



**Northwest Piedmont Workforce Development
Board**

2003 (Revised October 2008)

BY-LAWS

AND

CODE OF ETHICS

BY-LAWS

Northwest Piedmont Workforce Development Board

ARTICLE I - NAME

The name of the organization shall be the Northwest Piedmont Workforce Development Board, hereinafter referred to as the "NWPWDB".

ARTICLE II - DESCRIPTION

1. CORE STATEMENT:

To ensure that the local workforce development system is market-driven.

The NWPWDB will carry out its responsibilities in a manner that reflects the following values and principles:

Nurture creativity and regionalism through teamwork. Honor professionalism through:

- Respect for others
- Honesty in our dealings
- Integrity in all we do
- Self-reliance
- Consistency and follow-through
- Education/Life-long learning, never being satisfied
- Quality customer services, focusing both internally and externally
- Accountability in all of our work

2) RESPONSIBILITIES:

The responsibilities of the NWPWDB, as prescribed by law, shall include but are not limited to:

A) Provide policy guidance for, and exercise oversight of activities under the Workforce Investment Act for the Workforce Investment Area in partnership with the units of local government, partner agencies and businesses.

- B) Work to increase the involvement of the business community and local Elected Officials in the Workforce Development System.
 - C) Work to increase private sector employment opportunities for eligible participants.
 - D) Create a system that offers universal access and customer choice for all job-seekers and employers.
 - E) Review plans and make recommendations to the Governor or other state/federal agencies requiring such review.
 - F) Foster cooperation and coordination between the NWPWDB and other groups with similar employment and training goals, particularly the Economic Development Agencies.
 - G) Prepares such reports that may be required.
- 3) GEOGRAPHIC BOUNDARIES:

The areas to be served by the NWPWDB are the Counties of Davie, Forsyth, Rockingham, Stokes, Surry, and Yadkin, which have been designated as a Workforce Investment Area pursuant to the provisions of Section 116 of the Workforce Investment Act (WIA).

ARTICLE III - MEMBERSHIP

- 1) APPOINTMENT PROCESS:
- A) Appointments:

All private sector appointments shall be made by the respective Chief Elected Officials and shall be unanimous endorsements by the respective County/City legislative bodies.
 - B) Size of Membership:

The NWPWDB shall consist of **31** voting members. Private sector members will receive a letter of appointment and a copy of the NWPWDB By-Laws by the respective County.
 - C) Private Sector Membership:

At least a majority of the NWPWDB membership, **16**, shall be representatives of private sector industry and businesses (including small business and women-minority business enterprises) as is

required by Section 117 of the Workforce Investment Act. The number will include at least one representative from each of the six counties.

Private sector members shall be owners, chief executives, or chief operating officers of their private sector businesses or shall have substantial management and policy responsibilities within their respective organizations. All private sector members must reside or have their principal place of business in the Workforce Investment Area.

D) JobLink One-Stop Partners:

The remaining voting members of the NWPWDB, **15**, shall consist of JobLink partners and other representatives as follows:

- Secondary Education
- Two year Education
- Rehabilitation Agency
- Public Employment Agency
- Economic Development Agency
- Social Services
- Work First
- Labor
- Community Based Organization

Nominations for appointments or vacancies for representatives from the non-business sector shall be solicited from a wide range of representatives, partners, and community based organizations. The NWPWDB shall be responsible for soliciting these nominations and forwarding them to the legislative bodies for endorsement.

E) Participation Expectation:

Acceptance of an appointment to membership on the NWPWDB carries with it a commitment to fulfill definite responsibilities. The successful operation of NWPWDB to meet the mandates of the law, the purpose of the Board, and the needs in the region is dependent upon the active participation of each Board member to the fullest extent possible. Unless each Board member is willing and able to participate actively in Board activities, consideration should be given to step aside to allow another appointee to actively fill the position.

F) Committee Members:

To allow for expertise on all standing and ad hoc committees, non-Board members may serve on committees as defined in Section VI.

