

# **AMENDED AND RESTATED 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 which shall be utilized to govern the management and operation of Tampa Bay Workforce Alliance, Inc. d/b/a CareerSource Tampa Bay a Florida not-for-profit corporation.

#### **ARTICLE I**

#### **DEFINITIONS**

##### **Section 1.1 – Definitions**

- A. “Acts” shall mean and refer to the Federal Workforce Innovation and Opportunity Act of 2014, Public Law 113-128 and Florida Workforce Innovation and Opportunity Act of 2000, Chapter 445, Florida Statutes, collectively;
- B. “Administrative Entity” shall mean and refer to the entity designated to serve as support staff to the Consortium and the LWDB and to perform duties such as, but not limited to, administration of the Local Area Workforce Plan, responsible for the allocation of funds, the delivery of performance measured against program objectives, making programmatic decisions, assuring program compliance, ensuring funds are spent in accordance with applicable laws, and operation/management of LWDB contracts, sub-recipient agreements and the one-stop career center(s);
- C. “Board of Directors” or “Board” shall mean and refer to the group of appointees to the LWDB who jointly serve as the governing body of Corporation;
- D. “Consortium” shall mean and refer to the group of elected officials appointed by the respective Hillsborough and Pinellas CEOs to act as the chief local elected officials for the designated Region;
- E. “Consortium Agreement” shall mean that certain Interlocal Agreement between Hillsborough County Board of County Commissioners (HCBGCC) and Pinellas County Board of County Commissioners (PCBCC) as approved by the PCBOCC on November 14, 2023, and the HCBCC on November 15, 2023, as it may be amended from time to time;
- F. “Corporation” or “the Corporation” shall mean and refer to the Tampa Bay Workforce Alliance, Inc. d/b/a/ CareerSource Tampa Bay;
- G. “FloridaCommerce” shall mean and refer to the Florida Department of Commerce;
- H. “Fiscal Agent” shall mean and refer to the entity designated to receive and disburse workforce development funds under a sub-agreement directly with FloridaCommerce. It is responsible and accountable for management of all workforce development funds made available to the Local Area. It may also procure, negotiate, and manage contracts;
- I. “Florida WIOA” shall mean and refer to the Florida Workforce Innovation and Opportunity Act of 2000, Chapter 445, Florida Statutes;

- J. "Hillsborough CEO" shall mean and refer to the "chief elected officials" of the Hillsborough County unit of government for the Local Workforce Development Area, which is the Hillsborough Board of County Commissioners;
- K. "Hillsborough County" shall mean and refer to the Hillsborough County Government Administration and Staff;
- L. Local Workforce Development Area ("Local Area") shall mean and refer to a jurisdiction for the administration of workforce development activities and execution of adult, dislocated worker, and youth funds allocated by the State. A jurisdiction must be designated as a Local Area by the Governor in order for the jurisdiction to receive adult, dislocated worker, and youth funding under Title I, subtitle B of WIOA;
- M. Local Workforce Development Board ("LWDB") members shall mean and refer to the appointees by the Consortium who, in partnership with the Consortium, set workforce development policy for the portion of the statewide workforce development system in the Local Workforce Development Area;
- N. "Pinellas CEO" shall mean and refer to the "chief elected officials" of the Pinellas County unit of government for the Local Workforce Development Area, which is the Pinellas Board of County Commissioners;
- O. "Pinellas County" shall mean and refer to the Pinellas County Government Administration and Staff;
- P. "Region" shall mean and refer to the two counties, Hillsborough and Pinellas, served by Corporation;
- Q. "WIOA" shall mean and refer to the Federal Workforce Innovation and Opportunity Act of 2014, Public Law 113-128; and
- R. 4-year Local Area Workforce Plan ("Local Plan") shall mean and refer to the 4-year action plan which sets forth the strategies for the investment of resources to meet the objectives of the various workforce grants and programs including but not limited to the development, alignment, and integration of service delivery strategies in support of the State's vision and strategic and operational goals.

## **ARTICLE II** **NAME, SERVICE AREA, AND OFFICE LOCATION**

### Section 2.1 – Name

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

### Section 2.2 – Service Area

Corporation shall serve the employers and residents of Hillsborough County and Pinellas County, Florida, Region 28.

