

**Virginia Career Works
West Piedmont Board**

BYLAWS

FOR

Local Workforce 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 and cities;

WHEREAS, the West Piedmont Workforce Development 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 Development Area under the Workforce Innovation and Opportunity Act; and

WHEREAS, the Workforce Innovation and Opportunity Act requires the establishment of a Workforce Development Board in each Workforce Development 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 Development Area.

NOW, THEREFORE, we present this document in order to delineate the responsibilities of the Workforce Development 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:

Virginia Career Works – West Piedmont

(Also, actively referred to as West Piedmont Workforce Development Board.)

ARTICLE II
PURPOSE

The purposes of the West Piedmont Workforce Development Board ("WORKFORCE DEVELOPMENT BOARD") are:

1. To assure the constructive use of any federal, state, local government or private funds received by the WORKFORCE DEVELOPMENT 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.

ARTICLE III
DUTIES

1. The West Piedmont Workforce Development Board will carry out the specific responsibilities listed below:
 - a. Preparation of the Four (4) Year Plan-The WORKFORCE DEVELOPMENT 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 DEVELOPMENT BOARD shall ensure that this plan meets the requirements of the Workforce Innovation and Opportunity Act.
 - b. Program Oversight - The WORKFORCE DEVELOPMENT 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 DEVELOPMENT BOARD shall have access to all information which it deems necessary.

- c. **Structure of Program Review-**The WORKFORCE DEVELOPMENT 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 Development Area, including the establishment of guidelines for the approval or disapproval of said proposal based upon designated goals and objectives of the Workforce Development Area.
- d. **Allocation of Funds -** The WORKFORCE DEVELOPMENT BOARD shall be responsible for the allocation of all Workforce Innovation and Opportunity Act funds received by the Workforce Development Area, among the three counties and two cities, according to an established formula as agreed to by both the WORKFORCE DEVELOPMENT BOARD and the LEO's.

In granting allocation, as well as approving programs, the WORKFORCE DEVELOPMENT BOARD shall be guided by the following:

- i. approximately 33% of funds available to be allocated to Pittsylvania County.
- ii. approximately 28% of funds available to be allocated to Henry County.
- iii. approximately 10% of funds available to be allocated to Patrick County.
- iv. approximately 7% of funds available to be allocated to Martinsville City.
- v. 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 Development 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 Development 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, overlapping funds and services and similar factors.

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 DEVELOPMENT BOARD, within the limitations of the Workforce Innovation and Opportunity Act, shall have these additional purposes, powers, duties and responsibilities:
 - i. to maintain the WORKFORCE DEVELOPMENT BOARD of the West Piedmont Local Workforce Development Area;
 - ii. 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;

- iii. to hire a Chief Paid Executive who shall be authorized, on behalf of the WORKFORCE DEVELOPMENT 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;
- iv. to assure that the allocation of program resources reflects the objectives and strategies of the WORKFORCE DEVELOPMENT BOARD;
- v. 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 DEVELOPMENT BOARD;
- vi. to review and recommend actions regarding program budgets, work plans, and the Local Area Plan;
- vii. to assure that procedures exist for presenting to the LEO's possible purposes, objectives, projects and strategies for the operations of the WORKFORCE DEVELOPMENT BOARD;
- viii. to develop major program strategies and philosophies to meet specific needs;
- ix. to conceive, develop and review new programs;
- x. to develop reporting standards for each program; and
- xi. 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 IV BOARD OF DIRECTORS

1. Membership. The WORKFORCE DEVELOPMENT 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. Private Sector Representatives

A majority, defined as greater than 50% of all Board membership, must be private business representatives. All business representatives must be owners of a business, chief executives, operating officers, or other

business executives or individuals with optimum policy making or hiring authority and represent business with employment opportunities that reflect the employment opportunities of the local area. Business representatives shall be appointed by Chief Local Elected Official from among individuals nominated by local business organizations and business trade associations.

b. **Workforce Representatives**

At least 20% must include: individuals that represent labor organizations; training directors of joint labor/ management apprenticeship programs; or representatives of community-based organizations that have expertise in serving eligible youth or individuals with barriers to employment.

c. **Other Representatives**

The balance of membership shall represent other stakeholders including: at least one (1) Wagner-Peyser representative; at least one (1) Adult Education representative; at least one (1) Vocational Rehabilitation representative; at least one (1) Higher Education representative; and, at least one (1) Economic Development representative.

d. **Representatives - Local Elected Officials**

Pursuant to the Workforce Innovation and Opportunity Act, when a workforce Development 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 Development Board and as ex-officio on the Executive Committee of the WORKFORCE DEVELOPMENT BOARD.

2. **Term of Office.** Members shall be appointed for three year 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. If any individual is appointed to fill an unexpired term, that individual may then be appointed for two consecutive three-year terms.
3. **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.
4. **Recruitment, Nominations, and Appointments**

The Board's Executive Committee shall solicit private sector nominations from

businesses or business organizations serving the West Piedmont Workforce Development Board area. Business members shall be chief executives or operating officers of businesses, or other business executives with optimum policymaking or hiring authority. In addition, business members must represent businesses with employment opportunities that reflect the local area. Non-business members may be nominated by community organizations or the government or service sector that they represent. Non-business members shall be in top leadership positions.

The members of the Local Board shall elect a chairperson from among the appointed Business representatives.

5. Terms of Appointment

Each Board Member shall be appointed for a term of three years and may be reappointed upon finishing each three-year term. Representatives of required partners may serve for so long as they hold the partner agency position or are replaced by their funding source authority.