2) TERM OF OFFICE:

A) Length of Term of Office:

Voting members of the local NWPWDB will serve staggered terms of three and two years as determined by the Consortium Board. All terms of office shall be considered to end on June 30th of each year and terms shall be staggered. Replacement will be determined by the category being filled in order to maintain a balanced representation between the private and public sectors. The nomination, selection, and composition of the local NWPWDB shall at all times conform to the requirements of the Workforce Investment Act and accompanying regulations. Members who desire to be reappointed may be considered for appointment if the Board's Executive Committee provides written endorsement to Consortium Board and if the members meet the qualifications as a member. In this case and with the approval of the County, additional nominations will not be solicited and the member may be reappointed.

B) Attendance:

Each voting member shall be expected to attend the regularly scheduled NWPWDB meetings and the regularly scheduled committee meetings of which s/he is a member. Members are expected to attend 75% of all scheduled committee/Board meetings annually. If after missing more than **2** scheduled Board meetings annually, the NWPWDB Chairperson will send a letter to the respective County/Chief Elected Official (CEO) requesting replacement of the delinquent member.

C) Resignation:

Any member may resign at any time by giving written notice to the Chairperson who will then notify the respective County and the NWPWDB. Members are requested to provide thirty (30) days written notice. In the event that a member does not provide written notice, the Board Chairperson shall provide notice to the member that it is assumed that they have tendered their resignation.

3) VACANCIES:

In the event a member resigns or is removed from the NWPWDB, or ceases to hold a leadership and/or decision making position within the sector s/he represents, a new member shall be appointed by the respective County(s) in the same manner as an original appointment. Wherever possible, vacancies shall be filled within sixty (60) days of the

resignation, expiration of term, removal, or loss of leadership and/or decision making positions in the same manner as original appointments. Persons to fill seats vacated by members whose terms are not expired shall serve until the end of the term to which she/he the departed member was appointed.

4) **COMPENSATION:**

Members shall serve without compensation provided; however, nothing in this section shall prohibit reimbursement to members for reasonable expenses incurred during the course of NWPWDB activities as approved by the NWPWDB and subject to the availability of funds in the NWPWDB budget.

ARTICLE IV - MEETINGS

1) **RULES OF ORDER:**

All proceedings of the NWPWDB and its committees shall be governed by parliamentary procedure using the current edition of Roberts Rules of Order.

2) **MEETING SCHEDULE:**

A) The NWPWDB will meet a minimum of four (4) times during the fiscal year in an established place accessible to the public and at a time and place designated by the Chairperson. The Chairperson may cancel such meetings, if there is no business to be conducted.

B) Special meetings of the NWPWDB may be called at any time by the Chairperson of the NWPWDB or on the written request of no less than 20% of the membership of the NWPWDB at the time the request is made.

C) An annual meeting shall be held each year. At this meeting the NWPWDB shall elect its officers, the NWPWDB Chairperson shall present the Annual Report, and a meeting schedule shall be established for the year.

3) **PUBLIC COMMENT:**

A) Participation in the meeting by any individual, except voting and ex-officio members, shall be at the discretion of the Chairperson. Any member of the public desiring to so participate shall notify the Chairperson before the meeting of the subject s/he wishes to address and shall be limited to a three (3) minute presentation, unless granted leave by the Chairperson to extend it.

- B) Visitors will be allowed to speak at NWPWDB meetings only at a specific time set by the agenda.
 - C) NWPWDB members may ask questions of the visitor after the completion of his or her statement.
 - D) Seating shall be provided for visitors in areas other than at the Board table unless the Chairperson deems otherwise.
- 4) QUORUM:
- A) At all meetings of the NWPWDB, a majority of its membership **(51%)** shall constitute a quorum required to transact business. Business conducted when a quorum is not present shall be conducted as a Committee of the Whole. The quorum must be representative of the Board membership, with at least 51% of the quorum present representing the private sector.
 - B) A summary of any business conducted electronically by Committee must also be forwarded by Committee Chairperson to the NWPWDB Chairperson and appropriate Board staff member.
 - C) For certain items, the Board may vote electronically as long as a majority of the Board members (51% of the members currently on Board) responds to the vote. The Board Chairperson is responsible for deciding if an electronic vote is appropriate depending upon timeliness and the nature of the business being considered. Prior to calling for a vote electronically, there must be a 24-hour comment period to allow members to question any aspect of the proposed motion or to request additional information pertaining to the motion. Records for all business conducted electronically by the Board must be retained by the NWPWDB.

