

**West Piedmont
Workforce Investment Board**

BYLAWS

FOR

Local Workforce Investment Area #17

WHEREAS, under the provisions of Section 107 (a) of the Workforce Innovation and Opportunity Act of , P.L. 113-128(the “Workforce Innovation and Opportunity Act”), the County Supervisors of Pittsylvania, Henry and Patrick counties and the City Councils of the Cities of Martinsville and Danville, acting on their authority as the Chief Local Elected Officials for their respective political jurisdictions and as the areas Local Elected Officials (the “LEO’s”) as described in the Workforce Innovation and Opportunity Act, have entered into an agreement to organize and implement activities pursuant to the Workforce Innovation and Opportunity Act as proposed by the Governor of the Commonwealth of Virginia for purposes of administering the Workforce Innovation and Opportunity Act in the aforementioned counties;

WHEREAS, the West Piedmont Workforce Investment Consortium, encompassing Pittsylvania, Henry and Patrick counties and the cities of Martinsville, and Danville, has been certified by the Governor of the Commonwealth of Virginia as a Workforce Investment Area under the Workforce Innovation and Opportunity Act; and

WHEREAS, the Workforce Innovation and Opportunity Act requires the establishment of a Workforce Investment Board, in each Workforce Investment Area which shall have the responsibility to provide policy guidance oversight to activities as delineated in the aforementioned units of local government within the Workforce Investment Area.

NOW, THEREFORE, we present this document in order to delineate the responsibilities of the Workforce Investment Board as it relates to the legislation in conjunction with the local elected officials of the abovementioned political jurisdictions.

**ARTICLE I
NAME**

The name of this organization shall be:

West Piedmont Workforce Investment Board.

**ARTICLE II
PURPOSE**

The purposes of the West Piedmont Workforce Investment Board (“WORKFORCE INVESTMENT BOARD”) are:

1. To assure the constructive use of any federal, state, local government or private funds received by the WORKFORCE INVESTMENT BOARD and/or its designated entity in connection with the purpose of operating education, employment, and training programs throughout the West Piedmont of the Commonwealth of Virginia.
2. To propose, develop, and administer said programs under the Workforce Innovation and Opportunity Act, in cooperation with West Piedmont business, industry and government.
3. To afford job training to eligible individuals and other individuals facing serious barriers to employment and to incumbent workers for the purposes of gaining skills required for self sufficiency in Pittsylvania, Henry and Patrick Counties and Martinsville and Danville Cities.
4. To authorize the disbursement of funds made available under the Workforce Innovation and Opportunity Act, other appropriate federal, state, local governments and/or private sources and to inspect and supervise the application of such funds, as well as monitor such programs and/projects.
5. To carry out the specific responsibilities listed below:
 - (a) Preparation of the Four (4) Year Plan - The WORKFORCE INVESTMENT BOARD shall be responsible for the preparation of a Four (4) Year Plan which shall be submitted to the Governor. The number of years may vary contingent upon state requirements. In addition, the WORKFORCE INVESTMENT BOARD shall ensure that this plan meets the requirements of the Workforce Innovation and Opportunity Act.
 - (b) Program Oversight - The WORKFORCE INVESTMENT BOARD is authorized to provide oversight of the programs established by the Workforce Innovation and Opportunity Act in accordance with federal monitoring procedures and the legislation. In order to accomplish this task, the WORKFORCE INVESTMENT BOARD shall have access to all information which it deems necessary.
 - (c) Structure of Program Review -The WORKFORCE INVESTMENT BOARD is charged with providing a structure and format for the review of service plans and/or proposals for all potential service providers within the Workforce Investment Area, including the establishment of guidelines for the approval or disapproval of said proposal based upon designated goals and objectives of the Workforce Investment Area.

- (d) Allocation of Funds - The WORKFORCE INVESTMENT BOARD shall be responsible for the allocation of all Workforce Innovation and Opportunity Act funds received by the Workforce Investment Area, among the three counties and two cities, according to an established formula as agreed to by both the WORKFORCE INVESTMENT BOARD and the LEO's.

