

BY-LAWS

OF THE

WORKFORCE

INVESTMENT

BOARD

January 27, 2010

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ARTICLE I

NAME

Section 101.0 The name of this Board shall be the New River/Mount Rogers Workforce Investment Board, hereinafter referenced “**WIB**”, appointed by the New River/Mount Rogers Workforce Investment Area Consortium, hereinafter referenced “**Consortium**”.

ARTICLE II

GOALS

Section 201.0 The goals of the WIB shall be:

Section 201.01 Increase the involvement of the business community in the local Workforce Investment system.

Section 201.02 Increase private sector employment opportunities.

Section 201.03 Form a partnership with the Consortium in the establishment of Workforce Investment systems in the Workforce Investment Area.

Section 201.04 Develop long-range Workforce Development strategies for both area citizens and employers.

Section 201.05 Insure local workforce preparedness for development in the twenty-first century.

ARTICLE III

CONFLICT OF INTEREST, CONFIDENTIALITY

Section 301.0 CONFLICT OF INTERESTS

Section 301.1 29 U.S.C. § 2821f) of the Workforce Investment Act prohibits a member of the WIB from voting on a matter under considerations by the WIB when:

- a. The matter concerns the provision of the services by the Member or by an entity that the Member represents; or
- b. The matter would provide direct financial benefit to the member or the immediate family of the Member; or
- c. The matter concerns any other activity determined by the WIB to constitute a conflict of interest as specified in the Strategic Plan.

Section 301.2 The Virginia Conflict of Interests Act, Va. Code § 2.2-3100 et. seq., prohibits Member from engaging in certain unethical behavior and conflicts of interests. A violation of the Conflict of Interest Act can result in criminal prosecution. All Members are required to read this Act and to be familiar with its restrictions. In addition, each Representative must complete and file a *Financial Disclosure Form*.

Section 301.3 Members are expected to avoid unethical behavior in the course of performing their official duties. The WIB not only expects its Members to avoid impropriety, but also to avoid the appearance of impropriety whether or not any actually exists. Members must avoid:

1. Using their position for private gain;
2. Giving preferential treatment to any person or entity;
3. Losing their independence or impartiality in making decisions; or
4. Acting in any way that might erode public confidence in the integrity of the WIB.

Section 301.4 Members must abstain from voting on issues and matters that will result in a direct or indirect conflict of interest. Abstentions, and the general reasons therefore, should be duly recorded in the minutes of the meeting.

Section 302.0 CONFIDENTIALITY

Section 302.1 All information, whether transmitted orally or in writing, that is of such a nature that is not, at the time, a matter of public record or public knowledge is deemed confidential by the WIB. Representatives shall not disclose confidential information obtained in the course of or by reason of membership on the WIB to any person or entity not directly involved with the business of the WIB.

Section 302.2 No Member shall use confidential information obtained in the course of or by reason of his or her membership on the WIB in any matter with intent to obtain financial gain for the Member, the Member's immediate family or any business with which the Member is associated.

Section 302.3 No Member shall disclose confidential information obtained in the course of or by reason of his or her membership on the WIB in any manner with the intent to obtain financial gain for any other person.

ARTICLE IV

MEMBERSHIP

- Section 401.0** Membership on the WIB shall be no less than twenty -five (25) and no greater than thirty- nine (39).
- Section 402.0** Vacancies on the Board shall be filled in the same manner as original appointments.
- Section 403.0** WIB members will be expected to carry out the following:
- Section 403.1** Attend meetings regularly.
- Section 403.2** Serve on committees as requested.
- Section 403.3** Serve a complete term to coincide with term of appointment.
- Section 403.4** Attend orientation to be conducted following a new Member's appointment to the WIB.
- Section 403.5** Be available to receive inquiries and information from individuals, organizations, business, industry and labor in the Consortium area and make available, as Members of their significant segments, information to and from that segment.
- Section 404.0** The Executive Director shall inform the WIB Chair in any instance when an appointed Member is absent from three (3) consecutive, regularly scheduled meetings of the Board. The WIB Chair shall then call the absences to the attention of the Member in writing.

Section 404.1 If the Member is absent from the next regularly scheduled meeting, after written notice and/or if the WIB determines that a Member fails to execute his or her responsibility the WIB Chair shall recommend to the Consortium Board removal of that person as a Member of the WIB.

Section 404.2 Members of the WIB shall be appointed by the Consortium Board initially, to staggered terms of one - three years. Any and all WIB appointments will be made at such times, so that to the extent possible, one-third of the appointments expire each year. WIB appointments made after 2010 shall be for three year terms, except appointments for vacancies which shall be for the unexpired term. Any Member may be reappointed by the Consortium Board without limitation. If at the end of any term of office a successor thereto shall not have been appointed by the Consortium, then the Member whose term of office shall have expired shall continue to hold office until his/her successor is appointed. The Executive Director shall notify the Consortium Board at least four (4) months prior to the expiration of any Member's term.

