

BYLAWS
OF
WORKFORCE DEVELOPMENT BOARD MID-OHIO VALLEY

ARTICLE I: MEMBERSHIP

Section 1.1 - Membership Certification.

A. As provided by the Workforce Innovation and Opportunity Act (hereinafter known as WIOA) membership of the Board will be certified by the Governor. The Workforce Development Board Mid-Ohio Valley (hereinafter known as “WDB MOV”), is composed of representatives from the Counties of Calhoun, Clay, Jackson, Mason, Pleasants, Ritchie, Roane, Wirt, Wood and the cities of Parkersburg and Vienna. This Board reserves the right at a future time to become a corporate entity. Re-certification of membership will be requested as required by WIOA.

B. The purpose of the WDB MOV shall be:

1. To be responsible for developing policy, goals, objectives, and overall direction of a nine (9) county and two (2) city workforce development area with respect to activities under Title I of the Act;
2. To increase the business community’s involvement in the workforce programs operated within the nine (9) county and two (2) city workforce areas represented by the Local Elected Officials (LEO);
3. To address workforce needs of job seekers, workers and businesses within the nine (9) county and two (2) city workforce area represented by the LEOs.

Section 1.2 - Appointment of Membership

A. Individuals to be considered for voting membership shall be recommended by the constituency the Member is to represent. The local elected officials, as defined in WIOA, shall appoint an individual to serve as a voting member.

B. In appointing the voting Members of the Board, the local elected officials shall appoint the following in accordance with WIOA and all other relevant laws:

1. A majority of the WDB membership shall represent private sector industry and businesses (including small business and women-minority business enterprises) as is required by Section 107 of the Workforce Innovation and Opportunity Act.

Private sector members shall be owners, chief executives, or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority within their respective organizations. They shall represent businesses, including small businesses, or organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area. Appointments will be from among individuals nominated by local business organizations and business trade associations.

2. Not less than 20% of the member of the Local Board shall include:

- a. at least two representatives of labor organizations
- b. at least one representative of labor organization or training director, from a joint labor – management apprenticeship program
- c. may include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment (examples: organizations serving veterans, persons with disabilities)

- d. may include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives that serve out of school youth
3. The Local Board must also include at least one representatives from each of the following:
- a. eligible providers administering adult education and literacy activities under title II;
 - b. institutions of higher education providing workforce investment activities, including community colleges;
 - c. economic and community development entity;
 - d. State employment service office under Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area;
 - e. programs carried out under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741), serving the local area;
 - f. may include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance, or representatives of philanthropic organizations serving the local area; and may include such other individuals or representatives entities as the Chief Elected Official in the local area may determine to be appropriate.
- C. An individual may be appointed as a representative of more than one entity / category if the individual meets all the criteria for representation.

Section 1.3 - Term of Membership All of the Members appointed by the local elected officials shall serve for a term of three (3) calendar years or until their successors shall be elected and qualified, or until their resignation, removal or death, unless amended by the LEO. Ending dates of the members' terms shall be staggered so that no more than one third of the members' terms end each year. Members may be re-appointed for successive terms.

Section 1.4 - Vacancies Vacancies will be filled if deemed appropriate by the LEO or if a required participant under WIOA. Any vacancy among the Members caused by death, resignation, and removal or otherwise will be filled by a recommendation from the constituency to be represented and appointed by the local elected officials. Notification to LEO's regarding vacancies are added to the quarterly meeting agenda and recommendations and voting takes place at that meeting. If deemed necessary, an email notification will be sent out. The term of office of a Member chosen to fill a vacancy shall expire when the term of the Member's predecessor would have expired.

Section 1.5 - Compensation By direction of the WDB board a member may be paid reasonable/ un-reimbursed expenses, if any, incurred in attending any meeting of the Board of Directors. No other form of compensation shall be paid to any member in return for such member participation as a member or for attendance at any meeting of the WDB board. Nothing contained herein shall preclude any member from serving the Organization in any other capacity, but they shall not receive compensation therefor.

Section 1.6 - Removal Any Member may be removed by a two-thirds' vote of all the Members of the Board who vote in favor of such removal. Any member removed from the WDB MOV has the right to appeal to the Local Elected Officials within 10 working days of notification.