### Section 2.3 – Office Location

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

## **ARTICLE III** **PURPOSE AND USE OF FUNDS**

### Section 3.1 – Purpose

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

- A. To serve as the LWDB for Region 28 as certified by CareerSource Florida, the State of Florida Workforce Development Board;
- B. To provide a comprehensive and high-quality workforce delivery system in the Local Area and to maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided;
- C. To deliver customer-focused, value-added workforce solutions designed to meet the specific needs of customers, both employers and job seekers alike;
- D. To administer workforce programs and activities and act as the local grant sub-recipient, administrative entity and fiscal agent as defined by the U.S. Department of Labor, WIOA, authorized by the State of Florida, and in agreement with the Consortium;
- E. 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; and
- F. To provide special emphasis to welfare recipients, economically disadvantaged, to include other “barriers to employment”, and Veterans or veteran spouses and individuals and employers needing workforce development services as identified in the Corporation strategic plan.

### Section 3.2 – Use of Funds

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.

Corporation shall ensure sustained fiscal integrity and accountability for expenditures of funds in accordance with 2 CFR 200 et. seq., WIOA and the corresponding Federal Regulations and State policies, as well as the laws and regulations applicable to such other grant funds or donations received.

No investment, loan or evidence of indebtedness or promise to pay shall be contracted on behalf of Corporation unless authorized and approved by the Corporation Board of Directors and Consortium, and as required, by Federal or State entities.

## **ARTICLE IV** **BOARD OF DIRECTORS**

## Section 4.1 – Governing Body

Corporation shall be governed by a Board of Directors (“Board”), to be appointed by the Consortium, as provided herein.

## Section 4.2 - Appointment of Board Members

- A. The Consortium shall appoint members of the Board consistent with criteria established under the guidelines established in the Consortium Agreement, WIOA, criteria established by the Governor, and in accordance with Hillsborough Board of County Commissioners and Pinellas Board of County Commissioners Policy as amended;
- B. The authority to appoint, reappoint or revoke the appointment of members to the Board lies solely with the Consortium. Members of the Board shall serve at the pleasure of the Consortium and may be removed either with or without cause at any time;
- C. The initial appointment of Business category representatives to the LWDB will be of equal proportion (50/50) between the Counties. Thereafter, the Consortium shall appoint Business category representatives to the LWDB based on a pro rata combination of the equally weighted population, employment, and employer metrics of each County once the Administrative Entity for the Region has been designated;
- D. All other appointments to the LWDB must be of equal proportion (50/50) and in accordance with the Acts and the Interlocal Agreement; and
- E. Unless otherwise precluded by law, the Consortium may remove any Board member at any time by a simple majority vote of the Consortium. Such removal by the Consortium may be with or without cause.

## Section 4.3 – Authority and Responsibilities

All corporate powers shall be exercised by or under the authority of the Board in conjunction with the approval of the Consortium, and the business and affairs of Corporation will be managed under direction of the Board and the Consortium. The Board and Consortium shall direct strategic and operational oversight of Corporation to help develop a comprehensive and high- quality workforce delivery system in the Local Area.

The Board’s general responsibilities shall include, but not be limited to:

- A. Developing and submitting a four-year Local Plan and Regional Plan;
- B. Conducting workforce research and regional labor market analysis;
- C. Convening local workforce development system stakeholders to assist in the development of the Local Plan and in identifying expertise and resources to leverage support for workforce development activities;
- D. Leading efforts to engage employers, a wide range of representatives of industry, government, education, and workforce training in the Local Area;
- E. Leading efforts to develop and implement career pathways;
- F. Leading efforts to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers, and jobseekers;

- G. Developing strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers, and job seekers;
- H. In partnership with the Consortium, conducting oversight of the WIOA adult, dislocated worker, and youth programs and the entire local workforce delivery system, ensuring the appropriate use and management of WIOA funds, and ensuring the appropriate use, management and investment of funds to maximize performance outcomes;
- I. Negotiating and reaching agreement on local performance measures with FloridaCommerce and present for Consortium approval, as appropriate;
- J. Negotiating with the Consortium and required partners on the methods for funding the infrastructure costs of one-stop centers in the Local Area in accordance with 20 CFR 678.715 and Administrative Policy 106 – Memorandums of Understanding and Infrastructure Funding Agreements;
- K. Selecting providers of youth workforce investment activities through competitive grants or contracts in accordance with Administrative Policy 120 – Youth Service Provider Selection; providers of training services consistent with state policy and WIOA sec. 122; providers of career services through the awards of contracts in accordance with Administrative Policy 083 – Direct Provider of Workforce Services; and one-stop operators in accordance with 20 CFR 678.600 through 20 CFR 678.635 and Administrative Policy 097 – One-Stop Operator Procurement;
- L. Working with the state to ensure there are sufficient numbers and types of providers of career services and training services serving the Local Area and providing the services in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities;
- M. Coordinating activities with education and training providers in the Local Area;
- N. Developing a budget for the activities of the Board, with approval of the Consortium and consistent with the four-year Local Plan and the duties of the Board;
- O. Assessing, on an annual basis, the physical and programmatic accessibility of all career centers in the Local Area, in accordance with WIOA sec. 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.);
- P. Certifying the Local Area's career centers in accordance with 20 CFR 678.800 and Administrative Policy 093 – One-Stop Delivery System and One-Stop Center Certification Requirements;
- Q. Concluding agreements necessary to designate the fiscal agent and administrative entity. A public or private entity, including an entity established under section 163.01, F.S. which makes a majority of the appointments to the Board may serve as the Board's administrative entity if approved by FloridaCommerce based upon a showing that a fair and competitive process was used to select the administrative entity;
- R. Providing ongoing oversight related to administrative costs, duplicated services, career counseling, economic development, equal access, compliance and accountability, and performance outcomes;
- S. Overseeing the one-stop delivery system in the Local Area;