Section 404.3 Each member may designate a representative or alternate to attend meetings in his/her absence if the designation is provided in writing to the Chair and represents the same segment of Board composition as does the Member making the designation. The WIB shall approve all alternates prior to such person having the right to act for the Member.

Section 404.4 A Member who has a conflict of interest in regard to a proposal/contract, transaction or matter shall not participate in any way as a WIB Member, including discussions on the issue. The disclosure of the conflict of interest as well as the decision not to participate must be stated on the record and recorded in the minutes.

Section 404.5 Potential Members shall provide with their nomination credentials a list of all committees, boards, etc., of which they are a Member or represent.

Section 404.6 Members will notify the secretary within 90 days of any changes or new appointments they may receive.

ARTICLE V

OFFICERS

Section 501.0 From among the Members representing the business community, a Chair, First Vice-Chair, and Second Vice-Chair shall be elected at the annual meeting in June.

Section 502.0 In the absence of the Chair, the First Vice-Chair shall preside at meetings and perform such additional duties as are required by the WIB and necessitated by the absence of the Chair. In the event of the absence of both of these officers, the Second Vice-Chair shall serve as the Chair and perform all related duties.

Section 503.0

The Chair, or other officers may represent the WIB at all Consortium Board meetings. The Chair may further be responsible for reporting Consortium Board action to the WIB membership; prepare agenda information for meetings in coordination with the Executive Director; notify Members of regular and specifically called meetings; appoint committees or task groups as required; serve as Chair of the Executive Committee; and serve as Ex-officio Member of all other committees and task groups.

ARTICLE VI

MEETINGS

Section 601.0

Meetings of the Board will be held bi-monthly beginning in February each year with notice of the meeting schedule, time and location posted on the WIB website by the Executive Director, notice sent to local news media, and electronically to WIB Members. Written notice of all meetings must be provided to Members at least three (3) business days in advance. If, in the opinion of the Chair and agreed to by the Executive Committee, there is insufficient business to be conducted or there may not be quorum, the Chair may declare that there shall be no Board meeting. Meetings shall be held on a regularly scheduled basis as determined by the WIB. All meetings held in variance with schedule shall be considered special meetings.

Section 602.0 Special meetings (meetings other than those regularly scheduled) may be called by the Chair or may be called at the request of three (3) members.

Section 603.0 A minimum of 51% of the appointed Members shall constitute a quorum to do business, all the decisions must be made by the majority of those present and voting. The Chair shall determine and declare that a quorum is present prior to conducting business at any meeting. Members or alternates of Members are to be counted in the determination of quorums.

Section 604.0 When a quorum is not present at any meeting, those present may meet for the purpose of considering such matters as are on the agenda. Action taken at a meeting where a quorum is lacking shall not be final or official until it has been ratified by a majority vote of a quorum of the entire Board.

Section 605.0 Meetings of the WIB are open to the public. Individuals may be heard by advance notice to the Chair or at the discretion of the Board, and may submit input for the WIB's information and/or for consideration by the WIB. Requests to address the WIB must be made no later than one day prior to the meeting in order to be placed on the agenda. The Chair may use discretion in waiving advance request.

Section 606.0 Closed meetings may be held consistent with the Virginia Freedom of Information Act.

Section 607.0 The Executive Director, or staff so assigned by the Executive Director, is responsible for recording and preparing minutes of all regular and special meetings. The minutes of all meetings shall be forwarded to the WIB membership. All official WIB records and documents will be maintained by the Executive Director.

ARTICLE VII

VOTING

Section 701.0 Each Member or that Member's designated alternate shall be entitled to one vote.

Section 702.0 No Member shall cast a vote on any matter which would cause that Member to be in violation of the Virginia Conflict of Interests Act. It shall be the responsibility of a Member when a conflict of interest exists to inform the WIB or committee prior to general discussion on the matter at issue and abstain from all discussion and participation. When any Member is excluded from voting as set forth above, the number of Members needed to constitute a quorum shall be reduced by the number of Members excluded from voting.

Section 703.0 Matters brought before the Board shall be resolved by a vote of a simple majority of the Members present, provided a quorum exists. On matters involving funding, and on other matters of import a roll-call vote may be required by the Chair or on motion of any Member.

ARTICLE VIII

COMMITTEES

Section 801.0 The WIB may create standing committees, designate their duties and membership and authorize the WIB Chair to appoint Members.

Section 802.0 There shall be an Executive Committee established from the body of the WIB. The Executive Committee shall consist of seven (7) business Members, three of whom shall be the officers. The remaining seats shall be filled by election from the membership to serve a one-year term, coinciding with the Program Year.