Section 1.7 - Conflict of Interest No member, officer, employee or agent of the WDB shall:

- a. cast a vote on the provision of service under the WIOA Title I plan by that member, by any member of his or her family, or by any organization of which that member or any member of his or her family is an officer, owner, or employee, or
- b. vote on any matter which would provide direct financial benefit to that member, or
- c. participate in the award or administration of any grant contract that is funded through the WIOA Title I plan where he or she knows that any of the following has a financial interest in the person or organization that will receive or has received the grant or contract:
 - (a) the officer, employee, or agent;
 - (b) any family member of the officer, employee, or agent;
 - (c) any partner of the officer, employee, or agent or
 - (d) any person or organization that employs, or is about to employ, any person described in (a),

- d. any member of the WDB MOV or any committee, council or other subservient body thereto who would be forbidden from voting on a particular contract of the provision of goods or services or the operation of programs under this Conflict of Interest policy shall, if he, she or the organization represented by such member intends to submit a bid to become the operator of any program or the provider of goods or services under any contract, recuse himself or herself completely from the process of development or drafting of specifications, statements of work, invitations for bids, and/or requests for proposals.

Where there is a conflict of interest on the part of a member, such member shall disclose the material facts as to his or her interest or benefit from the proposed board action, and, in the event the measure required approval by the WDB, the proposed board action may then be approved upon the affirmative vote of a majority of the disinterested members, even though the disinterested members be less than a quorum. Such interested members may be counted in determining the presence of a quorum at the meeting at which issue is considered.

For purposes of this conflict of interest provision, no “direct financial benefit” arises from a WDB director’s employment, employment by an organization that a WDB member represents, from time-to-time of persons participating in a WDB program that is administered by a contractor that is controlled by or related to the member or the organization that he or she represents.

No member, officer, employee or agent of the WDB shall: (1) solicit or accept gratuities, favors, or anything of monetary value from contractors or suppliers or potential contractors or suppliers, or (2) solicit, accept or agree to accept any benefits for exercising WIOA authority and performing their duties which conflicts with the rules of the State of West Virginia Ethics Commission.

For purposes of this section, immediate family is defined as: spouse, ancestor, descendant, sibling and the spouse or child of the foregoing (including “step” relationships).

Section 1.8 - Officers of the Membership There will be two (2) officers of the membership: Chairperson and Vice - Chairperson. The Members shall elect the officers of the Membership annually. The Chairperson and Vice Chairperson shall be representatives of private sector members. Each Membership officer shall hold office for a term of 12 months beginning in July of each year and until his or her successor shall be duly elected and qualified, or until resignation, removal, or death. No Chairperson or Vice Chairperson, shall serve more than three (3) consecutive terms in any one (1) office.

Whenever any vacancies shall occur in any of these offices, for any reason, the same may be filled by the Membership at any meeting thereof, after a Nominating Committee, appointed by the Chairperson (or Vice Chairperson, should a vacancy occur in the Chairpersons office), shall have provided a list of persons to fill such vacancy to the membership, and any Officer so elected shall hold office until the expiration of the term of Officer causing the vacancy and until his or her successor shall be duly elected and qualified.

ARTICLE II: MEETINGS OF MEMBERS

Section 2.1 - Annual Meetings The annual meeting of the members of the Workforce Development Board shall be held during the first six (6) months of each fiscal year on such date as may be designated by the Members, or by the Executive Committee. At this time an annual budget will be presented for approval and submitted to the LEO Board.

Section 2.2 - Regular Meetings Regular quarterly and special meetings of the Members, in addition to the annual meeting, shall be held at such times and places as shall be determined by the Members.

Section 2.3 - Notice of Meetings Written notice stating the place, day, and hour of any meeting of Members, shall be provided at the beginning of each fiscal year, and in the case of special meetings or when otherwise required by law the purpose of which any such meeting is called, shall be delivered by mail or electronically to each voting member of record, at such address as appears upon the records of the WDB and at least ten (10) days before the date of such meeting.

Section 2.4 - Waiver of Notice Notice of any meeting may be waived by any voting Member, in writing, filed with the Chair of the WDB. Attendance at any meeting, in person, shall constitute a waiver of notice of such meeting.

Section 2.5 - Voting Rights Each Member of the WDB shall be entitled to one (1) vote for each matter submitted to the membership for a vote at each meeting of the membership. A Board proxy voting form is available for members that cannot attend the meeting.