In granting allocation, as well as approving programs, in accordance with paragraph 3 of this Article II, the WORKFORCE INVESTMENT BOARD shall be guided by the following:

- (1) approximately 33% of funds available to be allocated to Pittsylvania County.
- (2) approximately 28% of funds available to be allocated to Henry County.
- (3) approximately 10% of funds available to be allocated to Patrick County.
- (4) approximately 7% of funds available to be allocated to Martinsville City.
- (5) approximately 22% of funds available to be allocated to Danville City.

The foregoing percentages are based on 2010 census figures and may be modified by the Workforce Investment Board as necessary to follow current census information. It is understood that these allocations will serve merely as a preliminary guideline for the targeting of funds for a specific political jurisdiction within the Workforce Investment Area. Actual distribution of these funds may vary from population figures considering the actual need of an area as may be reflected by the rate of unemployment, over-lapping funds and services and similar factors. The receipt of these funds will be based upon the approval of a proposal which shall be acceptable to the WORKFORCE INVESTMENT BOARD.

The Administrative Entity/Staff will utilize the funds as necessary for operation of the program. Funds will come from administrative or program accounts.

- (e) Additional Responsibilities - The WORKFORCE INVESTMENT BOARD, within the limitations of the Workforce Innovation and Opportunity Act, shall have these additional purposes, powers, duties and responsibilities:
- (1) to maintain the WORKFORCE INVESTMENT BOARD of the West Piedmont Local Workforce Investment Area;
 - (2) to require its staff to report to its Board of Directors and Executive Committee on a periodic basis regarding progress in achieving planned goals and objectives of the program;

- (3) to hire a Chief Paid Executive who shall be authorized, on behalf of the WORKFORCE INVESTMENT BOARD, to provide general supervision and control of the board's business affairs and property and to sign certificates, notices, endorsements, contracts, obligations and other instruments;
- (4) to assure that the allocation of program resources reflects the objectives and strategies of the WORKFORCE INVESTMENT BOARD;
- (5) to assure that projects and programs are reviewed periodically utilizing established evaluation criteria, and to assure that they are in agreement with the objectives of the WORKFORCE INVESTMENT BOARD;
- (6) to review and recommend actions regarding program budgets, work plans, and the Local Area Plan;
- (7) to assure that procedures exist for presenting to the LEO's possible purposes, objectives, projects and strategies for the operations of the WORKFORCE INVESTMENT BOARD;
- (8) to develop major program strategies and philosophies to meet specific needs;
- (9) to conceive, develop and review new programs;
- (10) to develop reporting standards for each program; and
- (11) to do all such lawful acts and things as are now by law, or by these Bylaws and policies, directed or required to be done.

ARTICLE III
BOARD OF DIRECTORS

1. Membership. The WORKFORCE INVESTMENT BOARD shall be governed by a Board of Directors whose membership shall be comprised of between twenty-five (25) and thirty-five (35) representatives.
 - (a) Representatives - Private Sector.
 - (1) Number of Members. At Least 51 percent of the membership of the Board of Directors shall be appointed from the private sector and shall be owners of business concerns, chief executives or chief operating officials of non-governmental employers, or other

private sector executives who have substantial management or policy responsibility.

- (2) Selection of Members. Private sector representatives of the Board of Directors shall be selected from among individuals nominated by general purpose business organizations. Nominations shall be forwarded to each of the LEO's who shall appoint, in writing, members of the Board of Directors to represent their respective jurisdiction.

(b) Representatives - Public Entities.

- (1) Number of Members. At least 49 percent of the representatives from public entities will be appointed on a regional basis to serve as members of the Board of Directors as mandated in the Workforce Innovation and Opportunity Act, the Strategic Plan, and pursuant to federal regulations.

Selection - Public Entities. Public sector representatives of the Board of Directors, shall be selected from individuals nominated by their organizations, who administer mandated programs of the Workforce Innovation and Opportunity Act. Nominations shall be forwarded to each of the CLEO's who shall appoint, in writing, members of the Board of Directors to represent their respective jurisdiction.