- T. In partnership with the Consortium, establishing bylaws and codes of conduct for Board members, as well as the Director and Board staff;
- U. Establishing additional monitoring and reporting requirements, if one entity fulfills multiple functions, to ensure the entity is compliant with WIOA, final rules and regulations, OMB Uniform Guidance and applicable circulars, and the state's conflict of interest policy; and
- V. Completing new Board member orientation and annual training requirements within the required timeframes.

A full list of Board functions can be found in WIOA sec. 107(d), 20 CFR 679.370 and section 445.007, F.S.

#### Section 4.4 – Powers Regarding a Director and Staff

The Board shall have the power to select and recommend a Director, Interim Director, or designated person(s) responsible for the operational and administrative functions of Corporation subject to final approval by the Consortium. The Director shall be a contract employee of Corporation, shall report to the Board, and shall be responsible to hire sufficient personnel to carry out effective and efficient operation of workforce development programs as defined in the Local Plan and to provide necessary technical assistance to any sub-grantees providing services under the guidance of Corporation and acting in partnership with the Consortium as provided herein.

The Board shall ensure the individual designated as the Director has the requisite knowledge, skills, and abilities to meet identified benchmarks and to assist in effectively and ethically carrying out the functions of the Board which include, but are not limited to:

- A. Coordinating with the Consortium regarding the identification and nomination of members to the Board and ensuring membership is compliant with WIOA and Florida Statutes;
- B. Organizing Board meetings and ensuring meetings are held according to the Board's bylaws and Florida's Government-in-the-Sunshine Act;
- C. Developing and submitting the Local and Regional Plan;
- D. Conducting oversight of the WIOA adult, dislocated worker, youth programs and the entire one-stop delivery system, including development of policies and monitoring the administration of the programs;
- E. Negotiating and reaching agreement on local performance measures with the Consortium and FloridaCommerce;
- F. Ensuring the outcomes of local performance measures are provided to the Board members and Consortium no less than semi-annually.
- G. Negotiating with Consortium and required partners for the Memorandum of Understanding (as prescribed in Administrative Policy 106 - Memorandums of Understanding and Infrastructure Funding Agreements);
- H. In compliance with local board procurement policy, providing oversight of the competitive procurement process for procuring or awarding contracts for providers

of youth program services, providers of workforce services (if applicable), and the one-stop operator as required in paragraph (i) of 20 CFR 679.370;

- I. Developing a budget for activities of the Board;
- J. Certifying the one-stop career centers. One-stop certification requirements may be found in Administrative Policy 93 – One-Stop Career Center Certification Requirements; and
- K. Providing copies of all monitoring and audit reports and related materials to the Board members, Board Chair, and Consortium within five (5) business days of receipt.

The Board shall have the authority to suspend, with or without pay, or remove the Director, Interim Director, or the designated person(s) responsible for the operational and administrative functions of Corporation with or without cause. The Consortium shall have the authority to direct the Board to suspend, with or without pay, or remove the Director, Interim Director, or the designated person(s) responsible for the operational and administrative functions of Corporation for cause. Upon receipt of the Consortium's direction, the Board shall provide written notice to the Director, Interim Director, or designated person(s) of the termination of his or her employment, specifying the date on which the Director, Interim Director, or designated person(s) responsible for the operational and administrative functions of Corporation employment shall terminate.

The Board shall conduct regular performance reviews, at a minimum annually, for the Director. Performance reviews must, at a minimum, include local area performance in the federal and state programs administered by the Board, and state-issued letter grades. Additionally, performance reviews must evaluate the Director's effectiveness in ensuring workforce investment activities carried out in the local area enable the local area to meet the corresponding performance accountability measures and achieve fiscal integrity as defined in WIOA sec. 106(e)(2). The performance review must be provided to and reviewed by the Consortium.

