

## BY-LAWS

### LUMBER RIVER WORKFORCE DEVELOPMENT BOARD

#### ARTICLE I. NAME AND SERVICE DELIVERY AREA

- Section 1.** **NAME.** The name of this organization shall be the Lumber River Workforce Development Board, hereinafter referred to as the WDB.
- Section 2.** **SERVICE DELIVERY AREA.** The area to be served by the WDB shall be the area served by the Lumber River Local Area which consists of the following counties: Bladen, Hoke, Robeson, and Scotland.
- Section 3.** **PURPOSE.** Private Industry Councils in each sub-state Service Delivery Area have been designated as Workforce Development Boards for continuing purposes of the Federal Job Training Partnership Act (JTPA) and as the governance board for the One-Stop Career Centers established under North Carolina's One-Stop Career Center System. Planning for workforce development programs under the Job Training Partnership Act/North Carolina Employment and Training Grant Program and the One-Stop Career Centers will be accomplished at the regional level through the Lumber River Local Area's Workforce Development Board. The WDB was "grandfathered-in" under the Workforce Investment Act of 1998 to continue planning, policy, and oversight of workforce development programs and systems, including the one-stop career center system called JobLink Career Centers in North Carolina.
- Section 4.** **INDEPENDENT OVERSIGHT.** The WDB shall establish procedures for the exercise of independent oversight over all aspects of the administration of the Workforce Investment Act (WIA) and One-Stop Career Centers (JobLink Career Centers) within the Consortium. The Workforce Development Board shall not operate or manage One-Stop Career Centers but shall serve in the role of governance - providing planning, monitoring, evaluation and oversight.

#### ARTICLE II. FUNCTIONS OF THE WORKFORCE DEVELOPMENT BOARD

- Section 1.** **FUNCTIONS OF THE LUMBER RIVER WORKFORCE DEVELOPMENT BOARD.**
1. In accordance with the Governor's Executive Order No. 90, it shall be the duty and responsibility of the Workforce Development Board to plan and oversee the delivery of all workforce development programs specified as responsibilities of a private industry council under the Federal Job

Training Partnership Act and of North Carolina's One-Stop Career Center System. The WDB was "grandfathered-in" under the Workforce Investment Act of 1998 to continue planning, policy, and oversight of workforce development programs and systems, including the one-stop career center system called JobLink Career Centers in North Carolina.

2. In addition to the duties, responsibilities and authority identified in the Job Training Partnership Act and Workforce Investment Act, the Workforce Development Board will have planning and oversight responsibilities for the following programs and activities when and where operated in one-stop career centers (JobLink Career Centers): the Employment Service, the WorkFirst (JOBS) welfare training and placement programs, the Food and Nutrition Services Program, the Older Americans Act Senior Community Services Employment Program, Vocational Rehabilitation programs, and CareerReady school-to-work programs.

**Section 2. ADDITIONAL DUTIES AND RESPONSIBILITIES**

1. Advise local elected officials, employers, local education agencies, community colleges, State and local employment and training agencies and citizens about policy, programs and other information relative to the local area workforce.
2. Coordinate with community colleges in planning, design, and delivery of vocational technical, and basic skills education and training for customers referred from One-Stop Career Centers (JobLink Career Centers).
3. Serve as a point of contact for business, industry, and the public sector to communicate workforce needs.
4. Develop a local plan in coordination with appropriate community partners that addresses the workforce development needs of the local area, which is responsive to the goals, objectives, and performance standards established by the Governor, the North Carolina Commission on Workforce Development, and the North Carolina Department of Commerce, Division of Workforce Development (state workforce agency).
5. Collaborate with the local CareerReady Councils, local education agencies, and local community colleges in the development of school-to-work plans.
6. Develop industry or sector cluster analysis in order to set training priorities in the service area.
7. Charter career centers, monitor activities and evaluate the performance of the career centers, programs, and activities.
8. Approve contractors for operation of Workforce Investment Act programs in the local area, including allocation of funds, monitoring, evaluation, and overall performance of programs and activities.
9. Develop linkages with regional and local economic development efforts and activities in the local area and promote cooperation and coordination

among public organizations, community organizations, education agencies, and private businesses.

### ARTICLE III. WDB MEMBERSHIP

**Section 1. GENERAL.** WDB members shall be selected in a manner consistent with Section 102 of the Job Training Partnership Act and Article X of the Lumber River Workforce Development Consortium Agreement.