Mandated representatives are:

- A representative from the Virginia Employment Commission;
- A representative from Adult Education and Literacy;
- A representative from a local community college;
- A representative from a local economic development and community development entity;
- A representative from the Dept. for Aging and Rehabilitative Services
- At least 20% of representative from labor unions. Community based organizations that have experience in addressing the employment needs of individuals with barriers to employment, including veterans, persons with disabilities, and "Out of school" youth can be included in this mix

(c) Representatives – Local Elected Officials

Pursuant to the Workforce Innovation and Opportunity Act, when a workforce investment area is represented by more than one chief local elected official, said

officials will form a consortia and appoint or elect from among them one local elected official (LEO) to serve as the workforce area's Chief Local Elected Official (CLEO) for the purposes of the Workforce Innovation and Opportunity Act only. This CLEO will serve on the Workforce Investment Board and the Executive Committee of the WORKFORCE INVESTMENT BOARD.

- (d) Term of Office. Initially, members shall be appointed for three staggered terms and may serve until their successors are appointed or the member is reappointed. Thereafter, appointments and reappointments shall be made for three-year terms. Appointments and reappointments shall be made by each of the LEO's effective July 1, and shall make the appointments within thirty (30) days prior to the effective date of the term.
2. Qualifications. Each member of the Board of Directors shall be legally permitted to work in the United States of America, eighteen (18) years of age or over.
3. Power, Duties and Responsibilities of Members. It shall be the responsibility of the members of the Board of Directors to provide guidance for, and exercise oversight with respect to, activities under the Workforce Innovation and Opportunity Act for the West Piedmont Workforce Investment Consortium in partnership with the units of local government within the Workforce Investment Area. Members shall serve without salary.

It is the responsibility of the members of the Board of Directors to attend and to represent their counties, cities and/or organizations at all meetings of the Board of Directors and of its committees of which they are a member.

4. Attendance. Each Member shall notify the Executive Director in the event he or she must be absent from a meeting. Three (3) consecutive absences of any member from a meeting of the Board of Directors without a valid reason shall be deemed a resignation. The member shall be sent a reminder by the Executive Director when he or she has missed two consecutive meetings of the Board of Directors.
5. Vacancies. In the event of a vacancy caused by death, resignation or otherwise, such vacancy shall be filled for the remainder of the unexpired term by appointment by the LEO in which jurisdiction the vacancy exists. Said appointment shall be made within ninety (90) days from the date of the vacancy.
6. Meetings.
 - (a) Regular meetings of the Board of Directors shall be held at least quarterly. An annual meeting for the purpose of conducting election of officers and reviewing WORKFORCE INVESTMENT BOARD activities shall be held in June. Meetings may be rotated among the localities. Notice of

regular and annual meetings shall be sent at least seven (7) days prior to the date of each meeting.

- (b) Special meetings of the Board of Directors may be called by the President or Vice-President when in his or her judgment such meetings are necessary. Members of the Board of Directors will be notified no less than three (3) days in advance of special meetings.

7. Voting. Each member of the Board of Directors shall have one vote. No member of the Board of Directors may appoint another person or member to vote or serve in his or her place. A majority of the members present shall be required to pass any motion or resolution at any meeting of the Board of Directors.

Directors must neither cast a vote on, nor participate in, any decision-making capacity on any matters which would provide direct financial benefit to that member of the Board of Directors, the member's family, or the member's place of business or which may appear to provide direct financial benefit to any of the same.

8. Quorum. A quorum shall consist of at least a simple majority of the members of the Board of Directors.
9. Compensation of Members. Members shall serve without compensation except for reimbursement for specific expenses.

Members may receive compensation for mileage as described below:

- (a) Mileage reimbursement shall be consistent with the Fiscal Agent.
- (b) Mileage reimbursement shall be authorized only if the member of the Board of Directors does not receive reimbursement through his or her current organization or position.
- (c) Mileage reimbursement requests must be submitted within thirty (30) days following a meeting on forms provided by the Administrative Entity/Staff.
- (d) Reimbursement will be charged against the Fiscal Agents/Staff to the Board's cost account.

