

**By-Laws
of the
West Central
Workforce Development Board (WDB)**

Section A: Establishment

The Local Workforce Development Board (LWDB) has been established and certified by the Governor of the Commonwealth of Pennsylvania, in accordance with the Workforce Innovation and Opportunity Act (WIOA) Section 107.

Section B: Name

The name of the Organization shall be the West Central Workforce Development Board. The jurisdiction of the West Central WDB shall be Lawrence and Mercer Counties in the Commonwealth of Pennsylvania. These By-Laws are promulgated to serve as the operational guidelines pursuant to the West Central Workforce Development Area (WDA), Local Elected Officials (LEO) – WDB Agreement and the applicable state and federal laws and regulations.

Section C: Purpose

This unincorporated Association shall provide strategic planning, fiscal oversight, contracting, chartering, and monitoring of all Workforce Innovation and Opportunity Act (WIOA) and Pennsylvania Department of Human Services (DHS) funded programs and services provided primarily at, but not limited to, the Pennsylvania CareerLink® centers of Lawrence and Mercer Counties.

The purpose of the Local WDB (as stated in 20 CFR §679.300(b)) is to:

- i. Provide strategic and operational oversight in collaboration with the required and additional partners and workforce stakeholders to help develop a comprehensive and high-quality workforce development system in the local area and larger planning region;
- ii. Assist in the achievement of the State’s strategic and operational vision and goals as outlined in the Combined State Plan; and
- iii. Maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided.

Section D: Duties and Responsibilities

The functions of the local board shall include the following (found at 20 CFR §679.370):

- i. Develop and submit a 4-year local plan for the local area consistent with WIOA Sec. 108;
- ii. Develop and submit a regional plan in collaboration with other local areas;
- iii. Conduct workforce research and regional labor market analysis;
- iv. Convene local workforce development system stakeholder to assist in the development of the local plan under 20 CFR §679.550 and in identifying non-Federal expertise and resources to leverage support for workforce development activities.
- v. Lead efforts to engage with a diverse range of employers and other entities in the region;
- vi. Lead efforts to develop and implement career pathways within the local area;
- vii. Lead efforts to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and job seekers, and disseminate information on proven and promising practices to other local areas

- viii. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers, and job seekers;
- ix. Conduct oversight of youth, adult and dislocated worker activities authorized under WIOA as well as the entire local one-stop delivery system for programmatic and fiscal management;
- x. Negotiate local performance accountability measures with Chief Elected Official and the Governor;
- xi. Negotiate methods for funding the infrastructure costs of one-stop centers in accordance with 20 CFR §678.715;
- xii. Select providers for youth workforce activities, providers of training services, providers of career services, and one-stop operators;
- xiii. Ensure there are sufficient numbers and types of providers of career and training services serving the local area;
- xiv. Coordinate with educational providers to:
 - a. review applications to provide adult education and literacy activities under WIOA Title II to determine if such applications are consistent with the local plan;
 - b. Make recommendations to eligible agencies to promote alignment with such plan; and
 - c. Replicate and implement cooperative agreements to enhance the provision of services to individuals with disabilities and other individuals;
- xv. Develop a budget for the activities of the local WDB;
- xvi. Assess the physical and programmatic accessibility of all one-stop centers within the local area on an annual basis to ensure accordance with WIOA Sec. 188 and the Americans with Disabilities Act of 1990;
- xvii. Certify one-stop centers in accordance with 20 CFR §678.800.

Section E: Membership

The members of the West Central Workforce Development Board (WDB) shall consist of up to 29 individuals, subject to change by the Local Elected Officials, (County Commissioners), half appointed by the Local Elected Officials of Lawrence County and half appointed by the Local Elected Officials of Mercer County in accordance with the Section 107 of WIOA.

Terminations - The Local Elected Officials are the only individuals authorized to remove a member from the WDB. The Local Elected Officials may consider attendance, violation of the conflict of interest policy or for just cause in deciding to remove a member. WDB members who have been appointed to a seat as a required One Stop partner may also be removed by the Local Elected Officials if the partner refuses to execute a Memorandum of Understanding (MOU) with the WDB or subsequently fails to comply materially with provisions agreed upon therein.

Section F: Terms and Term Limitations

WDB Members will have three (3) year, staggered term appointments. Approximately one-third of the Board will be eligible for re-appointment each year. Terms will be staggered and run from July 1st through June 30th for a two, three or four year period, initially. After a Member's first

term, they will be re-appointed for a three year term. In addition, Members who separate from the Board before their term is complete will be replaced by the appropriate County Board of Commissioners. Replacement WDB members will only complete the unexpired term of the separated member and will have to be re-appointed at the conclusion of the term.

