees.....Michael Bach, Page 38

 - 4. CSTB BOD Committee AppointmentsMichael Bach, Page 39

 - 5. Proposed Committees.....Michael Bach, Page 40

- V. **Adjournment**

Next Meeting -TBD



**CareerSource Tampa Bay
Ad Hoc By-Laws Committee Meeting Minutes**

Date: August 1, 2019
Location: 9215 N. Florida Avenue Tampa, FL.

Call to Order

Michael Bach called the meeting to order at 11:02 am. There was a quorum present with the following Ad Hoc By-Laws Committee members participating.

Members in attendance

Michael Bach, Tom Aderhold, Don Noble and Roy Sweatman.

Members not in attendance

Dr. Ginger Clark.

Staff Present

John Flanagan and Tammy Stahlgren.

Board Liaison

Kenneth Jones.

Guests

None

Public Comments

There were none

Welcome and Introductions:

Mr. Bach welcomed and thanked the committee of their time.

Action Item: Approval of Minutes

▶ **June 27, 2019 Ad Hoc – By-Laws Committee Meeting Minutes**

- [A motion to approve the June 27, 2019 Ad Hoc By-Laws Committee Meeting Minutes.](#)
- [Motioned: Roy Sweatman](#)
- [Seconded: Tom Aderhold](#)

- [There was no further discussion. The motion carried.](#)

Discussion Items:

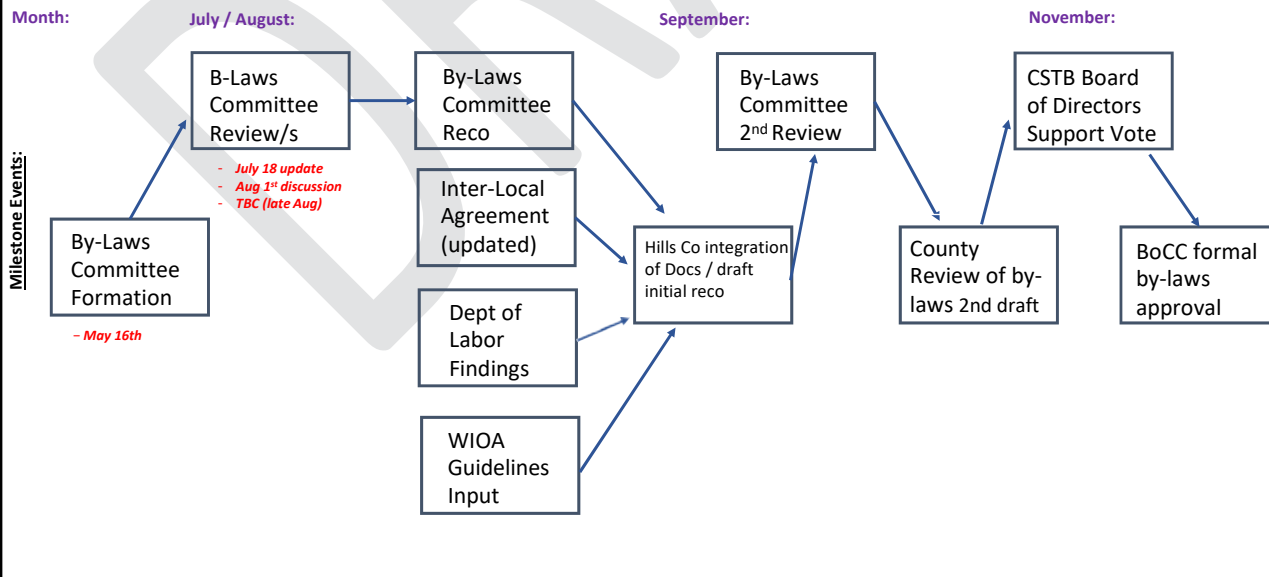
Mr. Bach reviewed the following PowerPoint presentation on the By-Laws updating process.

By-Laws Subcommittee Objectives

- Ensure feedback from Dept of Labor is integrated.
- Review existing / future committee structures which support CSTB Board, its organization and constituents, to proactively serve residents of Hillsborough County
- Follow all regulations guiding the update of by-laws

DRAFT – FOR DISCUSSION / UPDATE

By-Laws updating process map



Committee Structure: Review & next steps

- Our Objectives for 1-Aug sub-committee discussion:
 - Review current Committees: their role, resources used and alignment
 - Ensure clarity of purpose, particularly between Workforce Solutions & One-Stop committees.
- Likely that our next sub-committee meeting (TBD date) will include:
 - Review of by-article / section updates sub-committee has proposed
 - Discussion of proposed committees (Compensation & Youth) and integration into proposed by-laws
- Once we receive feedback from initial County review, sub-committee will get a further chance for comment.

Committee Calendar: Resource Commitment

Current 2020 Calendar:

	July 2019	Aug 2019	Sept 2019	Oct 2019	Nov 2019	Dec 2019	Jan 2020	Feb 2020	Mar 2020	Apr 2020	May 2020	June 2020
Board of Directors 12:00 PM - 1:00 PM 8114 N. Florida Ave., Tampa	7/18		9/19		11/21		1/16		3/19		5/21	
Executive Committee 11:00 AM - 12:00 PM 8114 N. Florida Ave., Tampa		8/15		10/17		12/19		2/20		4/16		6/18
Financial/audit Committee 10:00 AM - 11:00 AM 8114 N. Florida Ave., Tampa	7/25	8/22		10/24	11/26		1/30	2/27		4/30	5/28	
Workforce Solutions 10:00 AM - 11:00 AM 8114 N. Florida Ave., Tampa		8/7			11/6			2/5			5/5	
One-Stop Committee 10:00 AM - 11:00 AM 8114 N. Florida Ave., Tampa			8/21		11/20		2/19				5/20	
Ad Hoc 8114 N. Florida Ave., Tampa												

From January 2020: Proposed Calendar:

- Where do any newly-proposed committees fit, to align with others?
- What is the timing of proposed new committee meetings?
 - Compensation: 2x / year?
 - Youth Council: 4x / year?
- Where does Workforce Performance Committee fit?

Current Committee Structure

Current Committee:	Role / Purpose of Committee: This committee exists to..	# Mtgs / year:	Total Staffing / People Involvement:	
			CSTB Staff:	Board of Directors:
Workforce Solutions	<i>recommend policies and strategies to improve both the skill levels of the workforce and the availability of higher skilled jobs.</i>	4	Juditte D Jody	
Finance	<i>oversee development of the budget and ensure accurate tracking / monitoring / accountability for funds. It ensures adequate financial controls.</i>	8	Sheila D	
One-Stop	<i>provide oversight on planning, operational & issues resolutions associated with One-Stop delivery system, including operation and performance associated with grants / funding received.</i>	4	Jody T	
Executive	<i>standing committee that acts as a steering committee for CSTB full board. Functioning as a steering committee, the Executive Committee prioritizes issues for the full board to address. Although comprising of senior-level leaders, the committee members report to the Board.</i>	6	CEO	
<i>Proposal from the by-Laws Sub-committee to merge Workforce Development and One-Stop into a new committee entitled Workforce Performance Committee:</i>				
Workforce Performance	<i>recommend policies and strategies to improve both the skill levels of the workforce and the availability of higher skilled jobs. It reviews market information to address training related to high skills / high wage issues and oversees contract awards for service and training providers.</i>	TBC		

Need to fully build out Workforce Performance Committee in next subcommittee discussion.

Proposed Committee (WORKING DRAFT)

Proposed Committee:	Role / Purpose of Committee: This committee exists to..	# Mtgs / year:	Total Staffing / People Involvement:	
			CSTB Staff:	Board of Directors:
Youth	<i>provide local youth with the tools needed to successfully create a skilled workforce and provide opportunity for future leaders in Hillsborough County, through skill set creation and learning common traits in effective leadership.</i>	?		
Compensation	<i>Review and evaluate employee performance review process, Review, evaluate and make recommendations to the Board of Directors relating to the approval of CEO and key employee pay and compensation.</i>	2		

Changes to the Current By-Laws

Ken Jones led the discussion on changes to the current By-Laws.

The Committee members received a copy of the current By-Laws and a draft of revised By-Laws generated by the county.

The committee previously completed the review of the By-Laws through Article IV. The committee resumed discussions with Article V., and reviewed the remaining By-Laws.

There was discussion of combining the One-Stop Committee and Workforce Solutions Committee meetings. The recommendation of the committee is to merge these two committees.