Members may be reimbursed for other out-of-pocket expenses such as: phone calls, postage, subsistence, or other similar expenses, providing such expenses are incurred while conducting, or are directly related to WORKFORCE INVESTMENT BOARD business. All requests for reimbursement must be approved by the Executive Director.

10. Prohibitions. If any member of the Board of Directors engages in any activities including participation in the selection, award, or admission of sub-grant or contracts supported by Workforce Innovation and Opportunity Act funds in which the individual or any member of the individual's family, partner or organization which employs any of the foregoing has a financial interest or any other interest as selected

in the firm, they shall be subject to the following sanction as deemed appropriate by the Board of Directors including but not limited to:

- (a) removal from the Board of Directors and/or,
- (b) debarment and/or suspension from entering into contracts with the WORKFORCE INVESTMENT BOARD.

11. Gifts. The officers, employees, or agents of the agency making the award will neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, potential contractors, or parties to sub-agreements.

12. Conflict of Interests

Contractor. No grantee, contractor, sub-grantee, or subcontractor shall engage in any conflict of interest, actual or apparent, in the selection, award or administration of a contract or grant under the Workforce Innovation and Opportunity Act.

Board of Directors.

A. All members of the Board are subject to the provisions of the State and Local Government Conflict of Interest Act.

B. A member of the Board must neither cast a vote on, nor participate in, any decision making capacity on the provision of services by such member (or by an organization that such member directly represents); nor on any matter that would provide any direct benefit to such member or the immediate family of such member. Immediate family means (1) a spouse and (2) any other person residing in the same household as the member, who is a dependent of the member or of whom the member is a dependent. Dependent means any person, whether or not related by blood or marriage, which receives from the member, or provides to the member, more than one half of his or her financial support.

C. Any Board member (or specific entity represented by that member) who participates in the development of contract specifications or standards is prohibited from receiving any direct financial benefit from any resulting contract.

D. Any Board member who participates in a Board decision relating to specific terms of a contract, the determination of specific standards for performance of a contract, the development of Invitations for Bid or Requests for Proposals or other such bid processes leading to a contract, or any similar decisions is prohibited from receiving any direct financial benefit from any resulting contract. In addition, no corporation, partnership, sole proprietorship, firm, enterprise, franchise, association, trust, foundation or other entity shall receive the contract if it would create a conflict of interest for the Board member who participated in this manner.

Employee. If in the event an employee or officer of the WORKFORCE INVESTMENT BOARD or a member of the Board of Directors has a conflict of interest, he or she shall be removed from participation in the selection, awarding or administration of a sub-grantor contract supported by Workforce Innovation and Opportunity Act funds.

Such a conflict would arise when:

- (a) The individual
- (b) Any member of the individual's immediate family
- (c) The individual's partner, or
- (d) A member of an organization which employs, or is about to employ any of the above, has a financial or other Interest in the firm or organization selected for award.

ARTICLE IV OFFICERS

1. Officers. The Officers of the WORKFORCE INVESTMENT BOARD shall consist of a President, Vice-President, Secretary and Treasurer. The President and Vice President shall be elected from the Private Sector members of the Board of Directors by the WORKFORCE INVESTMENT BOARD membership. The Private Sector designation shall not apply to Secretary and Treasurer. These officers will perform the duties prescribed by these Bylaws.
2. Duties of the President.
 - (a) To preside at regular and special meetings of the Board of Directors.
 - (b) To establish special committees of the Board of Directors as necessary, and to appoint members, as approved by the Board of Directors.
 - (c) To perform the duties and to discharge the responsibilities as specified in ARTICLE II of these Bylaws.
3. Duties of the Vice-President.
 - (a) In the absence of the President, to preside at regular and special meetings of the Board of Directors, and to discharge the duties of President.
 - (b) President Elect.
 - (c) In accordance with the Whistleblower Policy, to preside over disclosures when a WORKFORCE INVESTMENT BOARD employee believes that any part of the WORKFORCE INVESTMENT BOARD has engaged in inappropriate practices.
4. Term. The term of each office shall be for two years, beginning July 1. All officers may be re-elected to serve subsequent terms not to exceed two consecutive terms (or four (4) years). Members may have the opportunity to serve in another capacity. It should be noted the terms of officers are different from other members of the Executive Committee and WORKFORCE INVESTMENT BOARD as specified in Article V, 2(c) and Article 3, 1(d).