5) NOTICE OF MEETINGS:

Notice of the time, place and purpose of any regular meeting of the NWPWDB shall be served upon each member either personally or by mail or telephone, not less than five (5) working days before such meeting. Notice of special meetings shall be served in the manner described above, no less than three (3) working days before such meeting. Prior meeting notice of three (3) working days may be waived by majority approval of the Executive Committee.

6) CONSENT AGENDA VOTING PROCESS:

The NWPWDB will use a Consent Agenda Voting Process during all Board meetings. This will allow for the Board to work on visioning and planning, while committees do the work of the Board assigned goals. The

Board Agenda format is divided into three sections as follows:

SECTION 1: New Business

Allows for time for new issues or trends to be discussed with possible Board follow-up.

SECTION 2: Old Business

Routine Board business taken care of through consent agenda. Board approves and votes are taken on committee and Executive Committee recommendations. This consent agenda allows the Board to take one up or down vote on all items on the consent agenda.

SECTION 3: Board Education and Development

This section is designed to educate and inform Board members on substantive local workforce issues. Presentations are scheduled and members are notified in advance.

7) **PUBLIC NOTICE OF MEETINGS:**

All meetings of the NWPWDB at which its business will be conducted shall be held at a time and in a place accessible to the public. Public notice shall be given prior to all meetings of the NWPWDB. The official locations for posting of public notices shall be the NWPWDB Office and offices of the Clerks of the respective County legislative bodies.

8) **VOTE:**

- A) Each member of the NWPWDB shall have the unassignable right to vote on matters coming before the NWPWDB at regular and/or specially scheduled meetings. Voting by an alternate/designee proxy is not permitted.
- B) At no time shall a NWPWDB member exercise more than one vote on any matter.
- C) Voting shall be done by a show of hands unless the Chairperson deems that a roll call vote is appropriate. The vote shall be counted and abstentions duly noted.

9) **CONFLICTS OF INTEREST:**

The members shall avoid conflicts of interest by observing the following requirements:

A) Financial Interest:

Pursuant to Section 117 (g) 1, Conflict of Interest, no member of the local Board shall vote on a matter under consideration by the local Board:

- 1) Regard the provision of services by such member (or by an entity that such member represents); or
- 2) That would provide direct financial benefit to such member or the immediate family of such member;
- 3) Also, no member shall engage in any other activity determined by the Governor to constitute a Conflict of Interest as specified in the State Plan.

Also See Code of Ethics

B) Non-Financial Interest:

Employees of non-profit organizations may participate in the process leading to an award of a contract to their organization. Each employee shall disclose his or her status to the NWPWDB and exercise his or her discretion as to participation in discussion and voting regarding matters pertaining to their organization by the NWPWDB. Any question as to a potential conflict of interest shall be decided by a majority vote of the Board.

ARTICLE V - OFFICERS

Officers shall consist of the Chairperson and Vice Chairperson. These officers shall have the following duties:

1) Chairperson:

The Chairperson shall be elected from among the private sector members of the NWPWDB in accordance with Section 117 of the Workforce Investment Act. The Chairperson shall preside at meetings of the NWPWDB and Executive Committee. S/he shall appoint the Chairpersons and members of all committees and be an ex-officio member of all other committees. S/he is the designated spokesperson for the NWPWDB.

2) Vice Chairperson:

In the absence of the Chairperson, or in the event of his/her inability to act, or if that office is temporarily vacant, the Vice Chairperson shall exercise all the powers and perform all the duties of the Chairperson. The Vice Chairperson shall have such additional powers and perform such other duties as may be assigned to him/her from time to time by the Chairperson. The Vice Chairperson must be from the private sector. It is

expected that the private sector Vice Chairperson will succeed the Chairperson.

3) Term of Office:

Each officer shall be elected by the NWPWDB to serve a two (2) year term with no limit to consecutive terms.