There is a recommendation to combine the Audit and Finance Committee meetings. It was recommended to create an Audit sub-committee.

It was recommended that when a Board Member abstains from a vote that they should step out of the meeting until the vote is completed.

Next Steps

Committee discussion on the Standing Compensation Committee and Standing Youth Committee will be addressed at a future meeting.

Ken Jones will draft amendments to the By-Laws to reflect the Ad Hoc Committee's recommended changes. These amendments will be reviewed at a future meeting.

Adjournment

The meeting was adjourned at approximately 2:18 p.m.

Minutes prepared by: Tammy Stahlgren, Administrative Services Coordinator.



Information Item # 1

Current By-Laws

Information:

Existing By-Laws, these amended By-laws were adopted as of the 16th of June 2016.

BY-LAWS
Of
Tampa Bay WorkForce Alliance, Inc.
d/b/a CareerSource Tampa Bay
A Florida Not-for-Profit Corporation

The provisions of this document constitute the By-Laws of Tampa Bay WorkForce Alliance, Inc., a Florida not-for-profit corporation, which shall be utilized to govern the management and operation of Tampa Bay WorkForce Alliance, Inc. for all purposes.

ARTICLE I – NAME, SERVICE AREA, AND OFFICE LOCATION

SECTION I – Name

The name of the organization shall be Tampa Bay WorkForce Alliance, Inc. doing business as and hereinafter referred to as CareerSource Tampa Bay.

SECTION 2 – Service Area

CareerSource Tampa Bay shall primarily serve the employers and residents of Hillsborough County, Florida. Other geographical areas may be served as determined by the CareerSource Tampa Bay Board of Directors.

SECTION 3 – Office Location

The official office location and mailing address shall be as determined by the Executive Committee of CareerSource Tampa Bay.

ARTICLE II – PURPOSE AND USE OF FUNDS

SECTION I – Purpose

The purposes for which CareerSource Tampa Bay is formed, and its business goals and objectives are as follows:

- A. To deliver customer-focused, value-added workforce solutions designed to meet the specific needs of customers, both employers and job seekers alike.
- B. To administer workforce programs and act as a fiscal agent and administrative entity as defined by the Federal Workforce Innovation and

- Opportunity Act (WIOA), authorized by the State of Florida, the U.S. Department of Labor, and in agreement with the Hillsborough County Board of County Commissioners serving as the Chief Elected Official (CEO).
- C. To enhance the provision of workforce development services; increase the involvement of the business community, including small and minority businesses, in workforce development activities; to increase private sector employment opportunities; and to ensure the economic health of the community.
 - D. To place special emphasis on service to welfare recipients, economically disadvantaged adults and youth, dislocated workers, and individuals and employers needing workforce development services as identified in the CareerSource Tampa Bay strategic plan.

SECTION 2 – Use of Funds

CareerSource Tampa Bay shall use available funding in ways that will most effectively satisfy the labor demand needs of the residents and business community to enhance the economic well-being of the community.

ARTICLE III - BOARD MEMBERSHIP

SECTION I – Governing Body

CareerSource Tampa Bay shall be governed by a Board of Directors, to be appointed as provided herein.

SECTION 2 – Authority and Responsibilities of the Board

The authorities and responsibilities of the Board shall include all authorities and responsibilities delegated to it by applicable federal, state and local laws, regulations, policies and mandates, and shall include:

- A. Establishing and adopting policy for governance, administration and operation of the CareerSource Tampa Bay Board of Directors;
- B. Developing, ratifying and submitting or amending the local workforce plan pursuant to Public Law No. 113-128 WIOA and the provisions of Florida Statute 445.007 subject to the approval of the Hillsborough County Board of County Commissioners;
- C. Coordinating agreements with the Hillsborough County Board of County Commissioners that are necessary to designate the fiscal agent and administrative entity;
- D. Oversight of programs;
- E. Oversight of administrative costs;
- F. Oversight of performance outcomes;
- G. Identifying and selecting providers of training services, intensive services, youth providers and One-Stop Operators as necessary and applicable;
- H. Developing a budget, subject to the approval of the Hillsborough County Board of County Commissioners, for purposes of carrying out the duties of the Board under

applicable state and federal law;

- I. Oversight of the budget;
- J. Negotiating and reaching agreement on local performance measures;
- K. Coordinating the workforce investment activities with economic development strategies and developing other employer linkages with such activities; and
- L. Developing the Regional Targeted Occupations List.

SECTION 3 – Authority of Individual Board Members

Board members have authority over the affairs of CareerSource Tampa Bay only when acting as a Board of Directors legally in session. The Board shall not be bound in any way by any action or statement on the part of any individual Board member except when such statement or action is taken when carrying out specific instructions by the Board of Directors of CareerSource Tampa Bay.

SECTION 4 - Categories of Board Membership

All the members of the Board of Directors of CareerSource Tampa Bay shall be appointed by the Hillsborough County Board of County Commissioners in accordance with Federal and State legislation, regulations and policies and shall be made from the following categories:

- A. Representatives of business. These individuals shall constitute a majority of the membership of the Board, and shall be individuals; who are owners, chief executive officers, or other individuals with optimum policymaking or hiring authority, provide employment opportunities that include high-quality, work relevant training and development in in-demand industry sectors or occupations, and are nominated for these seats by local business, professional and trade organizations.
- B. Not less than 20 percent shall be representatives; of local labor organizations nominated by local labor federations, member of a local labor organization or a training director from a joint labor-management apprenticeship program, or if no joint program exists an individual from an apprenticeship program, **MAY** include community based organizations that have demonstrated experience and expertise in addressing employment needs of individuals with barriers, including organizations that serve veterans or individuals with disabilities, and out of school youth,
- C. Representatives of education and training shall include; providers administering adult education and literacy activities under WIOA title II, institutions of higher education providing workforce investment activities (including community colleges), **MAY** include local educational agencies and community based organizations with expertise in education and training of individuals with barriers to employment.
- D. Representatives of governmental, and economic and community development entities; economic and community development entities, State Employment office/Wagner-Peyser Act 29 U.S.C. 720 et seq, WIOA title I of

- rehabilitation act of 1973, **MAY** include agencies representing transportation, housing, public assistance, and philanthropic organizations.
- D. Representatives of entities or individuals as the chief elected official determine to be appropriate.
 - E. All representatives must have optimum policymaking authority
 - F. An individual may be appointed as a representative of more than one agency if the individual meets all criteria for such representation. If an individual represents more than one membership area, he or she must be appropriately nominated by the organization or entity he or she will represent and must have optimum policymaking authority within each agency represented. This shall be determined by the Hillsborough County Board of County Commissioners.
 - G. A representative with “optimum policymaking authority” is an individual who can reasonably be expected to speak affirmatively on behalf of the entity he or she represents and to commit that entity to a chosen course of action.
 - H. Nominees shall represent the urban and suburban nature of Hillsborough County as well as the demographic, ethnic, and gender characteristics reflective of the County.
 - I. The Chairman of the Hillsborough County Board of County Commissioners or his/her designee from the Board of County Commissioners, shall fill one of the mandatory seats on the Board as appropriate and as established by Federal and State legislation, regulations and/or policies.

SECTION 5 – Appointment of Board Members

- A. Members of the CareerSource Tampa Bay Board of Directors shall be appointed by the Hillsborough County Board of County Commissioners subject to the provisions of WIOA and its regulations, and pursuant to the Florida Workforce Innovation Act and policies established by the Governor for the State of Florida. The maximum number of Board members and the categories of membership shall conform to Federal and State legislation, regulations and policies.
- B. The CareerSource Tampa Bay Board may make recommendations regarding nominations to the Hillsborough County Board of County Commissioners. Such nominations shall be in accordance with the nomination process set forth in the governing statutes. Appointments to the Board shall be at the discretion of the Hillsborough County Board of County Commissioners.
- C. Members of the Board shall serve at the pleasure of the Hillsborough County Board of County Commissioners.

ARTICLE IV – BOARD OF DIRECTORS

SECTION I – Terms of Membership

- A. Members of the Board shall serve for fixed and staggered terms of two years with the exceptions described within these By-Laws.

- B. In accordance with the federal law and Florida State law, whenever a mandatory seat on the Board must be filled by an individual occupying a specific position in an organization, agency or institution, their term of office shall not expire except and unless the federal or state statute is amended to exclude the position.
- C. If a member resigns prior to the expiration date of his/her term in office, nominations for filling the vacancy shall be made to the Hillsborough County Board of County Commissioners in the same manner as is described within these By-Laws. Upon appointment, the new member shall serve the unexpired term of the member whose vacancy he/she is filling.
- D. The Chairman of the Hillsborough County Board of County Commissioners, or his or her designee, is not subject to the Board membership term limits specified herein.