Corporation shall provide or arrange for annual training to Board members to ensure they are aware of their roles, responsibilities, and functions to include an orientation and training for new Board members and periodic updates as needed.

The Director and staff of Corporation shall be subject to the limitations on the payment of salary and bonuses as described in WIOA sec. 194(15) and 2 CFR § 200.430.

#### Section 4.5 – Powers Regarding Legal Counsel

The Board shall have the power to select and recommend Legal Counsel for the provision of advice, support, and guidance on legal services to the Corporation for Consortium approval. The Consortium must approve the process for the Board to select Legal Counsel. The Legal Counsel shall report to the Board, shall provide and be responsible for provision of legal services, and give updates at Board meetings, as requested.

The Board shall have the authority to terminate the Legal Counsel with or without cause. The Consortium shall have the authority to direct the Board to terminate the Legal Counsel for cause. Upon receipt of the Consortium's direction to terminate the Legal Counsel, the Board shall provide written notice to the Legal Counsel, of the termination, specifying the date on which the Legal Counsel's contract shall terminate.

#### Section 4.6 – Authority of Individual Board Members

Board members have authority over the affairs of Corporation 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.

Board and Committee members shall direct any such requests for comment to the Board Chair and/or Director of Corporation. The Board Chair and Director of Corporation are designated as the official spokespersons for Corporation.

#### Section 4.7 - Categories of Board Membership

Consistent with criteria set forth by the U.S. Department of Labor, WIOA, the State of Florida, and Florida WIOA, Board member composition shall be in accordance with 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. In the event of a difference between the guidance provided in 20 CFR 679.300 and this provision, the regulation will control. A majority of the members of the Board must be representatives of business in the local area. At a minimum, two (2) members must represent small business as defined by the U.S. Small Business Administration.
- B. Workforce: These shall be representatives of local labor organizations nominated by local labor federations, members 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. If there is only one (1) representative of local labor organizations on the Board then that representative shall alternate between the County of representation every term. Workforce sector representatives shall constitute a minimum of twenty percent (20%) of the total Board.
- 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. If there is only one (1) representative of public education and one (1) representative of private education on the Board then those representatives shall alternate between the two (2) Counties of representation every term.

- D. Government, Economic/Community Development: Representatives of governmental, and economic and community development entities; economic and community development entities serving the Local Area, 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 Consortium determines to be appropriate. Government representatives shall include the County Administrator or designee from each County and one (1) Commissioner from the Hillsborough CEO and one (1) Commissioner from the Pinellas CEO that are currently serving on the Consortium. Such appointments of Commissioners to be consistent with their respective Board appointment processes. If the County Administrator designee is a local government representative, then the local government representative may alternate between the local governments within their County of representation every term.
- E. All Board members or their alternative designee 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 (1) 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 (1) membership area shall be determined and appointed by the Consortium. Nominees shall represent the urban and suburban nature as well as the demographic, ethnic, and gender characteristics reflective of the Local Area.

#### Section 4.8 - Qualifications

Members of the Board shall be U.S. citizens or permanent residents, and residents and registered voters of the Counties of representation. The residency and voter registration requirements may be waived for members of required seats by the Consortium. Business sector representatives must be employed by a business that is located in the County of representation.

#### Section 4.9 – Financial Disclosure

Each Board member who is not otherwise required to file a full and public disclosure of financial interests under Art. II, Section 8 of the Florida Constitution or under Chapter 112 of the Florida

Statutes shall, within thirty (30) days of appointment to the Board, annually thereafter, and upon completion of their term on the Board shall file a statement of financial interests.

#### Section 4.10 - Compensation

The Board members shall serve without compensation. Board members may be reimbursed for reasonable and necessary expenses incurred when traveling on official business of Corporation if approved in advance, consistent with the adopted travel policy. Such reimbursement shall be pursuant to Chapter 112 Section 061 Florida Statutes and Corporation policies.

#### Section 4.11 - Notification of Vacancies

The Board Chair or the Director will notify the Consortium when Board vacancies occur through written correspondence to the Consortium Chair and provide a copy to the County's Local Workforce Development Board Liaison.