Section 802.1 The Executive Committee shall meet at the call of the Chair. Meeting notice shall be given at least three (3) days in advance unless an emergency situation requires immediate action. Notice shall be posted on the WIB website, e-mail notification sent to the news media and electronic or written notice sent to Committee members with copies to the WIB Members no later than three (3) business days prior to the meeting.

Section 802.2 It shall be the purpose of the Executive Committee to make policy recommendations to the full Board and to assist the WIB officers and appointed staff of the Consortium, in the execution of the policies established by the full Board.

Section 802.3 The Executive Committee shall be empowered to act on behalf of the full Board on business that cannot be held until the next regularly scheduled meeting as determined by the Chair, with the affirmative vote of at least a majority of the Members of the Executive Committee. The full Board shall be informed of the action taken by the Executive Committee within five (5) days from the date of the Executive Committee meeting.

Section 802.4 The Executive Committee shall exercise all other functions bestowed upon it in the Agreement between the WIB and the Consortium Board including hearing grievances.

Section 803.0 The Chair may establish other Ad Hoc Committees or specific task forces as maybe necessary.

Section 804.0 Membership of each standing committee shall not exceed seven (7) Members plus additional Consortium Members as appointed.

Section 805.0 All Committee members, with the exception of the Executive Committee, shall be appointed by the Chair from the membership of the WIB.

Section 805.1 Membership on all Committees, except for the Youth Council, shall be composed of WIB and Consortium members only.

Section 806.0 Committee Chairs are named by the Chair.

Section 807.0 Unless otherwise specified by the Chair, committee appointments will commence annually at the beginning of the Program Year.

Section 808.0 Youth Council

Section 808.1 The Youth Council shall consist of at least thirteen (13) and not to exceed seventeen (17) individuals who are interested in furthering the work skills of youth within the Consortium area. Membership on the Youth Council shall be geographically balanced and consist of members from the following groups and interests: WIB, juvenile services and law enforcement agencies, social services agencies, parents of eligible youth, former and present participants and/or their parents, and others with interests in furthering youth training.

The WIB shall recruit and nominate individuals qualified and willing to serve; the nomination shall be confirmed by the Consortium Board. The terms of office shall be three years staggered.

The responsibilities of the Youth Council shall be:

- a. Actively engaged in the planning and managing the youth funds received under the Act;
- b. Build community awareness and demonstrate leadership in addressing key development, education and employment issues affecting youth;
- c. Facilitate coordination of youth activities in the community;
- d. Influence and leverage other community youth funds and services; and
- e. Address the specific needs of youth in the community.

ARTICLE IX

NON-DISCRIMINATION

Section 901.0

The WIB shall not discriminate against any employee, agent or provider of consulting or contract services, or applicant for employment, agency or consulting or contract services on the basis of race, color, region, sex, national origin, disability, marital, citizenship, or veteran status. It shall be the policy and practice of the WIB to comply fully with federal and state laws, regulations and requirements in respect of non-discrimination, affirmative action, equal employment and civil rights.

ARTICLE X

SEVERABILITY

Section 1001.0 If any of the provisions of these By-Laws shall be found void or unenforceable for whatever reason by any court of law or equity, it is expressly intended that such provision(s) be severable and the remainder of the By-Laws shall remain in full force and effect.

ARTICLE XI

STAFF ASSISTANCE

Section 1101.0 Staff support shall be provided by the Consortium Board. The Consortium Board may assist in the work of the WIB and of the Committees.

Section 1102.0 The Executive Director shall act as Secretary to the WIB and serve as its official Custodian of records; such function may be delegated as needed.

ARTICLE XII

TRAVEL COMPENSATION

Section 1201.0 Members or alternates will be compensated for travel expenses to attend WIB meetings and expenses related, to approved out-of-the area travel as well as overnight travel, when required, as a result of WIB membership or to represent the interest of the WIB based on written policies/guidelines established by the Consortium Board.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

Section 1301.0 The rules contained in the most recent edition of Robert's Rules of Order as may be modified by the WIB for small groups shall govern the WIB in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special resolution the WIB may adopt.

ARTICLE XIV

AMENDMENT OF BY-LAWS

Section 1401.0 These By-laws may be amended at any regular meeting of the WIB by a two-thirds (2/3) vote of the membership present, provided that the amendment has been submitted in writing at the previous regular meeting of the WIB and the proposed changes have been mailed to all Members at least ten (10) in advance.

Section 1402.0 These By-laws and any amendments thereto shall not be in conflict with any applicable State and Federal laws and regulations, the NR/MR Workforce Investment Consortium Agreement and the Joint Agreement between the WIB and Consortium Board.

ARTICLE XV

EFFECTIVE DATE

Section 1501.0 These By-laws and any amendments thereto shall become effective immediately upon adoption by a majority of members and shall remain in continuous effect from that date until otherwise amended.