**Section 2. MEMBERSHIP.** The WDB shall have **thirty-two** voting members made up of representatives from the private sector and agency representatives appointed by the respective county commissioners. Membership shall at a minimum be as follows:

**A. Private Sector Members.** Business/Industry representatives shall be selected from the counties to ensure that the WDB is geographically representative of the service area. A minimum of 51 percent of the members shall be representatives of the private sector. Each county shall have at least one (1) member from the private sector, and the membership will reflect the diversity of business and industry in the Local Area, including small and minority-owned businesses.

**B. Agency Members.** The remaining membership shall be selected from local agency and interested organization members in a manner ensuring geographical balance and shall consist of the following:

- A representative of a Local Education Agency
- A representative of a Local Community College
- A representative of a Rehabilitation Agency
- A representative of the Public Employment Service
- A representative of an Economic Development Agency
- A representative of a Social Services Agency
- Four representatives of Organized Labor and Community Based Organizations

**Section 3. Terms of Membership.** Terms are staggered and shall be for two years beginning July 1 in the appropriate year. Staggering of terms ensures that at any given time half of the members are experienced in WDB functions. A vacancy shall be filled by the procedure prescribed for all other appointments and shall be for the remainder of a term.

### ARTICLE IV. OFFICERS

**Section 1. Chairperson.** The WDB shall have a Chairperson who shall be elected from among the representatives of the private sector by the WDB membership. The Chairperson shall preside at all meetings of the group; shall appoint committees and their chairperson and vice-chairperson as needed, and shall in general perform all the duties incident to the Office of Chairpersons; including execution of agreements on behalf of the WDB.

**Section 2. First Vice-Chairperson.** The WDB shall have a First Vice-Chairperson who shall be elected from among the representatives of the private or public sector by the WDB membership. In the absence or disability of the Chairperson, the First Vice-Chairperson shall perform the duties of that officer.

**Section 3. Second Vice-Chairperson.** The WDB shall have a Second Vice- Chairperson who shall be elected from among the representatives by the WDB membership. The duties of the Second Vice-Chairperson shall be to conduct the business of the WDB in the absence of the Chairperson and the First Vice-Chairperson. One of the Vice-Chairpersons shall be a private sector representative.

**Section 4. Term of Office.** The term of the office of the Chairperson, First Vice-Chairperson and Second Vice-Chairperson shall be for a period of one (1)\* year. Officers may succeed themselves ***for additional years at the pleasure of the Board.***

**A. Elections.** The terms of office shall begin on July 1. Elections shall be held at the last regularly scheduled WDB meeting prior to July 1.

## ARTICLE V. STAFF

**Section 1. WDB Support.** The WDB shall be supported in the performance of its duties by staff provided by the Lumber River Council of Governments with funds derived from the current Workforce Investment Act and from additional funding sources identified from the federal and state participating programs and agencies in the area one-stop career centers. This staff shall be responsive to the needs of the WDB and shall support the WDB in its mandated functions.

## ARTICLE VI. ORGANIZATION

**Section 1. Committees.** The WDB shall, as necessary, be organized into standing committees to carry out its functions and responsibilities. Chairperson, Vice-Chairperson, and members of the committees shall be designated by the WDB Chairperson.

**Section 2. Ad Hoc Committees.** Ad Hoc committees may be established by the WDB as required to address specific issues. Members shall be designated by the WDB Chairperson.

**Section 3. Committee Meetings.** Committees shall meet at times and places to be designated by their respective chairperson. Each committee member shall have one vote and no proxy votes shall be allowed by other representatives.

**Section 4. Executive Committee.** The Executive Committee of the WDB shall include but is not limited to the Chairperson, First and Second Vice-Chairpersons and any standing committee chairs. The Executive Committee duties shall be assigned by the WDB as a whole, and all actions of the Committee shall be discussed at the next WDB meeting. Specific duties include: coordinating the work of the other committees and monitoring their performance; setting clear performance standards for WDB members (attendance) and enforcing them; identifying

potential new members; acting for the full WDB in bona fide emergencies such as when WDB action is imperative and circumstances make assembling the WDB impractical.

## ARTICLE VII. MEETINGS

**Section 1.** **Regular Meetings.** The WDB shall meet at least bi-monthly, normally the fourth Thursday of the month at the call of the Chairperson. Notifications of meetings shall be at least two (2) weeks prior to the meeting date.

**Section 2.** **Special Meetings.** The Chairperson may call special meetings of the WDB as required. Upon receipt of written requests from a majority of members of the WDB, the Chairperson shall call a special meeting of the WDB to convene within fourteen (14) days.

**Section 3.** **Quorum.** One-third (1/3) of the active members of the WDB shall constitute a quorum for the transaction of business. Vacancies will not be considered in the total to determine a quorum.