SECTION 2 – Resignation

A member may resign his or her membership on the CareerSource Tampa Bay Board at any time by submitting a resignation in writing to the Chair or President & CEO. In the case of the resignation of the Chair, a resignation shall be submitted in writing to the Chair Elect or President & CEO. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Chair.

Three (3) consecutive absences from regularly scheduled meetings of the CareerSource Tampa Bay Board without an excuse approved by the Chair shall constitute a de facto resignation of the Board member. Three (3) consecutive absences from regularly scheduled committee meetings of CareerSource Tampa Bay, without an excuse approved by the committee chair, shall constitute a de facto resignation of the committee member from that committee. De facto resignation from a committee will not impact the individuals' membership on the Board or membership on other committees.

SECTION 3 – Revocation of Membership

The Executive Committee may, by a two-thirds affirmative vote at a meeting where a quorum has been established, recommend revocation of membership to the Hillsborough County Board of County Commissioners for the following reasons:

- A. Should a Board member cease to represent the category to which they were appointed to fill on the Board through change in status;
- B. Disability, illness or inability to perform their duties on the Board; or
- C. Unethical or illegal practices or actions.

SECTION 4 – Notification of Vacancies

The Chair of the Board will notify the Board of County Commissioners when vacancies occur through written correspondence with the Commissioner assigned to serve on the board of directors and will annually submit written notification of all vacancies at the beginning of each fiscal year.

ARTICLE V - BOARD OFFICERS

The Officers of CareerSource Tampa Bay shall consist of a Chair, a Chair Elect, a Vice Chair, a Secretary and a Treasurer. The Chairman of the Hillsborough County Board of County Commissioners, or his/her designee from the Board of County Commissioners, shall occupy the Vice Chair position.

SECTION 1- Election of Officers

The Chair, Chair Elect, Treasurer, and Secretary of the CareerSource Tampa Bay Board shall be elected as follows:

- A. The slate of Officers shall be recommended to the CareerSource Tampa Bay Board of Directors by the Ad-Hoc Nominating Committee and selected based upon a majority vote of the quorum present at the annual meeting at which the slate is presented.
- B. The annual meeting at which the slate of Officers shall be elected shall take place in June or on a date as otherwise set by the Board, and the Officers shall take office in July.
- C. The CareerSource Tampa Bay Chair, Chair Elect and Treasurer shall be selected from among the representatives of the private sector Board members.

SECTION 2 – Duties of Officers

- A. Duties of the Chair shall include:
 - Presiding at all meetings of the CareerSource Tampa Bay Board of Directors;
 - Serving as chair of the Executive Committee;
 - Making all committee chair appointments;
 - Calling special meetings of the Board;
 - Establishing Ad-Hoc Committees as deemed necessary to conduct the business of the Board and make appointments thereto;
 - Serving as a member of the Executive Committee; and
 - Performing all duties incident to the office of Chair.
- B. Duties of the Chair Elect shall include:
 - Presiding over meetings in the absence of the Chair;
 - Serving as a member of the Executive Committee; and
 - Performing all duties incident to the office of Chair in the absence of the Chair.
- C. Duties of the Treasurer shall include:
 - Serving as a member of the Executive Committee;

- Serving as a member of the Audit Committee;
 - Serving as Chair of the Finance Committee; and
 - Making a report on the financial status at each regular meeting of the Board.
- D. Duties of the Secretary shall include:
- Serving as a member of the Executive Committee;
 - Signing all bank resolutions; and
 - Reviewing all Board minutes prior to official adoption by the Board of Directors.
- E. Duties of the Vice Chair shall include:
- Presiding over meetings in the absence of the Chair and the Chair Elect;
 - Serving on the Audit Committee; and
 - Ensuring compliance with the inter-local agreement.

SECTION 3 – Terms of Office

The term of office for the Chair, Chair Elect, Secretary and Treasurer of CareerSource Tampa Bay shall be for one (1) year, from July 1 through June 30.

CareerSource Tampa Bay Officers may serve two consecutive terms of one year each in the same office, if re-elected, provided that the time in office does not exceed the limits of their term of membership on the Board. After two consecutive terms, the Officer shall then step down from their position for a minimum of one year, although they may continue to serve as CareerSource Tampa Bay Board members, or in other offices.

The Vice Chair is not subject to the Officer term limits specified herein.

SECTION 4 – Vacancy in One of the Officer Positions

If a vacancy in any office but the Chair occurs due to the illness, resignation, etc. of the Officer elected, a replacement shall be elected to serve the unexpired term of office at the next regularly scheduled Board meeting. If the office of Chair becomes vacant, the Chair Elect will assume the office of Chair.

ARTICLE VI – COMMITTEES

SECTION 1 – Standing Committees

The Standing Committees of CareerSource Tampa Bay shall be the Executive Committee,

the One Stop Committee, the Workforce Solutions Committee, the Finance Committee, and the Audit Committee. In addition, there may be such ad hoc committees as determined necessary by the Chair.

Other than those committees required by law, CareerSource Tampa Bay may vote to expand or combine Committees as appropriate for the efficient operation of the business of CareerSource Tampa Bay.

SECTION 2 – Terms of the Executive Committee members and Committee Chairs

CareerSource Tampa Bay Executive Committee Members and Committee Chairs may serve in those positions for two consecutive terms, if re-elected or re-appointed and shall then step down from their position for a minimum of a year, although they may continue to serve as CareerSource Tampa Bay Board members, or in other offices.

SECTION 3 – General Committee Membership

- A. A committee member, with the exception of an Executive Committee member, may designate an alternate in writing who shall have the powers, including voting, of the committee member when that alternate attends committee meetings in lieu of the committee member. No member or delegate may vote through proxy.
- B. CareerSource Board members shall comprise a majority of each committee.
- C. The Chair of any standing committee with the exception of the Executive Committee, at his/ her discretion, may appoint board and non-board members to serve on the committee.
- D. Non-board committee members shall serve for a two-year term from their appointment date. Terms are renewable for additional two-year periods at the discretion of the committee chairperson.

SECTION 4 – Executive Committee Membership, Duties and Responsibilities

CareerSource Tampa Bay shall have an Executive Committee consisting of the Officers, the Chairs of the Standing Committees, Past Chair, and up to five at-large members appointed by the Chairperson.

The Executive Committee shall have and exercise the authority of the Board of Directors in the governance of the affairs of CareerSource Tampa Bay with the exception of adopting, repealing, or amending these By-Laws. Delegation of this authority to the Executive Committee shall not relieve the Board of Directors or any individual Director of any responsibility imposed on it, or him or her, by the Bylaws or by any applicable law.

Duties of the Executive Committee shall also include, but are not limited to:

- Reviewing qualifications of individuals nominated to serve on the Board of Directors and forwarding nominations with recommendations and rationale for appointment or non-appointment to the Board of Directors for action. If approved by the Board, the nominations shall be submitted to the Hillsborough County Board of County Commissioners for its consideration; and
- Planning, conducting and/or recommending Board Member development or in-service activities.

Section 5 – One Stop Committee Membership, Duties and Responsibilities

The One Stop Committee shall be chaired by a Board Member appointed by the Board Chair and shall consist of those members deemed appropriate and appointed to the committee by the One Stop Committee Chair. The One Stop Committee shall be responsible for:

- Providing assistance with planning, operational and other issues relating to the one-stop delivery system;
- Providing assistance with planning, operational, and other issues relating to the provision of services to youth;
- Providing assistance with planning, operational and other issues relating to the provision of services to individuals with disabilities;
- Reviewing the plans and services of other agencies and one-stop partners with the intent to improve coordination of services;
- Reviewing customer survey feedback to ensure customer input is made part of the plan of service;
- Reviewing the enrollment and training of individuals under the Workforce Innovation and Opportunity Act;
- Reviewing the services delivered to welfare transition customers;
- Reviewing services and programs delivered to recognized target groups;
- Reviewing the operation and performance of any grants or other funding received;
- Reviewing periodic reports on performance in accordance with the committee's annual strategic plan; and
- Planning for future changes and improvements to the one-stop system.
-

SECTION 6 – Workforce Solutions Committee Membership, Duties and Responsibilities

The Workforce Solutions Committee shall be chaired by a Board member appointed by the Board Chair and shall consist of those members deemed appropriate and appointed to the Committee by the Workforce Solutions Committee Chair. The Workforce Solutions Committee shall be responsible for:

- Reviewing and approving the services and programs delivered to employers;
- Reviewing and approving training vendor applications and other actions pertaining to training vendors;
- Reviewing periodic training vendor performance reports;
- Reviewing the region's activities related to targeted industries;
- Creating and maintaining the regional targeted occupations list; and

- Reviewing and approving the Board’s partnerships with economic development organizations and other business associations in accordance with the committee’s annual strategic plan.

