

**MOUNTAIN AREA WORKFORCE DEVELOPMENT BOARD
BY-LAWS**

ARTICLE I. NAME

Section 1. Name: The name of the organization shall be the Mountain Area Workforce Development Board, hereinafter referred to as the “MAWDB” or “Board”.

Section 2. Purpose: It is the purpose of the Board to provide policy guidance for, and exercise independent oversight with respect to the implementation of federal and state workforce development programs within the Local Area consisting of Buncombe, Henderson, Madison and Transylvania Counties.

Section 3. Authority: The Board shall enter into an agreement with the designated Chief Elected Official within the Local Area to define the responsibilities of the local grant recipient and administrative entity in accordance with the purpose of the organization.

ARTICLE II. MEMBERSHIP

Section 1. Membership: The membership of the Mountain Area Workforce Development Board shall consist of twenty-nine (29) members. The distribution of membership will be as follows: Regional – 4, Buncombe – 11, Henderson – 6, Transylvania – 4, Madison – 4. The membership shall be appointed by the Board of Commissioners of each County in a manner consistent with Section 107 of the Workforce Innovation and Opportunity Act, hereinafter referred to as the “Act”, and the Mountain Area Workforce Development Consortium Agreement, hereinafter referred to as the “Consortium Agreement”.

Section 2. Private Sector Members: A minimum of 51% of the membership shall be representatives of private businesses and shall be owners of business concerns, chief executives or chief operating officers of non-governmental employers, or other business executives with optimum policymaking or hiring authority. As prescribed in Section 107 of the Act, the remainder of the Board shall include representation of educational agencies, organized labor, rehabilitation agencies, community based organizations, economic development agencies, and the public employment service.

Section 3. Regional Representatives:

Regional members are to be appointed by the County Commissioners in the nominee’s county of residence. Regional Members shall represent organizations that serve all four counties and have a required representation on the Board per Section 107(b)(2). Regional representatives include: (1) labor organizations (2 members); (2) a representative from the State employment service office and (3) a representative from Vocational Rehabilitation (programs carried out under Title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.)).

Section 4. Term of Membership: WDB members shall be appointed for fixed and staggered terms, and may serve until their successors are appointed by their respective Chief Elected Official(s). The full term of appointment shall be for three (3) years. All vacancies shall be filled in accordance with the

composition of membership established in the Act Section 107(b)(2) and in accordance with the procedures established in the Consortium Agreement for initial appointments to the Board.

Section 5. Vacancies: Upon the occurrence of a vacancy in board membership, the Director for the Board shall promptly notify the Board Chairperson and the Chief Elected Official of the County for which the vacancy occurred. Nominations to fill the member's position on the Board must follow the procedures presented in the Section 107(b)(2) of the Act and the procedures regarding the distribution of Board positions as agreed in the Consortium Agreement. Appointments to fill vacancies for unexpired terms shall be for the remainder of the three year term. A member's positions on the Board is declared vacant upon the member's official departure from the organization that the member represents.

ARTICLE III. OFFICERS

Section 1. Nominations for Officers- In accordance with 29 CFR 679.310(g) the CEO shall establish the nomination process to elect the Board Chairperson and Vice Chairperson. Nominees for Chairperson and Vice Chairperson must be members of the Board representing private sector businesses. The Chairperson and Vice-Chairperson shall not be representatives of the same county.

Once the standing committee chairpersons are selected by their committees, the standing committee chairpersons become the nominating committee for the board officers.

The nominating committee shall present a slate of candidates for Board Chairperson and Vice Chairperson. The slate of candidates for board officers may include no more than two nominees for each board office.

The slate of officers is to be presented at the regularly scheduled board meeting immediately preceding the board meeting during which the election will occur.

Section 2. Chairperson: The MAWDB members shall elect a Chairperson from among members of the Board who are representatives of private businesses to serve pursuant to the requirements of state and federal law. The Chairperson shall preside at all meetings of the Board, serve as Chairperson of the Executive Committee, appoint committees and their chairpersons, perform such duties as directed by the Board, and shall have the authority to execute any document which may be lawfully executed on behalf of the Board.

Section 3. Vice-Chairperson: A Vice-Chairperson shall be elected from among members representing private businesses by the MAWDB membership and at the request of, or in the absence of, the Chairperson, shall perform the duties of the Chairperson. The Vice Chairperson of the Board shall serve as Vice-Chairperson of the Executive Committee.

Section 4. Elections: Elections shall be held at the last regularly scheduled meeting prior to July. The term of office shall begin on July 1 and end on June 30.

The election shall be by written ballot unless only one candidate for each office is nominated. If the slate of nominees provides only one candidate for each office, nominations must be requested from the general membership present. If no additional nominees are presented from the general membership, the election will be conducted by voice vote of the membership present.

If the election is to be conducted by written ballot, absentee ballots will only be accepted if they bear the absent board members' signatures and are received by the nominating committee before the election for board offices is held. The nominee receiving the most votes is deemed the elected officer.