ARTICLE V
COMMITTEES

1. General.

- (a) **Standing Committees.** The Board of Directors shall have an Executive Committee as a permanent standing committee and such other permanent standing committees, as deemed necessary by the President and approved by the Board of Directors, may be established from time to time.
- (b) The Board of Directors shall have a Youth Council, pursuant to the Workforce Innovation and Opportunity Act. Pursuant to the Act, the members of the Youth Council shall be appointed by the President of the Workforce Investment Board. The Youth Council shall be appointed in compliance with the Act. Members of the Youth Council not appointed by the LEOs to the WORKFORCE INVESTMENT BOARD will serve as non-voting members of the WORKFORCE INVESTMENT BOARD, pursuant to the Act.
- (c) **Special Committees.** Special committees of the Board of Directors, as deemed necessary by the President and approved by the Board of Directors, may be established from time to time. The membership on these committees will be determined by the President based on the task to be accomplished. Unless specified otherwise, committees shall serve in an advisory capacity only. A staff member of the Administrative Entity/Staff will be assigned to work with the respective committees.

2. Executive Committee.

- (a) **Responsibilities.** The Executive Committee shall be responsible for acting on behalf of the WORKFORCE INVESTMENT BOARD. Its authority shall be limited to that granted by the Board of Directors and will include carrying out the policies of the WORKFORCE INVESTMENT BOARD. The Executive Committee will report its activities to the Board of Directors at each regular meeting of the Board of Directors.
- (b) **Membership.** Membership of the Executive Committee shall consist of the elected officers (President, Vice-President, Secretary, and Treasurer) and the Committee Chairs, appointed by the Workforce Investment Board Chair. The Immediate Past President and CLEO shall serve on the Executive Committee as well. The President and Vice-President shall be the Chairperson and Vice-Chairperson of the Executive Committee.

- (d) Vacancies. Vacancies on the Executive Committee shall be filled by an appointment of the Chair, which is ratified by the Executive Committee, to serve the unexpired term.
- (e) Meetings. The Executive Committee will meet no less than four (4) times a year between regular and annual Board of Director meetings. Meetings will be conducted by the President in accordance with these Bylaws. Special meetings may be called by the President or Vice-President when, in his or her judgment, such meetings are necessary.
- (f) Voting. The voting procedures of the Executive Committee shall be the same as the full Board of Directors as stated in paragraph 7 of Article III of these Bylaws.
- (g) Quorum. A quorum of the Executive Committee shall consist of a simple majority of members.
- (h) Attendance. Attendance requirements shall be the same as for the Board of Directors as set forth in paragraph 4 of Article III of these Bylaws.

ARTICLE VI
MISCELLANEOUS

1. Relationship to the areas LEO's. The areas' local elected officials shall appoint or elect a Chief Local Elected Official from among them, as stated in Article III, Section 1, subpart c of these bylaws. The CLEO, for the purposes defined in the Workforce Innovation and Opportunity Act, shall serve on the board of directors and represent the LEO consortia as necessary.
2. The WORKFORCE INVESTMENT BOARD shall provide, in partnership with the LEO's, the policy, program guidance and independent oversight services for all activities under the Workforce Innovation and Opportunity Act.
 - (a) Administrative Entity/Staff. The WORKFORCE INVESTMENT BOARD, in mutual agreement with the LEO's designates the Administrative Entity/Staff to conduct oversight responsibility in the course of the normal and customary activities pursuant to the Local Area Plan required by the State and program implementation. This consent in no way circumscribes or limits the WORKFORCE INVESTMENT BOARD's authority to exercise independent oversight activities.
 - (b) Local Area Plan. The WORKFORCE INVESTMENT BOARD shall be responsible for the preparation of a Four(4) Year Plan which shall be submitted to the Governor. In addition, the WORKFORCE INVESTMENT

BOARD shall insure that this plan meets the requirement of Workforce Innovation and Opportunity Act legislation, including the identification of the entity that will both administer the program and receive funds from the State; and a description of linkages established with appropriate agencies; goals and objectives of the program; procedures for identifying service providers; and procedures for identifying and selecting program participants.