SECTION 7 – Finance Committee Membership, Duties and Responsibilities

The Finance Committee shall be chaired by the Treasurer, and shall consist of those members deemed appropriate and appointed to the Committee by the Treasurer. The Finance Committee shall be the Committee of the Board charged with oversight responsibilities regarding the fiscal affairs of the Agency. The Committee’s responsibilities shall include, but are not limited to:

- Reviewing a draft of the annual budget and submitting the tentative annual budget, along with a recommendation, to the Board of Directors for action;
- Reviewing and approving all subsequent modifications to the budget;
- Reviewing the annual audit and accompanying management letters with agency responses;
- Providing oversight through review of monitoring reports;
- Reviewing the agency’s periodic financial statements and report on the organizations financial status at each meeting of the Executive Committee; and
- Serving on procurement review panels at the request of the President and CEO and/or CFO.

SECTION 8 – Audit Committee Membership, Duties and Responsibilities

The Audit Committee shall consist of the County Commissioner serving on the CareerSource Tampa Bay Board of Directors, an Assistant County Administrator or one at large county staff person, the Chair of the CareerSource Tampa Bay Finance Committee, and the CareerSource Tampa Bay President and CEO. The Administrator of Hillsborough County will select the Assistant County Administrator or the at-large county staff person to serve on the Committee. The Audit Committee shall be responsible for:

- Arranging and procuring the annual audit of any and all programs operated by CareerSource Tampa Bay in compliance with OMB Circular A-133, including the selection of an audit firm;
- Reviewing reports on the monitoring of activities, operations and expenditures under the programs operated by CareerSource Tampa Bay; and
- Reviewing such other interim or annual reviews and reports, whether conducted by an audit firm, entities expert in evaluation and/or monitoring of CareerSource Tampa Bay programs or county staff as determined by the Audit Committee.

SECTION 9 – Ad-Hoc Nominating Committee Duties and Responsibilities

The Chair of CareerSource Tampa Bay shall appoint the Chair and members of the ad-hoc Nominating Committee from among the membership of the Board. The responsibilities of The Nominating Committee shall include:

- Meeting prior to the fourth quarterly or annual board meeting to select a slate of Officers to be presented to the CareerSource Tampa Bay Board at the annual meeting; and
- Reviewing Board members' length of service and recommending renewal of membership to the Executive Committee as appropriate.

ARTICLE VII - MEETINGS

SECTION I – Notice, Minutes, etc.

- A. Regular meetings of CareerSource Tampa Bay Board and Committees of the Board shall be held at a place to be determined by the members, at such times and as often as they may deem necessary.
- B. The President & CEO or his/her designee shall send written notice of each Board and Committee meeting to the members at such times and as often as they may deem necessary.
- C. The public shall be informed of Board and Committee meetings through notice(s), which shall state the purpose of the meeting, the time and the place. Special meeting notices shall state the purpose of the meeting and whether it has been called by the Chair or by petition.
- D. All Board and Committee meetings shall be subject to the Sunshine and Open Meeting Laws of the State of Florida.
- E. The CareerSource Board may allow one or more members to participate in Board and Committee meetings by telephone or other types of communications technology provided that access be given to the public at such meetings through the use of such devices as a speaker telephone that would allow the absent member or members to participate in discussions to be heard by other board members and the public to hear discussions taking place during the meeting.
- F. Special meetings of members may be called at any time by the CareerSource Tampa Bay Chair or by a petition signed by not less than twenty-five percent (25%) of the membership of CareerSource Tampa Bay, setting forth the reason for calling such a meeting.
- G. CareerSource Tampa Bay committees shall meet at the call of the Committee Chair, the Committee Vice Chair or the CareerSource Tampa Bay Board Chair.
- H. Minutes shall be kept of all Board and Committee meetings. Minutes shall be reviewed and approved at the next CareerSource Tampa Bay Board or Committee meeting as appropriate. The official minutes of meetings of the Board and Committees of the Board are public record and shall be open to inspection by the public. They shall be kept on file by the Board Secretary at the administrative office of CareerSource Tampa Bay as the record of the official actions of the Board of Directors.

SECTION 2 – Limitation on Participation

Participation in Board meetings and Executive Committee meetings shall be limited to members of the Board, Committees and staff with the following exceptions:

- A. Regularly scheduled agenda items that call for reports or participation by non- members.
- B. A time shall be set on the agenda for the receipt of public comment.

SECTION 3 – Parliamentary Procedures

When parliamentary procedures are not covered by these by-laws, Robert's Rules of Order, Revised, shall prevail.

ARTICLE VIII – QUORUM AND VOTING

SECTION 1 – Quorum

- A. A quorum of the Board shall consist of one-third (33%) of the Board membership.
- B. A quorum of the Executive Committee shall consist of one-third (33%) of the Executive Committee members.
- C. Except for the Executive Committee, the number of Committee Members present for a committee meeting shall constitute a quorum for the purpose of conducting the business of the Committee.
- D. Board members participating by telephone or other types of communications technology will be included as part of the quorum as a quorum does not have to be physically present to conduct business.

SECTION 2 – Voting and Related Party Contracts

- A. Any action that may be taken by the CareerSource Tampa Bay Board of Directors or a committee of the Board shall be considered the act of the Board or Committee only if the action is taken by an affirmative vote of the majority of the members in attendance at a meeting where a quorum has been established.
- B. Each member of the CareerSource Tampa Bay Board of Directors shall have one (1) vote when present at a meeting of the Board, whether in person or by phone or other type of communication technology. Members may not vote by proxy.
- C. Voting privileges of non-board members selected to serve on a committee are limited to that committee.
- D. A member of the Board who is present, either in person or by other

communication means, at a meeting of the Board or a committee of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent is declared and entered in the minutes of the meeting

- E. When an issue presents a possible conflict of interest to a member, said member shall disclose the conflict of interest and shall abstain from voting on said issue. A conflict of interest is any matter which has a direct bearing on services to be provided by that member or any organization which such member directly represents, or any matter which would financially benefit such member or any organization such member represents.
- F. Contracts awarded to members of the CareerSource Tampa Bay Board of Directors shall require a 2/3 affirmative vote of the quorum in attendance at the Board meeting.
- G. A Board member acting as presiding Officer at a meeting of the Board or a Committee of the Board held pursuant to these By-Laws shall be entitled to vote on the same basis as if not acting as the presiding Officer.
- H. Any item considered, voted on and approved by a committee of the CareerSource Board of Directors, excluding approval of meeting minutes and adjournment of meeting, shall be brought forth to the Executive Committee for consideration at its next meeting.

SECTION 3 – Consent Agenda

As soon as practicable following a meeting of the Executive Committee, minutes of the meeting shall be transmitted to Members of the Board of Directors. Any Board Member shall have five (5) days from receipt of the minutes within which to request that an action of the Executive Committee be brought before the full Board. If no such request is made, the action of the Executive Committee shall stand.

ARTICLE IX - AMENDMENTS

These By-laws may be amended or replaced by an affirmative vote of two-thirds of the membership of the CareerSource Tampa Bay Board, after notice, which shall specify or summarize the changes proposed to be made. Such notice shall be made no less than five (5) days prior to the meeting at which such amendment or repeal is acted upon.

ARTICLE X - GENERAL PROVISIONS

Nothing in these By-laws shall be construed to take precedence over federal, state or local laws or regulations, or to constrain the rights or obligations or the units of the local elected officials or governments party to the consortium agreement.

ARTICLE XI - INDEMNIFICATION

SECTION I – Indemnification of Board Members

CareerSource Tampa Bay, Inc. shall indemnify any CareerSource Tampa Bay Board member, staff person, Officer, or former CareerSource Tampa Bay Board member, staff person, or Officer for expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a CareerSource Tampa Bay Board member, staff person, or Officer, except in relation to matters in which he or she was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her CareerSource Tampa Bay duties.