In the case of a tie vote, a runoff election(s) shall be held among the two candidates with the highest vote counts. The runoff election(s) shall be conducted immediately after the initial vote and only the members present at the meeting may vote. Absentee ballots will not be counted in the determination of the outcome of a runoff election. The nominee with the most votes is deemed elected to the office.

Section 5. Terms of Office: The term of Office for both the Chairperson and the Vice Chairperson shall be for two years. The Chairperson and Vice-Chairperson shall be elected once every two years and may serve only one term in their respective offices. The Chairperson and Vice Chairperson may be elected to additional non-consecutive terms after being out of their respective offices for one or more terms.

ARTICLE IV. EXECUTIVE COMMITTEE

Section 1. Executive Committee: The Executive Committee shall consist of members as follows:

- The MAWDB Chairperson and Vice-Chairperson shall serve as Chairperson and Vice-Chairperson of the Executive Committee respectively.
- The Chairpersons of the Standing Committees shall be members of the Executive Committee.
- Each of the Counties must have a least one member of their delegation on the Executive Committee. If a county is not represented by a member serving as Chairperson, Vice-Chairperson or as a Chairperson of a standing committee, then the members of that county's delegation to the Board shall elect one of their members to serve as a member of the Executive Committee.

Section 2. Responsibilities: The Executive Committee shall provide counsel and direction to the staff between meetings which shall be empowered to make interim decisions for the Board subject to approval by the full Board at the next regularly scheduled meeting. If the executive committee approves actions on behalf of the Board, the actions will be presented as items in the "consent agenda" for a vote by the full Board.

ARTICLE V. COMMITTEES

Section 1: Committees: Committees established by the Board shall assist the Board in carrying out the functions of the Board as they relate to the operations of the integrated service delivery system and as are specified in Section 107(d) of the Act. The Chairperson of the Board shall appoint members of the Board to serve as members of the Standing and Ad Hoc Committees of the Board. ~~The Board Chairperson shall also appoint the Chairperson for each committee.~~

Members of the Board shall have an opportunity to submit a request for appointment to the committee(s) of their choosing to the Board Chairperson. However, the Board Chairperson is authorized to make the final decisions for appointments based on the needs of the Board. Committee appointments shall be for a term of two years.

Standing committee chairpersons are selected by the board members assigned to the committee. Standing committee chairs shall be selected from among Board Members in good standing who are current members for the respective committees.. Standing committee chairs also serve as members of the Executive Committee and of the Nominating Committee for Board Officers..

The Chairperson for each committee, in consultation with the other Board Members assigned to the Committee, shall invite community and organizational leaders with relevant knowledgeable and experience to serve as non-voting members of their Committee. Board Members assigned to the committee shall have voting privileges.

Based on the Board Chairperson's discretion, Committees shall be authorized to make interim decisions if the decisions do not have an immediate impact on the approved budget or contradict established Board policies. Interim committee decisions are to be submitted in writing to the Executive Committee for approval or for presentation to the full Board for final judgment. Interim decisions approved by the executive committee shall be submitted to the full Board for confirmation as part of the consent agenda.

Section 2. Standing Committees: In addition to the Executive Committee four standing committees shall be established:

- Career Center/Business and Employer Services Committee
- Youth Programs and Services Committee
- Committee for Services for Clients with Disabilities
- Planning, Procurement and Budgeting Committee

- **Section 2.A. Career Center/Business and Employer Services Committee:** The Career Center/Business and Employer Services Committee shall assist the Board in reviewing and enhancing career center operations including services provided for employers. The committee works with board staff, career center leadership, career center partners and business customers to establish continuous improvement plans and accomplish related goals. Area wide business service initiatives conducted by the Board are to be coordinated, as appropriate, with the Career Center system. The committee will provide guidance and assistance in the implementation State initiatives related to business services and career center operations.

- **Section 2.B. Youth Programs and Services Committee:** The Youth Programs and Services Committee shall assist the Board in reviewing and enhancing the quality of services provided to youth. The committee works with board staff, youth program operators and leadership from selected youth service organizations within the local area to coordinate services and enhance employment/career outcomes for clients age 16 through 24. Working with board staff, youth program operators and service providers, the Committee will review program performance, identify best practices and develop and accomplish continuous improvement strategies and goals.

- **Section 2.C. Committee for Services for Clients with Disabilities:** The Committee for Services for Clients with Disabilities shall work with all components of the local area's workforce system to identify and implement effective ways of improving services to clients with disabilities. The committee will work with leadership and staff to identify appropriate accommodations, auxiliary aides, staff training and program coordination opportunities that will help clients with disabilities achieve their employment/career goals and receive courteous, encouraging and effective services.

