

MOUNTAIN AREA WORKFORCE DEVELOPMENT BOARD BY-LAWS

ARTICLE I. NAME

Section 1. Name: The name of the organization shall be the Mountain Area Workforce Development Board, hereinafter referred to as the “MAWDB” or “Board”.

Section 2. Purpose: It is the purpose of the Board to provide policy guidance for, and exercise independent oversight with respect to the implementation of federal and state workforce development programs within the Local Area consisting of Buncombe, Henderson, Madison and Transylvania Counties.

Section 3. Authority: The Board shall enter into an agreement with the designated Chief Elected Official within the Local Area to define the responsibilities of the local grant recipient and administrative entity in accordance with the purpose of the organization.

ARTICLE II. MEMBERSHIP

Section 1. Membership: The membership of the Mountain Area Workforce Development Board shall consist of twenty-nine (29) members. The distribution of membership will be as follows: Regional – 4, Buncombe – 11, Henderson – 6, Transylvania – 4, Madison – 4. The membership shall be appointed by the Board of Commissioners of each County in a manner consistent with Section 107 of the Workforce Innovation and Opportunity Act, hereinafter referred to as the “Act”, and the Mountain Area Workforce Development Consortium Agreement, hereinafter referred to as the “Consortium Agreement”.

Section 2. Private Sector Members: A minimum of 51% of the membership shall be representatives of private businesses and shall be owners of business concerns, chief executives or chief operating officers of non-governmental employers, or other business executives with optimum policymaking or hiring authority. As prescribed in Section 107 of the Act, the remainder of the Board shall include representation of educational agencies, organized labor, rehabilitation agencies, community based organizations, economic development agencies, and the public employment service.

Section 3. Regional Representatives:

Regional members are to be appointed by the County Commissioners in the nominee’s county of residence. Regional Members shall represent organizations that serve all four counties and have a required representation on the Board per Section 107(b)(2). Regional representatives include: (1) labor organizations (2 members); (2) a representative from the State employment service office and (3) a representative from

Vocational Rehabilitation (programs carried out under Title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.)).

Section 4. Term of Membership: WDB members shall be appointed for fixed and staggered terms, and may serve until their successors are appointed by their respective Chief Elected Official(s). The full term of appointment shall be for three (3) years. All vacancies shall be filled in accordance with the composition of membership established in the Act Section 107(b)(2) and in accordance with the procedures established in the Consortium Agreement for initial appointments to the Board.

Section 5. Vacancies: Upon the occurrence of a vacancy in board membership, the Director for the Board shall promptly notify the Board Chairperson and the Chief Elected Official of the County for which the vacancy occurred. Nominations to fill the member's position on the Board must follow the procedures presented in the Section 107(b)(2) of the Act and the procedures regarding the distribution of Board positions as agreed in the Consortium Agreement. Appointments to fill vacancies for unexpired terms shall be for the remainder of the three-year term. A member's position on the Board is declared vacant upon the member's official departure from the organization that the member represents.

ARTICLE III. OFFICERS

Section 1. Nominations for Officers- In accordance with 29 CFR 679.310(g) the CEO shall establish the nomination process to elect the Board Chairperson and Vice Chairperson. The Chairperson and Vice-Chairperson shall not be representatives of the same county.

Section 2. Chairperson: The MAWDB members shall elect a Chairperson from among members of the Board who are representatives of private businesses to serve pursuant to the requirements of state and federal law. The Chairperson shall preside at all meetings of the Board, serve as Chairperson of the Executive Committee, appoint committees and their chairpersons, perform such duties as directed by the Board, and shall have the authority to execute any document which may be lawfully executed on behalf of the Board.

Section 3. Vice-Chairperson: A Vice-Chairperson shall be elected from among members representing private businesses by the MAWDB membership and at the request of, or in the absence of, the Chairperson, shall perform the duties of the Chairperson. The Vice Chairperson of the Board shall serve as Vice-Chairperson of the Executive Committee.

Section 4. Elections: Elections shall be held at the last regularly scheduled meeting prior to July. The term of office shall begin on July 1 and end on June 30.

Section 5. Terms of Office: The term of Office for both the Chairperson and the Vice Chairperson shall be for two years. The Chairperson and Vice-Chairperson shall be elected once every two years and may serve only one term in their respective offices. The Chairperson and Vice Chairperson may be elected to additional non-consecutive terms after being out of their respective offices for one or more terms.