SECTION 2 – Rights to Indemnification

The right to indemnification under this Article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.

SECTION 3 – Indemnification Insurance

CareerSource Tampa Bay and the Hillsborough County Board of County Commissioners shall have the power to purchase and maintain insurance sufficient to meet this Article's indemnification requirements.

ARTICLE XII - ENACTMENT PROVISION

These By-laws shall become effective after approval by a two-thirds vote of the membership after due notice to the membership. Reasonable notice shall be given prior to the meeting at which these By-laws are enacted.

These amended By-Laws were adopted as of this 16th day of June 2016.



Information Item # 2

Draft By-Laws

Information:

Recommended changes to the By-Laws

**By-Laws
Of
Tampa Bay WorkForce Alliance, Inc.
d/b/a CareerSource Tampa Bay
A Florida Not-for-Profit Corporation**

The provisions of this document constitute the By-Laws of Tampa Bay WorkForce Alliance, Inc., d/b/a CareerSource Tampa Bay, a Florida not-for-profit corporation, which shall be utilized to govern the management and operation of Tampa Bay WorkForce Alliance, Inc., d/b/a CareerSource Tampa Bay, for all purposes.

**ARTICLE I
NAME, SERVICE AREA, AND OFFICE LOCATION**

SECTION I – Name

The legal name of the organization shall be Tampa Bay WorkForce Alliance, Inc., d/b/a CareerSource Tampa Bay, hereinafter referred to as the “Corporation”.

SECTION 2 – Service Area

The Corporation shall serve the employers and residents of Hillsborough County, Florida.

SECTION 3 – Office Location

The official office location and mailing address shall be as determined by the Corporation’s Board of Directors.

**ARTICLE II
PURPOSE AND USE OF FUNDS**

SECTION I – Purpose

The purposes for which the Corporation is formed, and its business goals and objectives are as follows:

- A. To deliver customer-focused, value-added workforce solutions designed to meet the specific needs of customers, both employers and job seekers alike.
- B. To administer workforce programs and act as the local sub-grant recipient, fiscal agent and administrative entity as defined by the Federal Workforce Innovation and Opportunity Act (“WIOA”), authorized by the State of Florida, the U.S. Department of Labor, and in agreement with the Hillsborough County Board of County Commissioners (“Hillsborough BOCC”) serving as the Chief Elected Official (“CEO”).

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- C. To enhance the provision of workforce development services; increase the involvement of the business community, including small and minority businesses, in workforce development activities; to increase private sector employment opportunities; and to ensure the economic health of the community.
- D. To place special emphasis on service to welfare recipients, economically disadvantaged adults and youth, dislocated workers, and individuals and employers needing workforce development services as identified in the CareerSource Tampa Bay strategic plan.

SECTION 2 – Use of Funds

The Corporation shall use available funding in ways that will most effectively satisfy the labor demand needs of the residents and business community to enhance the economic well-being of the community.

No investment, loan or evidence of indebtedness or promise to pay shall be contracted on behalf of the Corporation unless authorized by a resolution from the Corporation’s Board of Directors.

**ARTICLE III
BOARD MEMBERSHIP**

SECTION I – Governing Body

The Corporation shall be governed by a Board of Directors (Board), to be appointed as provided herein.

SECTION 2 – Authority and Responsibilities of the Board

The authorities and responsibilities of the Board shall include all authorities and responsibilities delegated to it by applicable federal, state and local laws, regulations, policies and mandates, and shall include:

- A. Establishing and adopting policy for governance, administration and operation of the Board;
- B. Developing, ratifying and submitting or amending the local workforce plan pursuant to Public Law No. 113-128 WIOA and the provisions of Florida Statute 445.007 subject to the approval of the Hillsborough BOCC;
- C. Coordinating agreements with the Hillsborough BOCC that are necessary to designate the fiscal agent and administrative entity;
- D. Oversight of programs;
- E. Oversight of administrative costs;
- F. Oversight of performance outcomes;
- G. Identifying and selecting providers of training services, intensive services, youth providers and One-Stop Operators as necessary and applicable;
- H. Developing a budget, subject to the approval of the Hillsborough BOCC, for purposes of carrying out the duties of the Board under applicable state and federal law;
- I. Oversight of the budget;
- J. Negotiating and reaching agreement on local performance measures;

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- K. Coordinating the workforce investment activities with economic development strategies and developing other employer linkages with such activities; and
- L. Developing the Regional Targeted Occupations List.

SECTION 3 – Power to Employ a CEO

The Board shall have the power to employ a CEO who shall be responsible for the operational and administrative functions of the Corporation. The CEO shall report to the Board and shall be responsible for employment of such other staff as required to carry out the duties assigned to the Board.

SECTION 4 – Authority of Individual Board Members

Board members have authority over the affairs of the Corporation only when acting as a Board legally in session. The Board shall not be bound in any way by any action or statement on the part of any individual Board member except when such statement or action is taken when carrying out specific instructions by the Board.

Members of the Board and Committees of the Board may be contacted for comments on Corporation matters and/or issues of public interest. Because the Board and Committees are comprised of members of a myriad of businesses, agencies, and organizations it is important that the Corporation's positions are communicated clearly and consistently. Board and Committee members shall direct any such requests to the Board Chair and/or CEO. The Board Chair and CEO are designated as the official spokespersons for the Corporation.

SECTION 5 - Categories of Board Membership

All the members of the Board shall be appointed by the Hillsborough BOCC in accordance with Federal, State and Hillsborough BOCC legislation, regulations and policies and shall be made from the following categories:

- A. Business: These shall be individuals; who are business owners, chief executives or operating officers, employers or other individuals with optimum policymaking or hiring authority, provide employment opportunities that include high-quality, work relevant training and development in in-demand industry sectors or occupations, and are nominated by business organizations or business trade associations. Business sector representatives shall constitute a minimum of fifty-one percent (51%) of the total Board.
- B. Workforce: These shall be representatives; of local labor organizations nominated by local labor federations, member of a local labor organization or a training director from a joint labor-management apprenticeship program, or if no joint program exists an individual from an apprenticeship program, may include community based organizations that have demonstrated experience and expertise in addressing employment needs of individuals with barriers, including organizations that serve veterans or individuals with disabilities, and out of school youth. Workforce sector representatives shall constitute a minimum of twenty percent (20%) of the total Board.

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- C. Education and Training: Representatives shall include; providers administering adult education and literacy activities under WIOA Title II, institutions of higher education providing workforce investment activities (including community colleges and private education providers), may include local educational agencies and community based organizations with expertise in education and training of individuals with barriers to employment.
- D. Government, Economic/Community Development: Representatives of governmental, and economic and community development entities; economic and community development entities serving Hillsborough County, State Employment office/Wagner-Peyser Act 29 U.S.C. 720 et seq, WIOA Title I of rehabilitation act of 1973, may include agencies representing transportation, housing, public assistance, philanthropic organizations or representatives of entities or individuals as the CEO determines to be appropriate. The Chairman of the Hillsborough BOCC, or designee from the Hillsborough BOCC, shall fill one of the mandatory seats on the Board as appropriate and as established by Federal and State legislation, regulations and/or policies.
- E. All Board members shall be individuals with optimum policymaking authority within the organizations, agencies or entities. A representative with “optimum policymaking authority” is an individual who can reasonably be expected to speak affirmatively on behalf of the entity he or she represents and to commit that entity to a chosen course of action.
- F. An individual may be appointed as a representative of more than one membership area if the individual meets all criteria for such representation. If an individual represents more than one membership area, he or she must be appropriately nominated by the organization or entity he or she will represent and must have optimum policymaking authority within each membership area represented. Individuals representing more than one membership area shall be determined by the Hillsborough BOCC.
- G. Nominees shall represent the urban and suburban nature of Hillsborough County as well as the demographic, ethnic, and gender characteristics reflective of the County.

SECTION 6 - Qualifications

Members of the Board shall be U.S. citizens or permanent residents, and residents and registered voters of Hillsborough County. The residency requirement only may be waived by the Hillsborough BOCC for required categories of Board membership except for the Business sector category. Business sector representatives must be employed by a business that is located in Hillsborough County.

SECTION 7 – Financial Disclosure

Each Board member is considered a “public servant” and as such is required to file a statement of financial interests within thirty (30) days of appointment to the Board and annually thereafter. Additionally, each Board member is required to file a statement of financial interests within sixty (60) days of ending their membership on the Board.