### **ARTICLE V** **BOARD MEMBERSHIP**

#### Section 5.1 – Terms of Membership

- A. The term of membership for Members of the Board shall be the same as the Corporation's program year (July 1 – June 30);
- B. Members of the Board shall serve for fixed and staggered terms of two (2) years with the exceptions described herein. The initial Board appointments were staggered between one (1) and two (2) year terms to establish only a portion of the memberships expiring each year;
- C. Members of the Board may not serve as a Board member for more than eight (8) consecutive years unless such member is a representative of a governmental entity. If a Member of the Board is appointed to serve the remainder of an unexpired term, then such service shall count towards the Member's eight (8) year limit. Terms previously served on Hillsborough County or Pinellas County Local Workforce Development Boards do not count toward the eight (8) year limit. A Member may not start another term where the eight (8) consecutive years limit will be reached during such term;
- D. The term of office for the respective Commissioners serving on the Consortium and the respective County Administrator or County staff designee are not subject to the terms of membership specified herein;
- E. In accordance with WIOA and Florida WIOA, whenever a designated seat on the Board must be filled by an individual occupying a specific position in an organization, agency or institution, the term of office for that seat is not subject to the terms of membership specified herein; and
- F. If a Board member resigns prior to his or her term end date or ceases to represent the category to which they were appointed, they shall be considered as having de facto resigned, and applications for filling the vacancy shall be received in accordance with

the application process set forth by the Consortium. Upon appointment, the new member shall serve the remainder of the unexpired term of the member whose vacancy he or she is filling.

## Section 5.2 – Attendance

Board members are required to attend at least fifty percent (50%) of the Board meetings in any one program year (July – June).

Board members shall notify the Director of Corporation or designee within a reasonable time in advance of the meeting if they will not be able to attend a Board meeting in order to obtain an excused absence. Board members shall notify the Director of Corporation or designee within a reasonable time in advance of the meeting if an alternative designee will attend, see Section 4.7(E). Committee members shall notify the Committee Chair or designee if they will not be able to attend a Committee meeting in order to obtain an excused absence. Designees do not have the right to vote or be counted for purposes of attendance or quorum.

## Section 5.3 – Resignation of Membership

A Board member may resign his or her membership on the Board at any time by submitting a resignation in writing to the Board Chair or Director. In the case of the resignation of the Board Chair, a resignation shall be submitted in writing to the Consortium Chair, the Director, and the Board 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 Director or Consortium Chair, unless Section 5.1(D) is applicable.

Three (3) unexcused absences in any one program year (July 1 – June 30) from regularly scheduled Board meetings shall constitute a de facto resignation of the Board member. Three (3) unexcused absences in any one program year (July 1 – June 30) from regularly scheduled Committee meetings 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 5.4 – Revocation of Membership

The Board Chair may recommend revocation of Board membership to the Consortium Chair, including for, but not limited to, the following reasons:

- A. A member's disability, illness, or inability to perform their duties on the Board; or
- B. Failure to carry out duties, responsibilities, and functions of a Board member as defined in federal and state law, regulations, and these Bylaws; or
- C. Unethical or illegal practices or actions

# **ARTICLE VI** **BOARD OFFICERS**

## Section 6.1 - Board Officer Positions, Nominations and Elections

The Board Officers of Corporation shall consist of a Chair, a Vice-Chair, a 2<sup>nd</sup> Vice-Chair, a Secretary, and a Treasurer. The Chair and Vice-Chair shall not be from the same County of representation during the same program year. The 2<sup>nd</sup> Vice-Chair shall be chosen from the Hillsborough CEO and Pinellas CEO and shall alternate between the County of representation every one (1) year term. The 2<sup>nd</sup> Vice-Chair shall not be from the same County as the Consortium Chair during the same program year.

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

- A. A slate of nominees for Officers shall be presented to the Board by the Nominating Committee and selected based upon a majority vote of the quorum present at Corporation annual meeting, except as otherwise directed by the full Board. Prior to voting on the slate of nominees, nominations shall be accepted from the floor.
- 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, or on a date as otherwise set by the Board.
- C. The Chair and Vice-Chair shall be selected from among the representatives of the business sector Board members. The Treasurer and Secretary shall be selected from among any category of Board membership.

## Section 6.2 – Duties of Board Officers

- A. Duties of the Chair shall include:

- Leading the Board to develop a guiding vision that aligns with the state's priorities;
- Acting as the lead strategic convener to promote and broker effective relationships between the Consortium and economic development, education, and workforce partners in the Local Area;
- Reviewing Board directives with the Director of Corporation to ensure compliance and implementation;
- Presiding at all meetings of the Board;
- Calling special meetings of the Board;
- Serving as a signatory for Corporation financial and legal documents;
- Serving as a member of the Audit Committee;
- Appointing members to the Education and Industry Consortium;
- Providing the annual performance review of the Director to the Board and Consortium;
- Appearing before the state workforce development board (State Board) to discuss the performance of the Board, upon the request of the State Board; and
- Performing all duties incident to the office of Chair.