ARTICLE VI - COMMITTEES

1) STANDING COMMITTEES:

Standing Committees are established on a permanent basis and will meet regularly in an accessible location at a time and place designated by each Committee Chairperson. Chairpersons of committees, excluding the Executive Committee, may be from the private or public sector. In appointing members to committees, there shall be due regard for proportionate representation from each County's private sector members. These committees shall be known as:

A) Executive Committee:

- 1) Shall consist of the Chairperson, Vice Chairperson, immediate past Chairperson, Youth Council Chair and 3 at large members who must be board members in good standing, one of which may be the public sector.
- 2) Meets on a frequent basis to ensure coordination and continuity of the business of the Board.
- 3) Recommends overall direction in collaboration with Board Committees and individual NWPWDB members and/or committees, identifies major legislative/policy issues and develops NWPWDB positions, and provides program oversight. Establishes Board meeting agenda in concurrence with Committee Chairs.
- 4) Identifies local performance standards with State Department of Commerce and with local service providers.
- 5) Reviews performance standards of providers JobLink Operators to assure compliance.
- 6) Monitors the Customer Satisfaction System and recommends quality improvements to the providers and system partners.

B) Finance and Budget Committee:

The Finance and Budget Committee shall develop the annual budget for the Board, and, insure the development and implementation of an integrated operator/partner budget to finance the JobLink System, and develop submission for Board and JobLink to Local Chief Elected Officials (LCEO) for support and approval; develop strategies to close the gap between funds needed to support Board work and funds available from normal funding streams. The Committee shall be composed of a representative group of the full Board and possess the skills necessary to carry out the functions of the Committee, which are as follows:

- 1) Prepare and recommend the WDB Operating Budget to the full Board;
- 2) Recommend allocation of WIA funds to One-Stop Operators after review of each proposed budget;
- 3) Review all financial reports/documents as needed;
- 4) Establish, enforce, and review all financial policies;
- 5) May request additional information and reports from One-Stop Operators on an as-needed basis;
- 6) Work with the Executive Director to secure additional grants and funds for the Workforce Development System and Board (i.e.:) private donations, fee for service strategies and foundation grants;
- 7) Review federal and local funding streams;
- 8) Innovations to develop new funding streams;
- 9) Staff planning for funding and incremental needs;
- 10) Develop work plans to achieve Board assigned goals and measures;
- 11) Report to the Board periodically on progress of work plans.

D) JobLink One-Stop Operator Consortium Committee:

The JobLink One-Stop Operator Consortium Committee shall consist of the nine [9] member Consortium appointed by the NWPWDB. The purpose of this committee is to oversee the management, development and continuous improvement of the JobLink One-Stop System, ensuring that the policies of the Board relating to the system are implemented. The responsibilities are:

- 1) Act as the One-Stop System's Board of Directors.
- 2) Deliver the agreed upon system measures to the Board.
- 3) Provide for a continuous improvement evaluation and process to ensure Chartering Criteria are and improved upon.

- 4) Oversee the Business Plan elements, Chartering Criteria and Partner MOU elements as agreed to with the Board.
- 5) Hire and manage a site manager for each site.
- 6) Develop a plan to expand partner participation.
- 7) Provide for a sustainable operating budget that includes all partners.

E) Youth Council:

Pursuant to Section 117 (h) (i) of the Workforce Investment Act, the WDB will officially create and appoint Youth Council. This Council shall consist of members as approved by the NWPWDB.

The purpose of the Youth Council is to help plan for a raise visibility of and oversee workforce development youth activities and services for youth ages 14 to 21, and to recommend providers of youth services and activities to be awarded by the Board through a bid process.

The responsibilities of the Youth Council are to:

- 1) Developing the portions of the local Plan relating to eligible youth.
- 2) Create a Strategic Plan with goals that align with the Board's goals.
- 3) Develop and implement in-school and out-of-school youth programs.
- 4) Develop a Request for Proposal (RFP) process to choose and recommend service providers for youth services. The RFP process should align Youth Council goals with outcomes requested of potential providers.
- 5) Link youth programs and the One-Stop Career Centers.
- 6) Coordinate youth strategies of the Youth Council and education entities for youth.
- 7) Develop work plans to achieve Board assigned goals and measures.
- 8) Report to the Board periodically on progress of work plans.

F) AD HOC Committees:

The purposes of Ad Hoc committees are to form committees around specific issue driven goals and measures. The committees are to be formed only when needed to accomplish specific work. The committee disbands when the work is completed.