SECTION 8 - Compensation

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No compensation will be paid to Board members for services performed by them for the Corporation. Board members may be reimbursed for expenses incurred when traveling on official business of the Corporation if approved in advance by the Board. Such reimbursement must conform to the Corporation's established travel policy.

SECTION 9 – Appointment of Board Members

Members of the Board shall be appointed by the Hillsborough BOCC subject to the provisions of WIOA and its regulations, and pursuant to the Florida Workforce Innovation Act and policies established by the Governor for the State of Florida. The maximum number of Board members and the categories of membership shall conform to Federal and State legislation, regulations and policies.

The Board may identify and encourage potential applicants to apply to the Hillsborough BOCC for Board appointment. Such applications shall be in accordance with the application process set forth by the Hillsborough BOCC. Appointments to the Board shall be at the discretion of the Hillsborough BOCC.

Members of the Board shall serve at the pleasure of the Hillsborough BOCC and may be removed at any time at the sole discretion of the Hillsborough BOCC.

ARTICLE IV BOARD OF DIRECTORS

SECTION I – Terms of Membership

Members of the Board shall serve for fixed and staggered terms of two (2) years with the exceptions described within these By-Laws.

In accordance with the federal law and Florida State law, whenever a mandatory seat on the Board must be filled by an individual occupying a specific position in an organization, agency or institution, their term of office shall not expire except and unless the federal or state statute is amended to exclude the position.

If a member resigns prior to the expiration date of his/her term in office, applications for filling the vacancy shall be in accordance with the application process set forth by the Hillsborough BOCC. Upon appointment, the new member shall serve the unexpired term of the member whose vacancy he/she is filling.

The Chairman of the Hillsborough BOCC, or designee from the Hillsborough BOCC, is not subject to the Board membership term limits specified herein.

SECTION 2 – Resignation of Membership

A member may resign his or her membership on the Board at any time by submitting a resignation in writing to the Chair. In the case of the resignation of the Chair, a resignation shall be submitted in

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writing to the Vice Chair. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Chair or Vice Chair.

Three (3) consecutive absences from regularly scheduled Board meetings, without an excuse approved by the Chair shall constitute a de facto resignation of the Board member. Three (3) consecutive absences from regularly scheduled committee meetings, without an excuse approved by the Committee Chair, shall constitute a de facto resignation of the committee member from that committee. De facto resignation from a committee will not impact the individuals' membership on the Board or membership on other committees.

SECTION 3 – Revocation of Membership

The Executive Committee may, by a two-third (2/3rd) affirmative vote at a meeting where a quorum has been established, recommend revocation of Board membership to the Hillsborough BOCC for the following reasons:

- A. Should a Board member cease to represent the category to which they were appointed to fill on the Board through change in status;
- B. Disability, illness or inability to perform their duties on the Board; or
- C. Unethical or illegal practices or actions.

SECTION 4 – Notification of Vacancies

The Chair will notify the Hillsborough BOCC when Board vacancies occur through written correspondence to the Chairman of the Hillsborough BOCC, or designee from the Hillsborough BOCC assigned to serve on the Board, and the County's Liaison to the Corporation as they occur.

ARTICLE V BOARD OFFICERS

The Officers of the Corporation shall consist of a Chair, a Vice Chair, a 2nd Vice Chair, a Secretary and a Treasurer. The Chairman of the Hillsborough BOCC, or designee from the Hillsborough BOCC, shall occupy the 2nd Vice Chair position.

SECTION 1- Election of Officers

The Chair, Vice Chair, Treasurer, and Secretary of the Corporation shall be elected as follows:

- A. A slate of nominees for Officers shall be presented to the Board by an Ad-Hoc Nominating Committee and selected based upon a majority vote of the quorum present at the annual meeting at which the slate is presented.
- B. The annual meeting at which the slate of Officers shall be elected shall take place in May, or on a date as otherwise set by the Board, and the Officers shall take office in July.
- C. The Chair and Vice Chair shall be selected from among the representatives of the private sector Board members.
- D. The Treasurer and Secretary shall be selected from among any existing member of the Board.

SECTION 2 – Duties of Officers

- A. Duties of the Chair shall include:
1. Presiding at all meetings of the Board;
 2. Serving as Chair of the Executive Committee;
 3. Making all committee chair appointments;
 4. Calling special meetings of the Board;
 5. Establishing Ad-Hoc Committees as deemed necessary to conduct the business of the Board and make appointments thereto; and
 6. Performing all duties incident to the office of Chair.
- B. Duties of the Vice Chair shall include:
1. Presiding over meetings in the absence of the Chair;
 2. Serving as a member of the Executive Committee;
 3. For meetings not attended by the Secretary, reviewing all Board minutes prior to official adoption by the Board; and
 4. Performing all duties incident to the office of Chair in the absence of the Chair.
- C. Duties of the 2nd Vice Chair shall include:
1. Presiding over meetings in the absence of the Chair and Vice Chair;
 2. Serving as a member of the Executive Committee;
 3. Serving as a member of the Finance Committee;
 4. Ensuring compliance with the inter-local agreement; and
 5. Performing all duties incident to the offices of Chair and Vice Chair in the absence of the Chair and Vice Chair.
- D. Duties of the Treasurer shall include:
1. Serving as a member of the Executive Committee;
 2. Serving as Chair of the Finance Committee;
 3. Making a report on the financial status of the Corporation at each regular meeting of the Board; and
 4. Performing all duties incident to the office of Treasurer.
- E. Duties of the Secretary shall include:
1. Serving as a member of the Executive Committee;
 2. Signing all bank resolutions;
 3. Reviewing all Board minutes prior to official adoption by the Board; and
 4. Performing all duties incident to the office of Secretary.

SECTION 3 – Terms of Office

The term of office for the Chair, Vice Chair, Secretary and Treasurer shall be for one (1) year, from July 1 through June 30.

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Board Officers may serve no more than two (2) consecutive terms of one (1) year each in the same office, if re-elected, provided that the time in office does not exceed the limits of their term of membership on the Board. After two (2) consecutive terms, the Officer shall then step down from their position for a minimum of one (1) year, although they may continue to serve as Board members, or in other offices.

The 2nd Vice Chair is not subject to the Officer term limits specified herein.

SECTION 4 – Vacancy in One of the Officer Positions

If a vacancy in any office other than the Chair occurs due to the illness, resignation, etc. of the Officer elected, a replacement shall be elected to serve the unexpired term of office at the next regularly scheduled Board meeting. If the office of Chair becomes vacant, the Vice Chair will assume the office of Chair for the remainder of the unexpired term.

ARTICLE VI COMMITTEES

SECTION 1 – Standing Committees

The Standing Committees shall be the Executive Committee,, the Workforce Performance Committee, the Finance Committee, the Compensation Committee, and the Youth Committee. In addition, there may be such Ad Hoc committees as determined necessary by the Chair and approved by the Board. All Board members are required to serve on at least one (1) Committee as determined and appointed by the Chair.

The Board may vote to create, expand or combine Committees as appropriate for the efficient operation of the business of the Corporation.

SECTION 2 – Terms of the Executive Committee Members and Committee Chairs

Executive Committee members and Committee Chairs may serve in those positions for no more than two (2) consecutive terms, if re-elected or re-appointed, and shall then step down from their position for a minimum of one (1) year, although they may continue to serve as Board or Committee members.

The 2nd Vice Chair is not subject to the term limits specified herein.

SECTION 3 – General Committee Membership

- A. A Committee member, with the exception of an Executive Committee member, may designate an alternate in writing who shall have the powers, including voting, of the committee member when that alternate attends committee meetings in lieu of the committee member. No Committee member or delegate may vote through proxy.
- B. Board members shall comprise a majority of each committee.

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- C. The Chair of any standing committee with the exception of the Executive Committee, at his or her discretion, may appoint existing Board and non-Board members deemed appropriate to serve on the respective committee.
- D. Non-Board committee members shall serve for a two (2) year term from their appointment date. Terms are renewable for additional two (2) year periods at the discretion of the Committee Chairperson.

SECTION 4 – Executive Committee Membership, Duties and Responsibilities

The Executive Committee shall be chaired by the Chair and shall consist of the Chair, Vice Chair, 2nd Vice Chair, Treasurer, Secretary, Chairs of the Standing Committees, Immediate Past Chair (Ex-Officio), and may appoint one (1) Board member at-large appointed by the Chair, as needed. A majority of the Executive Committee shall constitute a quorum.