- B. Duties of the Vice-Chair shall include:

- Presiding over meetings of the Board in the absence of the Chair; and
- Performing all duties incident to the office of Chair in the absence of the Chair.

C. Duties of the 2<sup>nd</sup> Vice Chair shall include:

- Presiding over meetings of the Board in the absence of the Chair and Vice-Chair;
- Serving as a member of the Audit Committee; and
- 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:

- Serving as Chair of the Audit Committee;
- Serving as a signatory for Corporation financial and legal documents;
- Making a report on the financial status at each regular meeting of the Board; and
- Performing all duties incident to the office of Treasurer.

E. Duties of the Secretary shall include:

- Signing all bank resolutions;
- Serving as a signatory for Corporation financial and legal documents;
- Reviewing all Board minutes prior to official adoption by the Board of Directors; and
- Performing all duties incident to the office of Secretary.

### Section 6.3 – Terms of Board Officers

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

Board Officers shall 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 he or she may continue to serve as a Board member, or in another office. A member of the Board shall not serve more than two (2) terms in the Board Chair position. Additionally, the Board Chair may not simultaneously act as the employed Director/Chief Executive Officer or Chief Financial Officer of the Board while in position as the Board Chair.

The time which an Officer is appointed to serve the remainder of an unexpired term shall not count towards the Officer's two (2) consecutive terms.

The 2<sup>nd</sup> Vice-Chair is not subject to the Officer term limits specified herein.

### Section 6.4 – 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 where a quorum is established. If the office of Chair becomes vacant, the Vice-Chair will assume the office of Chair for the remainder of the unexpired term. The office of Vice-Chair will then be filled at the Board's discretion.

## **ARTICLE VII** **BOARD COMMITTEES**

### **Section 7.1 – Standing Committees**

The Board shall create an Audit Committee and have the ability to create, expand, or combine additional Standing Committees to carry out the functions of the Corporation as determined necessary for the efficient operation of Corporation. The Consortium shall have the right to approve/appoint one (1) to two (2) non-Board members to the Audit Committee. All created, expanded, or combined Standing Committees shall have identified names, membership, duties and responsibilities. The Board Chair shall name a Committee Chair for each Committee from among the members of the Committee who are also members of the Board of Directors. Each Committee may meet at the call of its Chair or at the direction of the Board of Directors but shall meet at least quarterly. Standing Committees may include non-Board members, but the Chair and Vice Chair of all Committees shall be members of the Board. All standing committees shall have a charter approved by the Board.

The Consortium may create, expand, or combine Standing Committees as determined necessary for the efficient operation of Corporation.

### **Section 7.2 – Ad Hoc Committees**

The Chair may appoint Ad Hoc Committees as deemed necessary.

### **Section 7.3 – General Guidelines of Committee Membership**

- A. All Committees shall be chaired by a Board member appointed by the Board Chair and Board members shall comprise a majority of each Committee;
- B. All Board members are required to serve on at least one (1) Standing Committee as determined and appointed by the Board Chair; and
- C. A Committee member, with the exception of a Board member, may designate an alternate in writing who shall have the powers, excluding voting, of the committee member when that alternate attend committee meetings in lieu of the committee member. No committee member or delegate may vote through proxy.

### **Section 7.4 - Audit Committee Membership, Duties and Responsibilities**

The Audit Committee shall consist of the Board Chair, 2<sup>nd</sup> Vice-Chair, Treasurer, and may include one (1) to two (2) non-Board members if approved/appointed by the Consortium. No employee of Corporation shall serve on the Audit Committee but may serve as staff to the Audit Committee. Corporation's Finance Director shall serve as primary staff to the Audit Committee. The Audit Committee shall be responsible for:

- A. Making recommendations to the Board on the selection of an independent auditor, including terms of engagement and compensation;

- B. Overseeing the annual financial audit of any and all programs operated by Corporation in compliance with 2 CFR Part 200 subpart F, including approving annual audit plans;
- C. Reviewing the annual financial audit and recommending responses to any adverse findings thereto to the Board;
- D. Authorizing and procuring Performance audits as defined by Sec 11.45, Florida Statutes, to be performed by independent firms or the Division of Inspector General, Clerk of the Circuit Court and Controller, subject to ratification by the Board;
- E. Reviewing audits and reports on the monitoring of activities, operations and expenditures under the programs operated by Corporation and reporting findings and making recommendations on corrective actions to the Board;
- F. Reviewing such other interim or annual reviews and reports, whether conducted by an audit firm, entities expert in evaluation and/or monitoring of Corporation programs or county staff as determined by the Audit Committee and reporting findings and making recommendations on corrective actions to the Board;
- G. Reviewing and recommending for Board acceptance of the annual financial audit and 401(k) plan audit;
- H. Reviewing and recommending for Board acceptance of the annual IRS Form 990 submission; and
- I. Reviewing internal and external financial monitoring reports performed by Corporation, U.S. Department of Labor, FloridaCommerce, and others as deemed appropriate.