Section 2.D. Planning, Procurement and Budgeting Committee: The Planning, Procurement and Budgeting Committee will work with Board staff to develop strategic regional and local area plans to present to the Board and the Chief Elected Official for deliberation and decisions. The Committee will review Requests for Proposals and Statements of Work submitted by interested and qualified service providers for Career Center operations, Adult and Dislocated Worker Services, Youth Programs and specialized services to be procured by the Board. With staff assistance the committee shall make recommendations to the Board for the Local Area and Regional Plans and for the annual administrative and operating budgets.

Section 3. Ad Hoc Committees: The Board Chairperson may establish Ad Hoc committees as needed to deal with specific matters of interest to the Board. The Board Chairperson shall appoint the Chairperson and other Board members to the Ad Hoc Committees. Appropriate non-members may be recruited to serve as nonvoting members.

ARTICLE VI. BOARD MEETINGS

Section 1. Regular Meetings: The Board shall hold regular meetings at least every two (2) months on a date, and at a time and place determined by the Chairperson. Written notification of the meetings shall be provided to each board member at least five days prior to the scheduled meeting date.

Section 2. Special Meetings: Special meetings of the WDB membership maybe called at any time by the Chairperson or by a written request signed by not less than 50% of the membership of the MAWDB. The written request for such a meeting must set forth the reason for calling the meeting. Members will be contacted by telephone and email and the meeting shall be confirmed by a written notice at least five (5) days prior to any called meeting.

Section 3. Quorum: Those in attendance at a regularly scheduled meeting of the Board shall constitute a quorum for the transaction of business. At any called meeting of the Board at least 50% of the members must be present meeting to constitute a quorum for the transaction of business.

Section 4. Voting: All duly appointed members of the Board are accorded voting privileges. All actions of the Board shall be determined by a majority vote of the members present and voting, except the adoption and amendments of the bylaws, which shall be by a two-thirds vote of the membership. Each member of the Board shall have one vote. A member may designate a representative to attend in his/her absence. The proxy or designated representative must be also have “optimum policy making or hiring authority” within the same organization (679.100(d)(4)). The representatives may participate in discussions, but may not make or second motions or vote.

Section 5. Conflict of Interest: No member of this Board shall cast a vote on the provision of services by that member, or any organization which that member directly represents, or vote on any matter which would provide direct financial benefit to that member or the organization which that member represents. This section does not preclude voting on the overall Board budget by members who represent businesses/organizations that have specific contracts with the Board.

Section 6. Attendance: Board members who miss three unexcused consecutive meetings shall be contacted by the Chairperson to determine his or her continued interest in serving as a board member. If the member is unable to continue as an active member, the Chairperson will contact the Chief Elected Official(s) having made the initial appointment and request that a replacement be appointed to complete the term of the vacant position.

Upon advanced request Board members will be allowed to attend meetings via conference calls or other remote electronic communication systems that are supported by the administrative entity's available technology. Board members are encouraged to attend meetings in person whenever possible.

Section 7. Order of Business: The Chairperson shall be responsible for orderly business of the Board and for calling items of the agenda. During the course of deliberating items on the agenda, only members of the Board, a Board member's designated representative and members of the Board's staff shall participate in the discussion. Others present may participate in discussion by prior arrangement with the Chairperson, or upon recognition by the Chairperson, or during a public participation period.

Section 8. Agenda: The agenda for Board meeting shall be developed and prepared by Local Area staff in consultation with the Chairperson.

Section 9. Rules: All procedures of the Board, not set forth in these bylaws, shall be governed by the rules set forth in the current edition of Robert's Rules of Order, Newly Revised.

Section 10. Open Meetings: All meetings of the Board shall be open and accessible to the general public, and minutes shall be maintained and mailed to members prior to the next scheduled meeting.

In accordance with Section 107(e) of the Act the Board shall publish its meeting schedule, agenda and meeting minutes on the MAWDB website. The website will also include information regarding: the Board's membership; the designation and certification of the career center operators; and contracts awarded to Youth Program Operators."

Section 11. Public Comment

Public comment is encouraged on formal plans developed by the Board. Public comments regarding the plans should be submitted in writing to the Director and the Chairperson during the designated public comment period.

Requests to make public comments orally before the full board will be honored by the Board if the requests for making public comment are made in writing to the Director and the Chairperson prior to the issuance of the meeting agenda. The request must clearly summarize the content and intent of the comment. The Director and Chairperson may designate a time frame within the course of the meeting that is allowed for pre-approved public comments.

ARTICLE VII. BYLAWS AMENDMENT PRODEDURE

These Bylaws may be amended at any regular meeting of the Board by a two-thirds vote of the membership, provided the proposed amendment has been submitted in writing to the Board members

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at least fourteen (14) days prior to the meeting. Such notice shall be deemed to be delivered to a member when sent to the member's currently listed email address.

ARTICLE VIII. COMPLIANCE

All actions of the Workforce Development Board shall comply with the rules and regulations governing the affected publicly funded workforce development programs, the laws of North Carolina and the laws of the United States.