Section 2.6 - Voting A Member entitled to vote at any meeting of Members may vote in person or by electronic means (teleconference, video conference).

Section 2.7 - Quorum At any meeting of members, the Members present in person or by electronic means at the meeting, who are qualified to vote, as Members must equal at least one fourth of the filled membership seats to constitute a quorum. Fifty-one percent of such quorum must be representatives from private sector. A majority vote of such quorum shall be necessary for the transaction of any business by the meeting, unless a greater number is required by the law, or these bylaws.

Section 2.8 - Voting List A complete and accurate list of all members entitled to vote shall be maintained at all times. Such list may be inspected by a member for any proper purpose at any reasonable time.

Section 2.9 - Conduct of Meetings Meetings of members, including the order of business, shall be conducted in accordance with Roberts Rules of Order (Scott Foresman Roberts Rule of Order), except insofar as these bylaws, or any rule adopted by the Executive Committee or members, may otherwise provide. The members may, by unanimous consent, waive the requirements of this section, but such waiver shall not preclude any member from invoking the requirements of this section at any subsequent meeting.

Section 2.10 - Action by Consent Any action required to be taken at a meeting of members, or any action which may be taken at a meeting of members, may be taken without a meeting but with the same effect as a unanimous vote at a meeting, if, prior to such action, a consent, setting for the action so taken, shall be agreed to all members entitled to vote with respect thereto, and such consent is filed with the minutes of the proceedings of the members.

Section 2.11 - Attendance of Meetings Each Member shall be required to attend a majority of the meetings of the Membership, and failure to do so may result in the recommended removal of such Member pursuant to the terms of Article I., Section 1.6. Hereof. A member missing three (3) consecutive meetings without cause shall be considered for removal from membership.

Section 2.12 - Preparation of Agenda The agenda of each meeting shall be developed by the Chair, with consultation and input from committee chairs, prior to each meeting.

Section 2.13 - Public Notice of Meetings All meetings of the WDB shall be open to the public and held in accordance with 6-9A-3 of the WV State Code. Any member of the public wishing to address the Board for items not on the agenda must register with the chairperson prior to the meeting and will be permitted to speak during the public forum portion of the meeting. Presentations will be limited to 5 minutes unless granted additional time by the Chair. At the discretion of the chair, during the meeting, the public may be permitted to address the board regarding agenda items only.

ARTICLE III: EXECUTIVE COMMITTEE

Section 3.1 - Duties and Qualifications The Executive Committee shall manage the business and affairs of the Members on those months that the full Membership does not meet. Each Executive Committee member shall be a member of the WDB. A minimum of 51% of the total number of Executive Committee members shall be from the private sector.

Officers of the organization and Chairs of the standing committees shall serve on the executive committee. If not already represented by an officer or committee chair, the WDB MOV Chair shall appoint:

- One representative from a county in the northern portion of the Region with a population less than 20,000 individuals (Pleasants, Wirt, or Ritchie County)
- One representative from a county in the northern portion of the Region with a population of greater than 20,000 individuals (Wood County)
- One representative from a county in the southern portion of the Region with a population less than 20,000 individuals (Calhoun, Clay, or Roane County)
- One representative from a county in the southern portion of the Region with a population of greater than 20,000 individuals (Jackson or Mason County)

The Chair will appoint at large members of the executive committee at the beginning of each year. The Chief Local Elected Official shall be an ex-officio member of the executive committee. The Chair of the Membership shall serve as the Chair of the Executive Committee.

Section 3.2 - Term of Office All of the Executive Committee Members shall serve for a term of one (1) calendar year or until their successors shall be selected, or until their resignation, removal or death.

Section 3.3 - Vacancies Any vacancy among the Executive Committee members caused by death, resignation, removal or otherwise will be filled by an appointment by the Chair of the Membership. The term of office of an Executive Committee Member chosen to fill a vacancy shall expire when the term of the Executive Committee Member predecessor would have expired.

Section 3.4 - Removal Any Executive Committee Member may be removed by two-thirds' vote of all the Members of the WDB who vote in favor of such removal.

Section 3.5 - Regular Meetings Meetings of the Executive Committee shall be called by the Chairman at such times and places as shall be determined necessary. Written notice stating the place, day, and hour of a regular meeting of the Executive Committee shall be delivered electronically or mailed to each Executive Committee Member, at such address as appears upon the records of the WDB, and at least seventy-two (72) hours before the date of such meeting.