## **ARTICLE VIII** **EDUCATION AND INDUSTRY CONSORTIUM**

### Section 8.1 – Education and Industry Consortium

The Board must create an Education and Industry Consortium composed of representatives of educational entities and businesses in the designated service delivery area. The Education and Industry Consortium must provide quarterly reports to the Board which provide community-based information related to educational programs and industry needs to assist the Board in making decisions on programs, services, and partnerships in the service delivery area. The Board will consider the information obtained from the Education and Industry Consortium to determine the most effective ways to grow, retain, and attract talent to the service delivery area. The Board Chair will appoint the Education and Industry Consortium members for two-year terms beginning on January 1 of the year of appointment, and any vacancy must be filled for the remainder of the unexpired term in the same manner as the original appointment. A member of the Board may not serve as a member of the Education and Industry Consortium.

## **ARTICLE IX** **MEETINGS**

### Section 9.1 – Meeting Frequency, Location, Notices, Minutes, Participation and Parliamentary Procedures

- A. The Board and Committees of the Board shall meet on a regularly scheduled basis as deemed necessary and appropriate to carry out the responsibilities of the Board or Committee. The Board of Directors will meet from time to time as it deems necessary and appropriate, but not less than quarterly, to conduct business as may be necessary. A calendar of Board and Committee meetings shall be presented to the Board for approval at the annual meeting.
- B. Meetings of the Board and Committees of the Board shall be held at locations determined by the members.
- C. The Director of Corporation or designee shall notice all Board and Committee members of meetings by email, telephone, or any other electronic means at least seven (7) days in advance. These notices shall contain the meeting date, time, location, and identify the agenda items.
- D. Special meetings of the Board or Executive Committee may be called at any time by the Board Chair or by written request to the Board Chair of not less than twenty-five percent (25%) of the Board membership, setting forth the reason for calling a special meeting. In their consideration of whether a Special meeting is necessary Board members must be mindful not to substantively discuss the issue(s) which may come before the Board in their consideration of whether a Special Meeting is necessary.
- E. The Director of Corporation or designee shall notice all Board members of special meetings by email, telephone, or any other electronic means at least three (3) calendar days in advance. These notices shall contain the meeting date, time, location, and identify the purpose of the meeting and whether it has been called by the Chair or by written request.
- F. The public shall be informed of all meetings of the Board and Committees of the Board through notices which shall state the meeting date, time, location, and purpose. Special meeting notices shall identify whether it has been called by the Chair or by written request.
- G. Written minutes shall be kept of all Board and Committee meetings. Written minutes shall be reviewed and approved at the next regularly scheduled Board or Committee meeting. 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. All minutes shall be kept on file by the Board Secretary at Corporation administrative office as the record of the official actions of the Board or Committee for as long as prescribed by Chapter 119 of the Florida Statutes.
- H. All Board and Committee meetings shall be conducted in accordance with the "sunshine provision" of WIOA and Florida's Government-in-the-Sunshine Act.
- I. The Board may allow members to participate in Board and Committee meetings by the use of technology, such as telephone and web-based meetings, to promote member participation, provided that same access be made available to the public and it allows all persons participating in the meeting to hear each other.
- J. Members of the public may attend Board or committee meetings and will be given an opportunity to be heard at such meetings except in cases where the meeting involves an emergency situation affecting the public health, welfare, or safety, and comments would cause an unreasonable delay, a ministerial act, is exempt from Florida Statute Section 286.011, or where the Board or committee is acting in a quasi-judicial capacity. An individual is limited to three (3) minutes to make public comment at a Board or committee meeting, absent the Board or committee granting the individual an extension of time. The procedures for an individual to inform the Board or

committee of a desire to be heard at a Board or committee meeting will be published on the agenda.

### Section 9.2 – Participation in Meetings

Participation in Board and Executive Committee meetings shall be limited to members of the Board, Committees of the Board, Corporation staff, County Liaison(s) to Corporation and Board Counsel, with the exception of regularly scheduled agenda items that call for reports or participation by non-members. A time shall be set on the agenda for the receipt of public comment to allow input or comment from any member of the public.