Section G: Local Workforce Development Board Chair Election

The Chairperson of the WDB shall be elected by the members at the annual organizational meeting in May. In the event of a vacancy in the office of Chairperson due to death, resignation, ineligibility, or any other reason, the Vice-Chairperson shall automatically be moved into the position of Chairperson and the position of Vice Chairperson shall be filled for the balance of the term by vote of the members at the next meeting or as soon thereafter as is practicable.

Section H: Election of Officers

The officers of the WDB shall be elected by the members at the annual organizational meeting in May. The regular term of office shall commence July 1st and expire on June 30th of the following year. All officers must be a member of the WDB during the period in which the office is held and meet such other qualifications in accordance with the Act. Whenever a vacancy shall occur in any office (except the Chairperson) due to death, resignation, ineligibility, or any other reason, the position shall be filled for the balance of the term by a vote of the members at the next meeting or as soon thereafter as is practicable.

Chairperson - The Chairperson shall be the principal executive officer of the WDB and shall in general supervise and control all the business and affairs of the WDB. The Chairperson shall **be a member of the Private Sector and** shall preside at all meetings. The Chairperson may sign, with the Secretary, or any other appropriate officers, members, or agents any contracts, or other instruments which the members have authorized to be executed, except where the members have expressly delegated the execution of such instruments to another. In general, the Chairperson shall perform all duties allotted to the office and such other duties as may be prescribed by the WDB.

Vice Chairperson - In the absence of the Chairperson, or in the event of his (her) inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have the authority and power of and be subject to all other restrictions upon the office. The Vice Chairperson shall perform such other duties as may be assigned by the Chairperson or the members **and shall also be a member of the Private Sector.**

Secretary - The Secretary shall keep or cause to be kept the minutes of such meetings of the Executive Committee and WDB, and such other records and reports as directed by the members, in books provided for that purpose; give all notices required by the Act, these By-Laws, or

statutes; be custodian of all corporate records and seal, and in general shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chairperson or the Directors. In addition, the Secretary shall notify the Local Elected Officials of the appropriate County on or before March 31st each year of the expiration of term of members, occurring June 30th next, or members by name and category of eligibility. On or before the same date, the Secretary shall prepare, or cause to be prepared, a report of attendance of the members at all duly called meetings of the preceding year. In the absence of the Treasurer, or in the event of his (her) inability or refusal to act, The Secretary shall perform the duties of the Treasurer, and when so acting, shall have the authority and power of and be subject to all other restrictions upon the office.

Treasurer - When necessary, the Treasurer shall act as liaison with the Fiscal Agent for oversight of budgetary and audit issues. The Treasurer shall also perform the duties of the Secretary, and when so acting, shall have the authority and power of and be subject to all other restrictions upon the office.

Removal - Any officer so elected may be removed by a two-thirds (2/3) vote of the **present** members whenever in its judgment the best interests of the Workforce Development Board would be served.

Other Officers - To facilitate and expedite the order processing of paperwork, the WDB may appoint other officers such as Assistant Secretary, Assistant Treasurer or Assistant Secretary-Treasurer. The appointees need not be members of the WDB, shall enjoy no benefits or rights of members if they are not, but shall assume all responsibilities inherent in the position or determined by the WDB.

Section I: Meetings

The West Central WDB will meet at a minimum four times per year at the discretion of the Board Chair. Committee meetings will be held as necessary throughout the year.

All meetings shall be open to the public to the extent required by the Sunshine Act.

All meetings shall be duly advertised in accordance with the applicable state laws. Written notice of all meetings, when practical, shall be served on the members.

A quorum for the purpose of any meeting shall consist of at least a simple majority of the currently appointed membership. A quorum for any meeting may be established by the use of a telephone conference call or similar equipment to put a non-physically present member in contact with the others so present at the meeting site, and said member of members so contacted shall, after the meeting is called to order with an appropriate quorum, have all of the rights and privileges that would inure to a member who is otherwise physically present at the meeting.

Additional WDB meetings shall be held at the call of the Chairperson, three (3) of the members of the Executive Committee, the consent of more than 25 percent of the members, or on a regular bases determined by the WDB.

Section J: Delegation of Local Workforce Development Board Duties

Each member shall be entitled to one (1) vote on any matter submitted to a vote of the members. There shall be no delegations of authority to have anyone act in the place and stead of the members. Proxy votes shall not be permitted.

Section K: Committees

The Chairperson shall establish committees as he (she), or the members, shall determine necessary to the orderly conduct of business of the WDB. The Chairperson shall appoint all members of such committees and designate one to be the Chairperson of the same. The WDB shall have the following Committees:

Executive Committee - comprising of the four officers, the past Chair and up to four additional WDB members selected by the WDB chair. The Executive Committee will act as the liaison to the Local Elected Officials (Governing Board), are empowered to act on time-sensitive issues between WDB meetings, and its members usually chair various WDB subcommittees. The Executive Committee will also oversee the Community Outreach strategies for the WDB and PA CareerLink® centers.