**Section 4.** **Voting.** All actions of the WDB shall be determined by a majority vote of the members present and voting, except the adoption and amendment of the By-Laws which shall be by a two-thirds (2/3) vote of the members present.

A. Each member shall cast one vote.

B. Only members have the right to vote on all issues presented before the WDB. No member will be allowed a proxy to vote in another member's place.

**Section 5.** **Conflict of Interest.**

1. Board members shall avoid both conflict of interest and the appearance of conflict of interest in the conduct of WDB business. A potential conflict of interest exists if a Board member takes any action in the effect of which would be to their private financial gain or loss, or to that of their immediate family or employer. (Immediate family is defined as spouse, mother, father, guardian, children, brother, sister, grandparents, grandchildren, plus the various combination of half, step, in-laws, and adopted relationships that can be derived from those named.) A potential conflict does not exist if the financial gain or loss affects to the same degree all people in the Board's local area or a larger class of people with which the member is associated.

2. A WDB member shall not cast a vote on, nor participate in, any decision-making capacity on the provision of services by such member (or any organization which that member directly represents), nor on any matter which would provide any direct financial benefit to that member.

3. If a potential conflict of interest arises, the affected Board member must give notice before action is taken. Such disclosure of potential conflict will be made part of the minutes of the meeting. The affected Board member must refrain from voting on that issue.

- Section 6. Attendance.** Members have the responsibility of contacting the Board Chair or the Workforce Development Administrator if they are unable to attend a meeting. The third consecutive unexcused absence shall be considered a voluntary resignation removing that member from the WDB without the need for formal WDB action. WDB minutes shall, however, reflect any such removal. An excused absence is defined as a telephone call or message stating a reason of: illness, vacation, professional commitment, or other personal reason. The Chair shall notify the respective county commission of any vacancy as the result of this section.
- Section 7. Order of Business.** The Chairperson shall be responsible for orderly business of the WDB and for calling items of the agenda. During the course of considering items on the agenda, only members of the WDB shall participate in the discussion except by prior arrangement with the Chairperson, upon request of a member of the WDB, or during a public participation period.
- Section 8. Agenda.** The agenda for WDB meetings shall be developed by WDB staff in consultation with the Chairperson.
- Section 9. Rules.** All procedures of the WDB not set forth in these By-Laws 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 WDB shall be open and accessible to the general public, and minutes shall be maintained and mailed or emailed to members with the agenda within seven calendar days of the next scheduled meeting.
- Section 11. Reimbursement.** The Lumber River Council of Governments (LRCOG) is required to make reimbursement available to all WDB members who do not have compensation available from their employing agencies. The LRCOG will be responsible for maintaining records of reimbursement. The rate of reimbursement will be in accordance with the Travel Policy adopted by the LRCOG. All overnight meetings must be approved in advance by the LRCOG staff.

## ARTICLE VIII. CONFLICT RESOLUTION

1. The LRWDB and the Counties (Bladen, Hoke, Robeson and Scotland) are equal partners with joint responsibility for proper and successful employment and training performance within the local area. As such, disputes between the parties shall be resolved by mutually satisfactory negotiation between equals.
2. If negotiation is unsuccessful, the following binding conflict resolution process shall be used. A Resolution Committee will be formed with one member designated by the WDB and a second member designated by the Counties. The two members so chosen shall designate a third member. If the two parties cannot agree on a third designee, the Workforce Development Administrator shall select the third member. The Resolution Committee will promptly meet to discuss and resolve by majority vote any dispute. Any

decision shall not violate the Charters of the member governments. Decisions of the Resolution Committee shall be rendered within 30 days after the Committee is appointed and shall be binded upon the WDB and the Counties.

3. Disputes between the Counties shall be resolved by a majority vote of the Counties, each County having one (1) vote.

#### **ARTICLE IX. INDEMNIFICATION**

1. The WDB shall indemnify any Board member, staff person, officer or former Board member, staff person or officer of the WDB against expenses actually or reasonably incurred by him in connection with the defense of any action, suit of proceeding, civil or criminal, in which he is made a party by reason of being or having been a Board member, staff person or officer, except in relation to matters in which he is made a party by reason of being or having been a Board member, staff person or officer, except in relation to matters in which he is adjudged in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his bound duties.
2. The right to indemnification under this Article is only available to the extent that the power to do so indemnify is unlawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.
3. The WDB shall have the power to purchase and maintain insurance sufficient to meet this Article's indemnification requirements.

#### **ARTICLE X. BY-LAWS AMENDMENT PROCEDURES**

These By-Laws may be amended by any regular meeting of the WDB by a two-thirds vote of the members present, provided the proposed amendment has been submitted in writing to the WDB members fifteen (15) days prior to the meeting.