The Executive Committee shall have the authority to exercise those powers of the Board in the management of the Corporation's business between meetings of the Board, which may be lawfully delegated and consistent with these Bylaws, except for the following prohibitions:

- May not remove existing Officers or Board members or elect new Officers.
- May not reconsider or reverse any action or policy of the Board.
- May not adopt, repeal or amend these Bylaws or the Corporation's Articles of Incorporation.
- May not adopt or amend the budget or adopt programs or approve contractors for competitively bid contracts except when time requirements do not permit consideration and action by the full Board without impacting delivery of programs or services. In such instances, at the discretion of the Chair, the Executive Committee may approve or amend the budget, adopt programs and approve contractors for competitively bid contracts. If this does occur, the Executive Committee shall report its actions and recommendations at the next Board meeting for ratification.

The Executive Committee shall meet, with reasonable notice, at the call of the Chair, the Corporation's CEO or upon receipt of written request by at least three (3) Executive Committee members.

SECTION 5 – Workforce Performance Committee Membership, Duties and Responsibilities

The Workforce Performance Committee shall be chaired by a Board member appointed by the Board Chair and shall consist of those Board members and non-Board members deemed appropriate and appointed to the Committee by the Committee Chair. The Workforce Performance Committee's responsibilities shall include, but are not limited to:

- Providing assistance with planning and reviewing of operational and other issues relating to the one-stop delivery system;
- Providing assistance with planning, operational, and other issues relating to the provision of services to youth and individuals with disabilities;
- Reviewing the enrollment and training of individuals under WIOA;

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- Reviewing customer survey feedback to ensure customer input is made part of the plan of service;
- Reviewing and approving the services and programs delivered to employers;
- Reviewing and approving training vendor applications and other actions pertaining to training vendors;
- Reviewing periodic training vendor performance reports;
- Reviewing the region's activities related to targeted industries;
- Creating and maintaining the regional targeted occupations list; and
- Reviewing and approving the Board's partnerships with economic development organizations and other business associations in accordance with the committee's annual strategic plan.

SECTION 6 – Finance Committee Membership, Duties and Responsibilities

The Finance Committee shall be chaired by the Treasurer, and shall consist of those Board members deemed appropriate and appointed to the Committee by the Treasurer. The Finance Committee shall be charged with oversight responsibilities regarding the fiscal affairs of the Corporation to include the annual Audit. The Finance Committee's responsibilities shall include, but are not limited to:

- Reviewing a draft of the annual budget and submitting the tentative annual budget, along with a recommendation, to the Board for action;
- Reviewing and approving all subsequent modifications to the budget;
- Reviewing the annual audit and accompanying management letters with agency responses;
- Providing oversight through review of monitoring reports;
- Review and recommend approval of the IRS Form 990 submission;
- Reviewing the Corporation's periodic financial statements and report on the Corporation's financial status at each meeting of the Executive Committee; and
- Serving on procurement review panels at the request of the President and CEO and/or CFO.

The Finance Committee shall include an Audit subcommittee chaired by the Treasurer and consisting of the Chairman of the Hillsborough BOCC or designee from the Hillsborough BOCC, the Hillsborough County Administrator or designee, and the President and CEO. The Audit subcommittee's responsibilities shall include, but are not limited to:

- Arranging and procuring the annual audit of any and all programs operated by the Corporation in compliance with OMB Circular A-133, including the selection of an audit firm;
- Reviewing reports on the monitoring of activities, operations and expenditures under the programs operated by the Corporation; and
- Reviewing such other interim or annual reviews and reports, whether conducted by an audit firm, entities expert in evaluation and/or monitoring of the Corporation's programs or county staff as determined by the Audit subcommittee.

SECTION 8 – Ad Hoc Nominating Committee Membership, Duties and Responsibilities

The Board Chair shall appoint the Committee Chair and members of the Ad Hoc Nominating Committee from among the membership of the Board. This Committee shall consist of no less than

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three (3) and no more than five (5) members of the Board. The responsibilities of the Ad Hoc Nominating Committee shall include:

- Meet prior to the Annual Board meeting to identify and select a slate of Officers to be presented to the Board at the Annual meeting;
- Reviewing Board members' length of service and recommending appointment to or renewal of membership to the Executive Committee as appropriate; and
- Presenting a slate of Officers to the Board at the Annual meeting. Prior to voting on the slate of Officers, accepting nominations from the floor.

SECTION 9 – Compensation Committee Membership, Duties and Responsibilities

The Compensation Committee shall be chaired by a Board member appointed by the Board Chair and shall consist of those Board members and non-Board members deemed appropriate and appointed to the Committee by the Committee Chair. The Compensation Committee's responsibilities shall include, but are not limited to:

- Reviewing and evaluating employee performance review process;
- Reviewing, evaluating and making recommendations to the Board relating to the approval of employee pay and compensation plans;
- Reviewing and evaluating employee benefits program and making recommendations to the Board relating to the approval of these programs;
- Evaluating and approving training policies to ensure that employees meet the necessary requirements under WIOA;
- Providing assistance with planning, operational and other issues relating to the provision of fair labor practices in the workplace; and
- Meeting at least annually and reporting findings and recommendations to the Board at the annual meeting.

SECTION 10 – Youth Committee

The Youth Committee shall be chaired by a Board member appointed by the Board Chair and shall consist of those Board members and non-Board members deemed appropriate and appointed to the Committee by the Committee Chair. The Youth Committee's responsibilities shall include, but are not limited to:

- Designs and recommends the delivery of service strategies that address the need to prepare youth new to the workforce for employment or transition to additional education beyond high school;
- Recommending eligible providers of youth activities to be awarded grants or contracts on a competitive basis;
- Oversees the Board's youth initiatives;
- Monitors performance of all youth development strategies;
- Works with other community partners to solicit grant opportunities as a means of increasing overall youth workforce development services.

SECTION 11 – Ad Hoc Committees

The Chair may appoint Ad Hoc Committees on an as needed basis and approved by the Board. Ad Hoc Committees shall be chaired by a Board member appointed by the Chair and may include non-Board members deemed appropriate to serve on the respective Ad Hoc Committee. Board members shall comprise a majority of each Ad Hoc Committee. The Executive Committee may serve as an Ad Hoc Committee as determined necessary by the Chair and approved by the Board.

**ARTICLE VII
MEETINGS**

SECTION I – Meeting Notices, Minutes, etc.

- A. Regular meetings of the Board and Committees of the Board shall be held at a place to be determined by the members, at such times and as often as they may deem necessary.
- B. The CEO or designee shall notify all Board and Committee members of regular meetings by mail, email or facsimile at least five (5) calendar days in advance. These notices shall contain the meeting date, time and place of the meeting and identify the agenda items.
- C. Special meetings of the Board may be called at any time by the Chair or by a petition signed by not less than twenty-five percent (25%) of the Board membership, setting forth the reason for calling a special meeting.
- D. The President and CEO or designee shall notify all Board members of special meetings by mail, email or facsimile at least three (3) calendar days in advance. These notices shall contain the meeting date, time and place of the meeting, identify the purpose of the meeting and whether it has been called by the Chair or by petition.
- E. The public shall be informed of Board and Committee meetings through notice(s), which shall state the purpose of the meeting, the meeting date, time and place.
- F. All Board and Committee meetings shall be conducted in accordance with Florida’s Government-in-the-Sunshine Act.
- G. The Board may allow members to participate in Board and Committee meetings by telephone or other types of communications technology provided that access be given to the public at such meetings through the use of such devices as a speaker telephone that would allow the absent member(s) to participate in discussions to be heard by other Board and Committee members and the public to hear discussions taking place during the meeting.
- H. .
- I. Committees shall meet at the call of the Board Chair or Committee Chair.
- J. Minutes shall be kept of all Board and Committee meetings. Minutes shall be reviewed and approved at the next Board or Committee meeting as appropriate. The official minutes of meetings of the Board and Committees of the Board are public record and shall be open to inspection by the public. They shall be kept on file by the Board Secretary at the administrative office of the Corporation as the record of the official actions of the Board or Committee.
- K. As soon as practicable following a meeting of the Executive Committee, minutes of the meeting shall be transmitted to all Board members. Any Board member shall have five (5) days from receipt of the minutes within which to request that an action of the Executive Committee be brought before the full Board. This request shall be in writing to the Board Chair. If no such request is made, the action of the Executive Committee shall stand.