Fiscal Standing Committee – will ensure WIOA’s fiscal aspirations are implemented and maintained on a local level. The Fiscal standing committee represents a mechanism for local boards to increase the level of local coordination and responsible use of the multiple grants associated with WIOA’s required programs, develop local board budgets, and identify resources to leverage support for workforce development activities.

Youth Standing Committee - will make recommendations to the Board concerning youth activities including in-school youth programs, out-of-school youth programs, and special youth projects like the TANF Youth Grant. The Youth Committee will review youth RFPs and identify programs and providers of youth services. The Youth Committee will explore innovative strategies to communicate and coordinate the WIOA/TANF youth programs with the other programs currently in existence within the local two county area.

One-Stop Operations Standing Committee - will review the overall operations and effectiveness of the One-Stop Centers, become the point of contact with the One Stop Operators, in addition to chartering and re-chartering the PA CareerLink® centers and analyze the performance indicators of all the participating partners. The Operations Committee will make recommendations on how Career Services and Training Services are delivered through each PA

CareerLink®, for adults, dislocated workers and older youth. This committee will make recommendations on how to allocate program funds between Individual Training Accounts (ITAs), On-the-Job Training (OJTs), Employer Based Customized Training and Supportive Services. The committee will be responsible for updates to the occupational demand list, review the list of eligible training providers, set criteria, review and make recommendations on various Request For Proposals (RFPs).

Section L: Conflict of Interest

Members shall not discuss at any Workforce Development Board meeting or committee meeting thereof, any matter, vote on any motion or take any action whatsoever that constitutes a conflict of interest under any law, rule or regulation applicable directly or indirectly to the WIOA program. When there is any doubt as to whether a member's action is or may be construed to be a conflict of interest the member shall abstain from acting on that issue or matter. Members shall avoid any actual conflict of interest in the performance of their duties and additionally members shall avoid any action which promotes the appearance of impropriety as it relates to conflict of interest.

The WDB members shall familiarize themselves with applicable law, rules, procedures and regulations designed to prevent and/or avoid conflict of interest situations. The policy of this WDB is to prohibit the commission of any action which is or may be construed to create or contribute to a conflict of interest. If a member votes on an issue that is determined (either immediately or at a later date) to be a conflict of interest, he or she may be removed from the WDB by the respective County Board of Commissioners.

Prior to discussion, vote, or decision on any matter before a local board if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, or organization, or property that would be affected by any official local board action, the member must disclose the nature and extent of the interest or relationship and must abstain from discussion and voting on or in any other way participating in the decision on the matter. All abstentions must be recorded in the minutes of the local WDB meeting and be maintained as part of the official record.

It is the responsibility of the local board members to monitor potential conflicts of interest and bring it to the local board's attention in the event a member does not make a self-declaration. Signed Conflict of Interest Code Forms must be maintained by the local board and be available for review.

Members appointed to the West Central WDB meet the definition of public official as outlined in Commonwealth of Pennsylvania Management Directive 205.10 Amended and Financial Disclosures required by the Public Official and Employee Ethics Act. Public officials are

required to complete and file statement of financial interest forms each year the position is held and the year following end of service.

A local board must ensure that the local board and its staff, the fiscal agent, and fiscal agent staff do not direct, and are not involved in, the daily activities of its PA CareerLink® Operator, workforce service providers, workforce system partners or contractors.

Local board members or their organizations may receive services as a customer of a local workforce service provider or workforce system partner.

Section M: Compensation and Reimbursement of Expenses

Members, as such, shall not receive compensation for their services, but this shall not be construed to preclude any member from serving the WDB in any other capacity and receiving compensation thereof, directly or indirectly, so long as the purpose and relationship is fully disclosed to the WDB in a timely fashion and is in accordance with the Act and applicable provisions of state laws governing agencies of this nature. Members may receive appropriate reimbursement of expenditures in accordance with a policy adopted by the WDB, the ACT and applicable federal and state laws governing agencies of this nature.

Section N: Amendment

These By-Laws may be amended by a vote of the majority of the members present at any annual, regular, or special meeting if at least five (5) days written notice is given of the intention to amend the By-Laws at such meeting. The actual text of the proposed Amendment shall be set forth in its entirety in the written notice of intent to amend.

Section O: Compliance with Law

All meetings shall be governed by these By-Laws, Pennsylvania Law, and Roberts Rules of Order.

* * * * *

CERTIFICATE OF ADOPTION

I hereby certify that these By-Laws were adopted at duly advertised and called meeting of this organization and amended at the New Englander Banquet Center, New Castle, PA 16101 on February 21, 2019.

Bruce Denniston, CHAIRPERSON

ATTEST:

Harry Grafton, TREASURER