

**LORAIN COUNTY (AREA 4)
WORKFORCE DEVELOPMENT BOARD
BY-LAWS**

ARTICLE I: ORGANIZATIONAL TITLE

The name of the board shall be the Lorain County Workforce Development Board (referred to as the "Board").

ARTICLE II: FUNCTIONS

The Board shall assist the Lorain County Commissioners in fulfilling the functions outlined in the Workforce Innovation & Opportunity Act of 2014, hereinafter "WIOA". The Board will provide strategic and operational oversight, assist in achievement of the State's strategic and operational vision and goals, and maximize and continue to improve quality of services, customer satisfaction and effectiveness of services provided. Functions of the Board include;

- Develop and submit local and regional plans
- Conduct workforce research and regional labor market analysis
- Convene local workforce development system stakeholders to assist in the development of the local plan and identify non-Federal expertise and resources to leverage support for workforce development activities
- Lead efforts to engage a diverse range of employers and other entities in the region
- Lead efforts to develop and implement career pathways
- Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and job seekers
- Conduct oversight of the adult, dislocated worker and youth programs and the entire OhioMeansJobs delivery system, ensure the appropriate use and management of WIOA funds, and ensure the appropriate use, management and investment of funds to maximize performance outcomes
- Negotiate and reach agreement on local performance measures with the chief elected officials and the State
- Negotiate with the chief elected official and required partners, including; Lorain County ABLE, Lorain County Community Action Agency, Lorain County Community College, Lorain County Department of Job & Family Services, Lorain County JVS, Lorain County Workforce Development Agency, Mature Services Employment & Training Solutions and Opportunities for Ohioans with Disabilities, to maintain the OhioMeansJobs delivery system through the Memorandum of Understanding
- Competitively procure provider(s) of youth program services, provider(s) of adult and dislocated worker career services, and the OhioMeansJobs center operator
- Ensure there are sufficient numbers and types of providers of career services and training services in the local area

- Coordinate activities with education and training providers in the local area
- Develop a budget for the activities of the board
- Assess, on an annual basis, the physical and programmatic accessibility of all OhioMeansJobs centers in the local area, in accordance with section 188 of WIOA (pertaining to nondiscrimination), if applicable, and applicable provisions of the Americans with Disabilities Act of 1990
- Certify the OhioMeansJobs centers in the local area

ARTICLE III: BOARD MEMBERSHIP AND AUTHORITY

Section 1: Board Composition

The Board will consist of membership as outlined in WIOA, and/or any future laws, regulations or policies that amend or supersede the Act. The Lorain County Board of Commissioners, or their designee the Lorain County Administrator will appoint all members to the Board to satisfy the composition requirements which will minimally include;

- having a majority of members representing business
- having not less than 20% being workforce representatives
- having representatives of entities administering education and training activities
- having representatives from governmental and economic and community development entities

The Board shall be no smaller than 18 and no larger than 25 members unless approved by the Lorain County Board of Commissioners, or their designee the Lorain County Administrator.

Section 2: Nomination Process

The members of the board will be considered based on the nomination process as outlined in WIOA. The Lorain County Commissioners, or their designee the Lorain County Administrator will consider business representatives that have been nominated by local business organizations or business trade associations, and representatives from labor organizations that have been nominated from local labor federations.

Section 3: Terms of Office

All members of the Board shall serve for a term of three (3) years at the pleasure of the Lorain County Commissioners and may be reconsidered for appointment at the end of the term. Terms will be staggered based on existing membership and new membership being appointed at different time frames throughout the development of the Board.

Section 4: Board Member Resignation or Removal

Any member may resign at any time by giving written notice to the Chairperson and/or the Director of the Board. The Director shall notify the Lorain County Board of Commissioners,

or their designee the Lorain County Administrator in writing when a member vacancy occurs so that a new member may be identified and appointed.

Each Board member is expected to attend all board meetings. Any Board member not able to fulfill his or her responsibilities will be contacted by the Board Chairperson or the Director of the Board to ascertain interest in continuing to serve on the Board. Any member missing two or three consecutive meetings within a year will automatically be forward to the Board of Commissioners, or their designee the Lorain County Administrator for consideration of removal from the Board.

Section 5: Compensation

Members serve without compensation. However, members may be reimbursed for reasonable expenses during the course of Board activities that are approved by the Board Chairperson or the Director of the Board pursuant to the applicable guidelines.

ARTICLE IV: MEETINGS

Section 1: Meetings

The Board shall hold no less than three (3) regular meetings annually, with additional meetings to be held as necessary. The annual meeting will be held within the first quarter of the fiscal year (July 1 – September 30). Officers shall be elected at the annual meeting. Committee Chairperson(s) will also be appointed at the annual meeting. Committee assignments will also be made at the Annual Meeting. Meetings will be held at locations designated by the Board and may be held anywhere throughout Lorain County.