The responsibilities of Ad Hoc committees are to:

- 1) Develop work plans to achieve Board assigned goals and measures.
- 2) Report to the Board periodically on progress of the work plans.

ARTICLE VII – INDEMNIFICATION

The Counties of Davie, Forsyth, Rockingham, Stokes, Surry, and Yadkin accept responsibility for the indemnification of the NWPWDB membership.

ARTICLE VIII – FIREWALL

Pursuant to Section 117 (f) (2) and (3), it is understood that the local Board can only operate the One-Stop Center or provide these services with the agreement of the Chief Elected Official(s) and the Governor. In addition, the Board is prohibited from providing direct training services unless a waiver is submitted to, and approved by the Governor. In all cases, it must be documented that there are an insufficient number of providers in the local Area.

ARTICLE IX - MODIFICATION AND AMENDMENTS

Modification/amendments of these By-Laws shall be by two-thirds (2/3) vote of the entire membership of the NWP WDB. Any Board member at any Board meeting may propose an amendment to the By-Laws. Said amendment shall be provided to the members at least ten (10) days prior to the next meeting.

ARTICLE X – CODE OF ETHICS

For the NWPWDB, the Code of Ethics is part of the By-Laws, and is included as Attachment A.

ARTICLE XI - DISTRIBUTION

A copy of the most recently adopted By-Laws and amendments thereto shall be distributed to all members of the NWPWDB, within one month after their adoption. New NWPWDB members shall receive these By-Laws within one week of their appointment.

ATTACHMENT A

CODE OF ETHICS

Section 1. Pursuant to the provisions of General Municipal Law, the Workforce Investment Act (WIA) and policies established by the State, the Northwest Workforce Development Board (NWPWDB) recognizes that there are rules of ethical conduct for members, which must be observed if public confidence is to be maintained in bodies responsible for public funds. It is the purpose of this resolution to establish the rules of ethical conduct for the members of the NWPWDB and these rules shall serve as a guide for official conduct of the members of the Board. The rules of ethical conduct of this resolution as adopted, shall not conflict with, but shall be in addition to, Article Eighteen of the General Municipal Law or any other general or special law related to ethical conduct and interest in contracts for municipal officers and employees.

Section 2. "Definition"

(a) "Member" means a member of the NWPWDB, whether paid or unpaid.

(b) "Interest" means a pecuniary or material benefit accruing to a member unless the context otherwise requires.

Section 3. "Standards of Conduct". Every member of the NWPWDB shall be subject to and abide by the following standards of conduct:

(a) "Gifts". Members shall not directly or indirectly, solicit any gift; or accept or receive any gift having a value of twenty-five dollars (\$25.00) or more, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence the member in the performance of the members' official duties, or was intended as a reward for any official action on the member's part.

(b) "Confidential Information". A member shall not disclose confidential information required by him in the course of his official duties as a member to use such information to further his personal/business interest that the member represents.

(c) "Representation before any agency for a contingent fee". A member shall not receive, or enter into any agreement, expressed or implied for compensation for services to be rendered in relation to any matter before the NWPWDB

whereby the member's compensation is to be dependent or contingent upon any action by the NWPWDB with respect to such matter.

- (d) "Disclosure of interest". To the extent that the member knows thereof, a member who participates in the discussion or gives official opinion to the NWPWDB on any matter before the Workforce Investment Board shall publicly disclose on the official record the nature and extent of any direct or indirect financial or other private interest that the member has in such matter. No member shall cast a vote on the provisions of services by that member or any organization, which that member represents, or vote on any matter, which would provide direct benefits, financial or otherwise, to that member or that organization.

Members who are an officer, stockholder or employee of any business, firm, corporation or association in which a member holds an interest, must fully disclose his private interest in any contract authorized by the NWPWDB prior to the vote. Members must in addition disclose their financial interest in NWPWDB grants and contracts, in writing, to the governing body of the municipality of which they are an officer or employee.

Section 4. "Distribution of Code of Ethics". The Code of Ethics shall be incorporated into the NWPWDB's By-Laws.

Section 5. "Penalties". In addition to any penalty contained in any other provision of law, any person who shall knowingly and intentionally violate any of the provisions of this code may be removed from office in the manner provided by law.