### Section 9.3 – Parliamentary Procedures

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

## **ARTICLE X** **QUORUM, VOTING, CONFLICT OF INTEREST,** **AND RELATED PARTY CONTRACTS**

### Section 10.1 – Quorum

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

- A. A quorum of the Board and Committees of the Board shall consist of at least forty percent (40%) of the actual appointed membership;
- B. Board and Committee members participating by the use of technology, such as telephone and web-based meetings, will be included as part of the quorum as a quorum does not have to be physically present to conduct business; and
- C. In the absence of a quorum, no official action shall be taken on any item by the Board or Committee.

### Section 10.2 – Voting

- A. Any action that may be taken by the Board or a Committee 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 actual appointed membership in attendance at a meeting where a quorum has been established unless otherwise specified in these bylaws.
- B. Each member of the Board or Committee shall have one (1) vote when present at a Board or Committee meeting, whether attending in person or by telephone or other type of communication technology.
- C. Members may not vote by proxy.
- D. Voting privileges of non-Board members selected to serve on a Committee are limited to that Committee.
- E. A member of the Board or Committee, who is present, either in person or by telephone or other type of communication technology, at a meeting of the Board or Committee at

which action on any matter is taken shall vote on all said actions or matters. Every vote shall be declared and entered in the minutes of the meeting except as provided below in the case of conflict of interest.

- F. A Board member acting as presiding Officer at a meeting of the Board or a Committee shall be entitled to vote on the same basis as if not acting as the presiding Officer.
- G. Any action item considered, voted on and approved by a Committee, excluding approval of meeting minutes and adjournment of meeting, shall be brought forth for approval at the next Board meeting.

### Section 10.3 – Conflict of Interest

When an issue presents a conflict of interest to a Board or Committee member, said member shall verbally disclose the conflict of interest, abstain from voting, leave the room during discussion, and vote on said issue, and submit a Voting Abstention form to the Administrative Services Coordinator. Reference to the member leaving the room and submission of the Voting Abstention form shall be included in meeting minutes.

No Board or Committee member shall vote upon any measure which would inure to their special private gain or loss; which they know would inure to the special private gain or loss of any principal by whom they are retained or to the parent organization or subsidiary of a corporate principal by which they are retained; or which they know would inure to the special private gain or loss of a relative or business associate. A relative is defined as any father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, or daughter-in-law. See Chapter 112 Section 3143 Florida Statutes.

### Section 10.4 – Related Party Contracts

Related party contracts shall require a two-thirds (2/3<sup>rd</sup>) vote of the Board or Committee for approval, a quorum having been established, and the Board or Committee member who has a conflict of interest shall comply with requirements of Section 10.3. All related party contracts shall be reported to FloridaCommerce for review and approval prior to being executed, as required. A related party contract is any contract made between Corporation and a member of the Board or Committee, or Board or Committee member's relative, or an entity represented by that Board or Committee member.

## **ARTICLE XI** **AMENDMENTS**

### Section 11.1 – Amendments

These By-laws may be amended or replaced only by the Consortium. At the Consortium's sole discretion, the Consortium may consult with the Board during the Consortium's consideration of amendments or replacements to these By-laws. The Board may initiate or support this process by providing recommendations for amendment or replacement for Consortium consideration and approval.

### Section 11.2 – Recommendations for Amendments

The Board may recommend to the Consortium these By-laws be amended or replaced by a two-thirds (2/3<sup>rd</sup>) affirmative vote of the quorum in attendance at the Board meeting. Notice of recommending a proposed amendment to or replacement of these bylaws shall be made no less than five (5) calendar days prior to the Board meeting at which such amendment or repeal is acted upon.

## **ARTICLE XII** **GENERAL PROVISIONS**

### Section 12.1 – 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 of the Consortium or State.

## **ARTICLE XIII** **INDEMNIFICATION**

### Section 13.1 – Indemnification of Board Members

Corporation shall indemnify and hold harmless any Board Officer, Board member, or staff person, or former Board Officer, Board member, or staff person, 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 Officer, Board member, or staff person, 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 13.2 – 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 13.3 – Indemnification Insurance

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

## **ARTICLE XIV** **FISCAL YEAR**

### Section 14.1 – Fiscal Year

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

**ARTICLE XV**  
**DISSOLUTION**

Section 15.1 – Dissolution

Upon the dissolution of Corporation, the Officers shall, after paying or making provision for the payment of all the liabilities of Corporation, dispose of the remaining assets of 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 agree, giving those assets to local charitable, educational, religious, or scientific purposes, which qualify as a Section 501(c)3 non-profit organization under the Internal Revenue Code.

**ARTICLE XVI**  
**ENACTMENT PROVISION**

Section 16.1 – Enactment Provision

Pursuant to 20 C.F.R. 679.310(g), these By-laws shall become effective upon approval by the Consortium.