Section 2: Special Meetings or Emergency Meetings

Special meetings or emergency meetings of the Board may be called at any time by the Chairperson, the Director of the Board or by a majority of the Board membership. Written notice of the time and place of special meetings shall be given in the same manner as for regular meetings. Emergency meetings may be convened on much shorter notice due to the nature or severity of the issue or circumstance for which the meeting is called.

Section 3: Notice of Meetings

Notice of the time, place, and purpose of any regular meeting of the Board shall be served upon each member of the Board personally, by mail, by fax, or by electronic mail at least seven (7) days prior to the date of the meeting. In the event of an emergency Board meeting a minimum of two (2) days notice will be given to each Board Member.

Section 4: Quorum

For purposes of voting a quorum shall exist when there are at least 33 1/3% of those Board members present at a regularly scheduled Board meeting, an emergency Board meeting, the Annual Meeting or any Committee meetings. Less than a quorum of the Board may recess a meeting from time to time without further notice until a quorum is present.

In determining a quorum of the Board, the number of members is considered that number which is then duly and properly serving as members of the Board and any vacancies that may exist are not counted in determining the total number of members.

Section 5: Voting

Each Board member has one vote. The presiding officer (Chairperson or Vice- Chairperson) shall not vote except to break a tie. In the event of a conflict of interest, the Board Member must declare that conflict and reclude themselves from any relevant voting. Further, no conflicted Board member shall cast a vote, chair, or be present during discussion on any matter which has a direct bearing on services to be provided by that member or the organization that the member represents.

Section 6: Proxy Voting and Alternative Designee Process

Any member may authorize the Chairperson by written proxy to vote for them on one or more issues voted on at a Board meeting.

Members voting at a meeting by proxy on any one or more questions, in accordance with this article, shall be deemed to be present at the meeting for the purposes of determining the presence of a quorum. Votes cast by proxy shall be counted as if the members giving such a proxy were present at the meeting and cast their votes there. All proxies shall be identified to the Director of the Board for inclusion in the Board's permanent records.

Section 7: Public Nature of Meetings

Board meetings are open to the public, but only Board members shall participate, with the following exceptions:

- 1) Non-members who are specifically invited by the Board to present information to the Board meeting.
- 2) Non-members who have made a written request at least 48 hours prior to the meeting stating the subject and content of their presentation, may be invited to attend at the discretion of the Chairperson. Written requests should be submitted to the Director of the Board to be discussed with the Chairperson. Public presentations, as approved by the Chairperson, will occur under agenda item, Public Comment.

- 3) Public Comment period, minimally five (5) minutes, will be included at the end of each meeting. Comments will be limited to three (3) minutes, unless additional time is approved by the Chairperson.

The Board will make available to the public, on a regular basis through electronic means and open meetings, information about the activities of the Board.

Section 8: Executive Session

Should the Board need to address personnel or other issues that require strict confidentiality, the Board Meeting will be interrupted to allow the Board to convene in Executive Session to discuss and act upon the issue that warranted the session. Only Board Members and other relevant invitees will be allowed to be present during the Executive Session. Immediately upon the conclusion of the Executive Session the Board Meeting will be reconvened and any relevant action that can be made public will be reported at that time.

ARTICLE V: OFFICES

Section 1: Officers

The following officers shall be elected by Board members:

- 1) **Chairperson:** must be a representative of business as identified in WIOA. The Chairperson shall preside over all Board meetings and Executive Committee meetings and will represent the interests of the Board to the Board of Commissioners, or their designee the Lorain County Administrator. The Chairperson shall be elected to a three-year term.
- 2) **Vice Chairperson:** must be a representative of business. The Vice Chairperson shall preside at Board meetings in the absence of the Chairperson. The Vice Chairperson shall be the Board's liaison to any and all committees, excluding the Executive Committee, and perform other duties as assigned by the Chairperson. The Vice Chairperson shall be elected to a three-year term.

Section 2: Resignation and Removal

The Chairperson and Vice Chairperson of the Board may resign from office at any time by giving written notice of such resignation to the Board. The Chairperson and Vice Chairperson may be removed from office, either with or without cause, by a decision of the Board.

ARTICLE VI: COMMITTEES

Section 1: Executive Committee

The Executive Committee reviews the activities of other committees, liaisons with the full Board and develops recommendations for actions by the full Board. The Executive Committee acts as a Court of Review to determine Committee functions and acts in cases of committee disputes. In the absence of the Board, the Executive Committee shall have the authority to act on behalf of the full Board on non-financial matters and report those actions to the full Board at their next scheduled meeting.