ARTICLE IV. EXECUTIVE COMMITTEE

Section 1. Executive Committee: The Executive Committee shall consist of members as follows:

- The MAWDB Chairperson and Vice-Chairperson shall serve as Chairperson and Vice-Chairperson of the Executive Committee respectively.
- The Chairpersons of the Standing Committees shall be members of the Executive Committee.
- Each of the Counties must have a least one member of their delegation on the Executive Committee. If a county is not represented by a member serving as Chairperson, Vice-Chairperson or as a Chairperson of a standing committee, then the members of that county's delegation to the Board shall elect one of their members to serve as a member of the Executive Committee.

Section 2. Responsibilities: The Executive Committee shall provide counsel and direction to the staff between meetings which shall be empowered to make interim decisions for the Board subject to approval by the full Board at the next regularly scheduled meeting. If the executive committee approves actions on behalf of the Board, the actions will be presented as items in the "consent agenda" for a vote by the full Board.

ARTICLE V. COMMITTEES

Section 1: Committees: Committees established by the Board shall assist the Board in carrying out the functions of the Board as they relate to the operations of the integrated service delivery system and as are specified in Section 107(d) of the Act. The Chairperson of the Board shall appoint members of the Board to serve as members of the Standing and Ad Hoc Committees of the Board. The Board Chairperson shall also appoint the Chairperson for each committee.

Members of the Board shall have an opportunity to submit a request for appointment to the committee(s) of their choosing to the Board Chairperson. However, the Board Chairperson is authorized to make the final decisions for appointments based on the needs of the Board. Committee appointments shall be for a term of two years.

The Chairperson for each committee, in consultation with the other Board Members assigned to the Committee, shall invite community and organizational leaders with relevant knowledgeable and experience to serve as nonvoting members of their Committee. Board Members assigned to the committee shall have voting privileges.

Based on the Board Chairperson's discretion, Committees shall be authorized to make interim decisions if the decisions do not have an immediate impact on the approved budget or contradict established Board policies. Interim committee decisions are to be submitted in writing to the Executive Committee for approval or for presentation to the full Board for final judgment. Interim decisions approved by the executive committee shall be submitted to the full Board for confirmation as part of the consent agenda.

Section 2. Standing Committees: In addition to the Executive Committee three standing committees shall be established:

- Business Services and Sector Career Pathways Committee
- Youth Programs and Services Committee
- Work-Based Learning and Apprenticeship Committee

- **Section 2.A. Business and Sector Career Pathways Committee:** The Business and Sector Career Pathways Services Committee shall assist the Board in reviewing and enhancing career center operations including services provided for employers. The committee works with board staff, career center leadership, career center partners and business customers to establish continuous improvement plans and accomplish related goals including sector career pathways. Area wide business service initiatives conducted by the Board are to be coordinated, as appropriate, with the Career Center system. The committee will provide guidance and assistance in the implementation State initiatives related to business services and career center operations.

- **Section 2.B. Youth Programs and Services Committee:** The Youth Programs and Services Committee shall assist the Board in reviewing and enhancing the quality of services provided to youth. The committee works with board staff, youth program operators and leadership from selected youth service organizations within the local area to coordinate services and enhance employment/career outcomes for clients age 16 through 24. Working with board staff, youth program operators and service providers, the Committee will review program performance, identify best practices and develop and accomplish continuous improvement strategies and goals.

- **Section 2C. Work-Based Learning and Apprenticeship Committee** The Work-Based Learning and Apprenticeship Committee will work with Board and contractor staff to expand work-based learning and registered apprenticeship in the Local

Area. The Committee will engage with state, regional and local area initiatives to increase work-based learning opportunities in the Local Area. Work-based learning is key to bridging regional skill gaps and increasing region-wide economic mobility. The committee will utilize nationally recognized best-practices to address skills gaps for the Local Area's five target sectors.

Section 3. Ad Hoc Committees: The Board Chairperson may establish Ad Hoc committees as needed to deal with specific matters of interest to the Board. The Board Chairperson shall appoint the Chairperson and other Board members to the Ad Hoc Committees. Appropriate non-members may be recruited to serve as nonvoting members.