6. 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 Development Consortium in partnership with the units of local government within the Workforce Development Area. Members shall serve without salary.

7. 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.

8. 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 LEOs. Said appointment shall be made within ninety (90) days from the date of the vacancy but in any case no later than the next LEO meeting if more than 90 days.

9. 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 DEVELOPMENT 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 Chair or Vice-Chair 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.

10. 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.

11. Quorum. A quorum shall consist of at least a simple majority of the members of the Board of Directors.
12. 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 DEVELOPMENT BOARD business. All requests for reimbursement must be approved by the Executive Director.

13. 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 DEVELOPMENT BOARD.

14. 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.

15. Conflicts of Interest

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. In the event an employee or officer of the WORKFORCE DEVELOPMENT 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.

16. Cessation of Membership

Board membership shall cease when:

- A. The member delivers a written resignation to the Board Chair.
- B. The member is not reappointed following the completion of a term.
- C. The organization that the member represents withdraws the member's name from membership by notifying the Board Chair of such withdrawal.
- D. The member no longer meets the criteria for the membership slot for which the member was appointed.
- E. The member is removed by a two-thirds vote of the Board and provided written notification.

17. Removal

- a. A board member may be removed from the Board if the member's conduct or action, in his/her capacity as member of personal/professional dealing, is having or will have a severe detrimental effect on the ability of the Board to conduct its business.
- b. In addition, lack of attendance may result in removal as described in these bylaws.
- c. Procedures for Removal by the Board:
 - a. A removal shall be proposed and discussed at an Executive Committee meeting called for that purpose.
 - b. The recommendation for removal from the Executive committee shall be brought before the full Board for discussion and vote.
 - c. The member whose removal is being considered shall be invited to present reason(s) why his/her removal should be reconsidered at both the Executive and full Board meeting.
 - d. Removal from the Board shall require two-thirds majority and affirmative vote of the Board at a regularly scheduled meeting, in which a quorum has been established.
 - e. The Board Chair shall forward the recommendation for removal to the Chief Local Elected Official for approval.

18. Vacancies

Vacancies shall be filled in the same manner as regular appointmen

19. Resignation

Board members may resign by submitting a written notice to the Board Chair.

ARTICLE V
OFFICERS

1. Officers. The Officers of the WORKFORCE DEVELOPMENT BOARD shall consist of a Chair, Vice-Chair, Secretary/Treasurer. The Chair shall be elected from the Private Sector members of the Board of Directors by the WORKFORCE DEVELOPMENT BOARD membership. The Private Sector designation shall not apply to the Vice-Chair or Secretary/Treasurer. These officers will perform the duties prescribed by these Bylaws.
2. Duties of the Chair.
 - (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 IV of these Bylaws.
3. Duties of the Vice-Chair.
 - (a) In the absence of the Chair, to preside at regular and special meetings of the Board of Directors, and to discharge the duties of Chair.
 - (b) In accordance with the Whistleblower Policy, to preside over disclosures when a WORKFORCE DEVELOPMENT BOARD employee believes that any part of the WORKFORCE DEVELOPMENT BOARD has engaged in inappropriate practices.
4. Duties of the Secretary/Treasurer
 - (a) To report on the financial position of the WORKFORCE DEVELOPMENT BOARD to the Board of Directors.
 - (b) To ensure that the records and minutes of the WORKFORCE DEVELOPMENT BOARD are maintained in accordance with the By-Laws.
 - (c) Be a signatory to legal and financial documents as needed.
5. 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.

ARTICLE VI

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 Chair and approved by the Board of Directors, may be established from time to time.
- (b) **Special Committees.** Special committees of the Board of Directors, as deemed necessary by the Chair and approved by the Board of Directors, may be established from time to time. The membership on these committees will be determined by the Chair 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 DEVELOPMENT BOARD. Its authority shall be limited to that granted by the Board of Directors and will include carrying out the policies of the WORKFORCE DEVELOPMENT 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 (Chair, Vice-Chair, Secretary/Treasurer) and the Committee Chairs, appointed by the Workforce Development Board Chair. The Immediate Past Chair, CLEO and legal counsel shall serve on the Executive Committee as well in an ex-officio capacity. The Chair and Vice-Chair 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 Chair in accordance with these Bylaws. Special meetings may be called by the Chair or Vice-Chair 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 10 of Article IV 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 7 of Article IV of these Bylaws.

ARTICLE VII MISCELLANEOUS

1. Liability. It is the ultimate liability of the LEO's of the Workforce Development Area to utilize the funds received into said Workforce Development Area according to established procedures under the Workforce Innovation and Opportunity Act. Accordingly, the WORKFORCE DEVELOPMENT 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.
2. Prohibited Transactions. The WORKFORCE DEVELOPMENT 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 DEVELOPMENT 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).
3. Dissolution. The WORKFORCE DEVELOPMENT 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 DEVELOPMENT 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).
4. 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.
5. 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 DEVELOPMENT BOARD.

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

ARTICLE VIII
AMENDMENT OF BYLAWS

These Bylaws may be amended by the mutual approval of the LEO's and the Board of Directors of the WORKFORCE DEVELOPMENT 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 DEVELOPMENT BOARD and each of the political jurisdictions CLEO's commissioners, supervisors, or council members at least thirty (30) days prior to any regular or special meeting of the Board of Directors of the WORKFORCE DEVELOPMENT BOARD at which the proposed action is to be taken.

Chair
West Piedmont Workforce Development
Board
Date: _____

Vice Chair
West Piedmont Workforce Development
Board
Date: _____

Chairperson
West Piedmont Workforce Development
Consortium for the Local Elected Officials
Date: _____