2. Liability. It is the ultimate liability of the LEO's of the Workforce Investment Area to utilize the funds received into said Workforce Investment Area according to established procedures under the Workforce Innovation and Opportunity Act. Accordingly, the WORKFORCE INVESTMENT BOARD, acting in concert with and on behalf of the LEO's, reserves the right to review, evaluate, concur with, or reject any plan, proposal, or request for funding.
3. Prohibited Transactions. The WORKFORCE INVESTMENT BOARD shall not engage in any transaction prohibited by the laws of the Commonwealth of Virginia or the United States and shall not exercise any powers which are inconsistent with the policies of the U. S. Department of Labor and/or the Virginia Bureau of Employment Services and Training policies pursuant to the Workforce Innovation and Opportunity Act. Notwithstanding anything herein elsewhere to the contrary, the WORKFORCE INVESTMENT BOARD shall not engage in any transaction which would result in its disqualification as an organization qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).
4. Dissolution. The WORKFORCE INVESTMENT BOARD shall, upon dissolution, authorize the Administrative Entity/Staff, through the LEO's, to dispose of all properties acquired through grants or contracts as prescribed by the grantor or contracting authority, subject to current regulations concerning disposal of property. Notwithstanding the foregoing, in the event of dissolution, the assets of the WORKFORCE INVESTMENT BOARD shall be distributed under the direction of the Board of Directors to one or more organizations, foundations, or funds, each organized and operated for charitable, educational, religious, or scientific purposes, designated by the Board of Directors and qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).
5. Conflicts. The parties hereto certify that, to the extent consistent with the laws of the Commonwealth of Virginia and any subdivision thereof, each party signatory of these Bylaws accepts responsibility for the operation of the program.
6. Effective Date. These Bylaws as herein contained, amended, and/or revised shall become effective adoption by a majority vote using the voting procedures

outlined in these Bylaws at a meeting of the Board of Directors of the WORKFORCE INVESTMENT BOARD.

7. Fiscal "Program" Year. The fiscal "program" year shall be July 1 through June 30 of the following year.

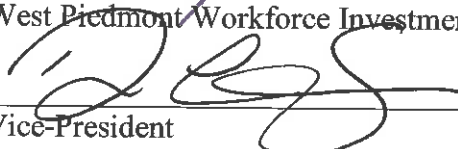
ARTICLE VII
AMENDMENT OF BYLAWS

These Bylaws may be amended by the mutual approval of the LEO's and the Board of Directors of the WORKFORCE INVESTMENT BOARD and each body can initiate an amendment by providing written notice to the other. A written copy of the proposed amendment(s) must be provided to each member of the Board of Directors of the WORKFORCE INVESTMENT BOARD and each of the political jurisdictions CLEO's commissioners, supervisors, or council members at least thirty (30) days prior to any regular to special meeting of the Board of Directors of the WORKFORCE INVESTMENT BOARD at which the proposed action is to be taken. Any amendment(s) approved by the Board of Directors of the WORKFORCE INVESTMENT BOARD and the LEO's shall be effective immediately upon obtaining signature of the LEO's duly authorized representative and the WORKFORCE INVESTMENT BOARD's President.




President
West Piedmont Workforce Investment Board

Date: 10-3-16



Vice-President
West Piedmont Workforce Investment Board

Date: 10/4/16



Chairperson
West Piedmont Workforce Investment Consortium
for the Local Elected Officials

Date: 10-3-16