Section 1a: Membership

Members of the Executive Committee include the Board Chairperson, Vice Chairperson, the Chief Local Elected Official, or their designee the Lorain County Administrator, the Director of the Board and the chair of any standing committees. The Board Chairperson will serve as Chairperson of the Executive Committee.

Section 2: Other Standing Committees

Standing committees are an option of the Board to provide information and assist with carrying our responsibilities under WIOA, including identification of strategies for better meeting the needs of individuals with barriers to employment.

All reports and actions taken by standing committees must be approved by the Board or the Executive Committee and receive concurrence from the Chief Local Elected Official, or their designee, the Lorain County Administrator prior to implementation.

Section 2a: OhioMeansJobs Center Committee

The OhioMeansJobs Center Committee will provide information and assist with operational and other issues relating to the OMJ delivery system, which will also include issues relating to the provision of services to individuals with disabilities, including providing programmatic and physical access to services, programs and activities of the OMJ delivery system.

Member of the OhioMeansJobs Center Committee will include representatives of the OMJ center partners.

Section 2b: Youth Committee

The Youth Committee will provide information and assist with planning, operational and other issues relating to provision of services to youth.

Members of the Youth Committee will include Community Based Organizations with a demonstrated record of success in serving eligible youth.

Section 3: Ad Hoc Committees

The Chairperson of the Board may appoint or authorize the appointment of other ad hoc committees as deemed necessary to carry out the responsibilities and due diligence of the Board. All reports and actions taken by ad hoc committees must be approved by the Board or the Executive Committee and receive concurrence from the Chief Local Elected Official, or their designee, the Lorain County Administrator prior to implementation.

Section 4: Committee Composition

As required by WIOA, all standing committees will be chaired by a member of the Board and will be comprised of both Board members and other individuals appointed by the Board who are not members. The Board Chairperson, after consultation with the Board appoints and removes members of committees. Non-Board members may be appointed to any of the committees, except the Executive Committee.

Section 5: Appointment of Committee Chairpersons

The Chairpersons of standing committees are appointed by the Board Chairperson, after consultation with the Board and will be appointed for one-year terms during the annual meeting.

Section 6: Meetings

The committee chairpersons will determine regular meeting schedules for their committees, in consultation with the Board Chairperson or the Director of the Board.

ARTICLE VII: CONFLICT OF INTEREST

Section 1: Conflicts of Interest

A member of the Board must not vote on the provision of services by such member (or any organization which the member directly represents), nor on any matter which would provide any direct financial benefit to that member, a member of his/her immediate family, or the organization he/she may represent. When a member abstains from voting due to a conflict of interest, the minutes shall both reflect the abstention and the reason for the abstention as being due to conflict of interest or potential conflict of interest.

All members of the Board must adhere to all the Ohio Ethics Laws O.R.C 102, et al.

Section 2: Abstaining from a Vote

Whenever a matter to be voted on by a Board member or committee member would involve him/her in a conflict of interest, he/she shall declare the conflict of interest to the Board Chairperson or committee chairperson at the beginning of the discussion of the topic during

the meeting. Following such announcement, the Board or committee member shall abstain from discussion, decision-making and voting on such matter.

Section 3: Raising Questions of Conflicts of Interest

Whenever a Board member or committee member has cause to believe that a matter to be voted upon would involve any other Board member or committee member in a conflict of interest, he/she must raise such question with the Board Chairperson or committee chairperson prior to the next meeting, or with the entire Board or committee during the meeting. The question so raised shall be decided by a majority vote of the Board or committee members present, excluding any Board or committee member present who has been disqualified from voting on the issue because of his/her own conflict of interest. If a conflict of interest is found to exist, the Board member or committee member shall abstain from discussion, decision-making and voting on such matter.

ARTICLE VIII: INDEMNIFICATION

All Board members will be provided defense and indemnification in accordance with ORC 2744.07.

ARTICLE IX: AMENDMENT OF BY-LAWS

These By-Laws may be amended or modified by a majority vote of the membership (51%), providing that the proposed changes have been submitted to the Board members for their review not fewer than seven working days prior to such meeting. Upon majority affirmation by the Board members present, any amendments to these By-Laws will be in effect upon acceptance by the Board of Commissioners.

ARTICLE X: RULES OF ORDER

All proceedings of the Board and its committees are governed by Robert's Rules of Order unless superseded by these By-Laws.

Recommended by WDB: May 26, 2016
Approved by BOC: June 8, 2016 (RES. No 16-361)