Section 3.6 - Special Meetings Special meetings of the Executive Committee may be held upon the call of the Chairperson or any four (4) members of the Executive Committee and upon seventy-two (72) hours notice specifying the time, place, and general purposes of the meeting, given to each Executive Committee Member either personally, by mail, telephone, or electronically. Notice of a special meeting may be waived in writing before the time of the meeting, at the time of the meeting, or after the time of the meeting. Attendance at any special meeting shall constitute waiver of notice of such meeting.

Section 3.7 - Quorum The Executive Committee Members present in person at a meeting of the Executive Committee, so long as no fewer than one half of the filled membership seats or four (4) (whichever is less) of the Executive Board Members are present in person at the meeting, shall constitute a quorum for the transaction of any business and the act of the majority of the Executive Committee present at a meeting, at which there is a quorum, shall be the act of the Executive Committee unless the act of a greater number is required by the law, or these bylaws. Of those members present, a minimum of 51 percent must be representative of private sector.

Section 3.8 - Attendance of Meetings Each Executive Committee Member shall be required to attend a majority of the meetings of the Executive Committee, and failure to do so may result in the removal of such Member pursuant to the terms of Section 1.6. Hereof. Any Member may attend the Executive Committee meetings. However, any Member who attends an Executive Committee meeting and is not an Executive Committee Member may have voice but will not have a vote. A conference call number is sent out to each committee member in the event that are unable to attend in person.

Section 3.9 - Conduct of Meetings Meetings of the Executive Committee, including the order of business, shall be conducted in accordance with Roberts' Rules of Order, Revised, with the exception of these bylaws, or any rule adopted by the Executive Committee or Members may otherwise provide. The Executive Committee may, by unanimous consent, waive the requirements of this section, but such waiver shall not preclude any Executive member from invoking the requirements of this section, at any subsequent meeting.

Section 3.10 - Action of Consent Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting, if prior to such action a written consent to such action is signed by all Members of the Executive Committee and such consent is filed with the minutes of proceedings of the Executive Committee.

Section 3.11 - Conduct of Business The membership shall empower the Executive Committee to conduct such business as is necessary to maintain operations of the organization between quarterly meetings of the membership. Such responsibilities shall include the budget and financial issues of the organization as approved by the board.

ARTICLE IV: COMMITTEES of ORGANIZATION

Section 4.1 - Committee Structure There will be standing committees of the Workforce Development Board MOV, including but not limited to:

- the Executive Committee as defined above
- Youth Committee
- Adult Services / One Stop Committee
- Other committees the board feels are necessary for the efficient operation of the organization.

The Chair may, from time to time, create and appoint special committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purpose of the Board.

Section 4.2 - Committee Membership Each member of the Workforce Development Board shall serve on at least one (1) Committee per year. Members shall be assigned to Committees and responsibilities that are unlikely to cause conflicts of interest to arise; and such assignments shall be determined in a manner which is reasonably designed to maximize the amount of attention and energy that each Member can devote to the WDB while at the same time minimizing the number and extent of potential and actual conflicts of interest.

In addition to Board members, other individuals with specific interests or skills may also be appointed to serve as voting members of committees. Such nominations shall be presented to the Workforce Development Board for possible approval and appointment to specific committees. No more than 3 individuals from any one organization shall serve on any individual committee. Note: All committee members are subject to Section 1.7 – Conflict of Interest Policy as outlined in this document. All Committee meetings are subject to WV Open Meetings Laws.

Section 4.3 - Committee Chairpersons Each Board committee shall elect a chairperson from among their members. The chairperson must be a member of the Workforce Development Board.

ARTICLE V: AMENDMENTS

These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the entire WIB at any meeting of the Board; provided, that notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such notice may be waived as provided in these bylaws.

ARTICLE VI: INDEMNIFICATION

It shall be the policy of the Workforce Development Board MOV to indemnify to the maximum extent permitted by the general statutes of West Virginia any one or more of the Directors, officers, or employees, and former members, officers, or employees of the organization, and persons who serve or have served at the request of the organization as directors, officers, partners, trustees, or employees of another foreign or domestic organization, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a “proceeding”) and against reasonable costs and expenses (including attorneys’ fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

The organization may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the organization for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section I of this Article shall be deemed a proper expense of the organization.