ARTICLE VI. BOARD MEETINGS

Section 1. Regular Meetings: The Board shall hold regular meetings at least every two (2) months on a date, and at a time and place determined by the Chairperson. Written notification of the meetings shall be provided to each board member at least five days prior to the scheduled meeting date.

Section 2. Special Meetings: Special meetings of the WDB membership maybe called at any time by the Chairperson or by a written request signed by not less than 50% of the membership of the MAWDB. The written request for such a meeting must set forth the reason for calling the meeting. Members will be contacted by telephone and email and the meeting shall be confirmed by a written notice at least five (5) days prior to any called meeting.

Section 3. Quorum: Those in attendance at a regularly scheduled meeting of the Board, being at least 51% of the membership, shall constitute a quorum for the transaction of business. At any called meeting of the Board at least 51% of the members must be present at the meeting to constitute a quorum for the transaction of business.

Section 4. Voting: All duly appointed members of the Board are accorded voting privileges. All actions of the Board shall be determined by a majority vote of the members present and voting, except the adoption and amendments of the bylaws, which shall be by a two-thirds vote of the membership. Each member of the Board shall have one vote. A member may designate a representative to attend in his/her absence. The proxy or designated representative must also have "optimum policy making or hiring authority" within the same organization (679.100(d)(4)). The representatives may participate in discussions, but may not make or second motions or vote.

Section 5. Conflict of Interest: No member of this Board shall cast a vote on the provision of services by that member, or any organization which that member directly represents, or vote on any matter which would provide direct financial benefit to that

member or the organization which that member represents. This section does not preclude voting on the overall Board budget by members who represent businesses/organizations that have specific contracts with the Board.

Section 6. Attendance: Board members who miss three unexcused consecutive meetings shall be contacted by the Chairperson to determine his or her continued interest in serving as a board member. If the member is unable to continue as an active member, the Chairperson will contact the Chief Elected Official(s) having made the initial appointment and request that a replacement be appointed to complete the term of the vacant position.

Upon advance request Board members will be allowed to attend meetings via conference calls or other remote electronic communication systems that are supported by the administrative entity's available technology. Board members are encouraged to attend meetings in person whenever possible.

Section 7. Order of Business: The Chairperson shall be responsible for orderly business of the Board and for calling items of the agenda. During the course of deliberating items on the agenda, only members of the Board, a Board member's designated representative and members of the Board's staff shall participate in the discussion. Others present may participate in discussion by prior arrangement with the Chairperson, or upon recognition by the Chairperson, or during a public participation period.

Section 8. Agenda: The agenda for Board meeting shall be developed and prepared by Local Area staff in consultation with the Chairperson.

Section 9. Rules: All procedures of the Board, not set forth in these bylaws, shall be governed by the rules set forth in the current edition of Robert's Rules of Order, Newly Revised.

Section 10. Open Meetings: All meetings of the Board shall be open and accessible to the general public, and minutes shall be maintained and emailed to members prior to the next scheduled meeting. Board meetings will be held in accessible facilities with accessible materials available upon prior request.

In accordance with Section 107(e) of the Act the Board shall publish its meeting schedule, agenda and meeting minutes on the MAWDB website. The website will also include information regarding: the Board's membership; the designation and certification of the career center operators; and contracts awarded to Youth Program Operators."

Section 11. Public Comment

Public comment is encouraged on formal plans developed by the Board. Public comments regarding the plans should be submitted in writing to the Director and the Chairperson during the designated public comment period.

Requests to make public comments orally before the full board will be honored by the Board if the requests for making public comment are made in writing to the Director and the Chairperson prior to the issuance of the meeting agenda. The request must clearly summarize the content and intent of the comment. The Director and Chairperson may designate a time frame within the course of the meeting that is allowed for pre-approved public comments.

ARTICLE VII. BYLAWS AMENDMENT PRODEDURE

These Bylaws may be amended at any regular meeting of the Board by a two-thirds vote of the membership present at the meeting, provided the proposed amendment has been submitted in writing to the Board members at least fourteen (14) days prior to the meeting. Such notice shall be deemed to be delivered to a member when sent to the member's currently listed email address.

ARTICLE VIII. COMPLIANCE

All actions of the Workforce Development Board shall comply with the rules and regulations governing the affected publicly funded workforce development programs, the laws of North Carolina and the laws of the United States.