SECTION 2 – Limitation on Participation

Participation in Board meetings and Executive Committee meetings shall be limited to members of the Board, Committees and staff with the following exceptions:

- A. Agenda items that call for reports or participation by non- members; and
- B. A time shall be set on the agenda for the receipt of public comment.

SECTION 3 – Parliamentary Procedures

When parliamentary procedures are not covered by these by-laws, Robert's Rules of Order, Revised, shall prevail.

ARTICLE VIII QUORUM AND VOTING

SECTION 1 – Quorum

A quorum is required to conduct official business of the Board or Committees of the Board.

- A. A quorum of the Board shall consist of fifty percent (50%) of the Board membership. At least fifty-one percent (51%) of attendees must be private sector representatives.
- B. A quorum of the Executive Committee shall consist of a majority of the Executive Committee members.
- C. A quorum of a Committee of the Board shall consist of the number of Committee members present. Attendance by a minimum of three (3) Committee members is required.
- D. Board and Committee members participating by telephone or other types of communications technology will be included as part of the quorum as a quorum does not have to be physically present to conduct business.

SECTION 2 – Voting and Related Party Contracts

- A. Any action that may be taken by the Board or a Committee of the Board shall be considered the act of the Board or Committee only if the action is taken by an affirmative vote of the majority of the members in attendance at a meeting where a quorum has been established.
- B. Each member of the Board or a Committee of the Board shall have one (1) vote when present at a Board or Committee meeting. Members may not vote by proxy.
- C. Voting privileges of non-Board members selected to serve on a Committee are limited to that Committee.
- D. A member of the Board or a Committee of the Board, who is present, either in person or by other communication means, at a meeting of the Board or a Committee of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent is declared and entered in the minutes of the meeting

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- E. When an issue presents a possible conflict of interest to a Board or Committee member, said member shall disclose the conflict of interest and shall abstain from voting on said issue. A conflict of interest is any matter which has a direct bearing on services to be provided by that member or any organization which such member directly represents, or any matter which would financially benefit such member or any organization such member represents.
- F. Contracts awarded to Board members or any organization which such Board member directly represents shall require a two-third (2/3rd) affirmative vote of the quorum in attendance at the Board meeting.
- G. A Board member acting as presiding Officer at a meeting of the Board or a Committee of the Board held pursuant to these By-Laws shall be entitled to vote on the same basis as if not acting as the presiding Officer.
- H. Any item considered, voted on and approved by a Committee of the Board, excluding approval of meeting minutes and adjournment of meeting, shall be brought forth to the Board for consideration at its next meeting.

ARTICLE IX RECOMMENDATIONS FOR AMENDMENTS

Recommendations for amendments to these By-laws may be provided to the CEO by an affirmative vote of two-thirds (2/3rd) of the membership of the Board, after notice, which shall specify or summarize the changes proposed to be made. Such notice shall be made no less than five (5) days prior to the meeting at which such amendment or repeal is acted upon.

ARTICLE X GENERAL PROVISIONS

Nothing in these By-laws shall be construed to take precedence over federal, state or local laws or regulations, or to constrain the rights or obligations or the units of the local elected officials or governments party to the consortium agreement.

ARTICLE XI INDEMNIFICATION

SECTION I – Indemnification of Board Members

The Corporation shall indemnify any Board member, staff person, Officer, or former Board member, staff person, or Officer for expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a Board member, staff person, or Officer, except in relation to matters in which he or she was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her duties.

SECTION 2 – Rights to Indemnification

Ad Hoc By-Laws Committee (DRAFT)

The right to indemnification under this Article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.

SECTION 3 – Indemnification Insurance

The Corporation shall purchase and maintain insurance sufficient to meet this Article's indemnification requirements.

ARTICLE XII FISCAL YEAR

The fiscal year of the Corporation shall be July 1 to June 30.

ARTICLE XIII DISSOLUTION

Upon the dissolution of the Corporation, the Officers shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of the remaining assets of the Corporation by returning them to the U.S. Department of Labor, the state designee, or, if the U.S. Department of Labor and state designee agrees, giving those assets to local charitable, educational, religious, or scientific purposes which at the time qualify as a Section 501(c)3 non-profit organization under the Internal Revenue Code.

ARTICLE XIV ENACTMENT PROVISION

These By-laws shall become effective after approval by vote by the CEO after due notice to the membership. Reasonable notice shall be given prior to the meeting at which these By-laws are enacted.

These amended By-Laws were adopted by the CEO as of this (date to be determined).



Information Item # 3 Existing Committees

Current Committee:	Role / Purpose of Committee: This committee exists to..	# Mtgs / year:	Total Staffing / People Involvement:	
			CSTB Staff:	Board of Directors:
Workforce Solutions	<i>recommend policies and strategies to improve both the skill levels of the workforce and the availability of higher skilled jobs.</i>	4	Juditte D Jody	
Finance	<i>oversee development of the budget and ensures accurate tracking / monitoring / accountability for funds. It ensures adequate financial controls.</i>	8	Sheila D	
One-Stop	<i>provide oversight on planning, operational & issues resolutions associated with One-Stop delivery system, including operation and performance associated with grants / funding received.</i>	4	Jody T	
Executive	<i>standing committee that acts as a steering committee for CSTB full board. Functioning as a steering committee, the Executive Committee prioritizes issues for the full board to address. Although comprising of senior-level leaders, the committee members report to the Board.</i>	6	CEO	
Proposal from the by-Laws Sub-committee to merge Workforce Development and One-Stop into a new committee entitled Workforce Performance Committee:				
Workforce Performance	<i>recommend policies and strategies to improve both the skill levels of the workforce and the availability of higher skilled jobs. It reviews market information to address training related to high skills / high wage issues and oversees contract awards for service and training providers.</i>	TBC		



Information Item # 4 Board of Directors Appointments

Ad-Hoc Committees:

Proposed Committees:

Board of Director Name:	<u>Business</u>								
	<u>designated</u>	Executive	Workforce					Youth:	Compensation:
	<u>appointment</u>	Committee:	Solutions:	One-Stop:	Finance:	Audit:	Nominating:	By-Laws:	
	? Y / N								
Mr. Tom Aderhold	N			M				M	
Mr. Michael Bach	Y		M					C	
Mr. Leerone Benjamin	N			M					
Mr. Richard Bennett	Y								
Ms. Stephanie Brown-Gilmore	N			M					
Mr. Sean Butler	Y	C							
Ms. Michelle Calhoun	Y								
Dr. Ginger Clark	N	M	M	M				M	
Mr. Robert Coppersmith	Y		M						
Mr. Richard Cranker	N			M					
Ms. Constance Daniels, Esquire	Y								
Ms. Gail Fitzsimmons	Y		M						
Ms. Elizabeth Guitierrez	N			M					
Ms. Mireya Hernandez	N			M					
Mr. Benjamin Hom	Y		M						
Mr. John Howell	N			M					
Ms. Lindsay Kimball	N		M						
Mr. Randall King	N	M			M				
Mr. Jasiel Legon	Y				M				
Mr. Eric Lund	Y								
Commissioner Sandra Murman	N	M	M			M			
Mr. Stephen Morey	Y								
Mr. Donald H. Noble	Y				M			M	
Mr. Paul Orvosh	N			M					
Mr. Earl Rahn	Y		M						
Mr. Michael Ramsey	N	M	C	M					
Ms. Yanina Rosario	N		M						
Ms. Suzanne Skiratko	Y								
Mr. Roy Sweatman	Y	M						M	
Ms. Sophia West	Y	M	M		C	C			
Mr. Ken Jones						M			
Posted Positions / Committee:		9	11	16	7	3	NA	NA	

Legend: C=Chair M= Member

Source: BoD July'19 Pg. 131

This document created for the sole purpose of ensuring that any committee structures do not fully exhaust BoD availability. These assignments change often and therefore not guaranteed to be fully



Information Item # 5 Proposed Committees

Proposed Committee:	Role / Purpose of Committee: This committee exists to..	# Mtgs / year:	Total Staffing / People Involvement:	
			CSTB Staff:	Board of Directors:
Youth	<i>provide local youth with the tools needed to successfully create a skilled workforce and provide opportunity for future leaders in Hillsborough County, through skill set creation and learning common traits in effective leadership.</i>	?		
Compensation	<i>Review and evaluate employee performance review process, Review, evaluate and make recommendations to the Board of Directors relating to the approval of CEO and key employee pay and compensation and succession.</i>	2		

NOTES:

Ruled area for notes, consisting of horizontal lines.



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