

BY-LAWS
OF
CHENANGO, DELAWARE AND OTSEGO LOCAL
WORKFORCE INVESTMENT BOARD OF THE CHENANGO,
DELAWARE AND OTSEGO LOCAL WORKFORCE INVESTMENT
AREA

ARTICLE I - AUTHORITY

The Chenango, Delaware and Otsego Local Workforce Investment Board (the “Board”) exists under authority of the federal Workforce Investment Act, New York State Rules and Regulations; and the agreement amongst the Chief Elected Officials of Chenango, Delaware and Otsego Counties (“CEO’s Agreement”).

ARTICLE II - PURPOSES

The objects and purposes of the Chenango, Delaware and Otsego Local Workforce Investment Board shall include the following:

- a. To conduct oversight, monitor, and provide policy guidance for the Chenango, Delaware and Otsego Local Workforce Investment Area (CDO LWIA) so as to enable the provision of a quality, integrated Workforce Investment System as mandated by New York State and Federal Laws, as the same may hereinafter be amended, within the counties of Chenango, Delaware and Otsego in the State of New York.

- b. To develop and implement policy in a manner to ensure that skilled workers are available to area employers; to assist employers in enhancing the skills of existing employees; to help job seekers and the underemployed find work; to prepare students and youth for the local job market; to foster economic development, and to create a world class work force enabling Chenango, Delaware and Otsego workers and employers to

compete successfully in the global economy.

c. To receive and expend funds to develop, consolidate, coordinate and improve employment, training, educational, and vocational rehabilitation programs and services.

d. To do any other lawful thing incidental to, connected with or useful, suitable or proper for the furtherance or accomplishment of the foregoing purposes or any other lawful purpose permitted by the federal Workforce Investment Act; the laws of the State of New York; and the Agreement amongst the Chief Elected Officials of Chenango, Delaware and Otsego Counties and any amendments thereto.

ARTICLE III – CDO LWIA AREA

The Counties of Chenango, Delaware and Otsego as designated by New York State Department of Labor shall constitute the Chenango, Delaware and Otsego Local Workforce Investment Area (“CDO LWIA”).

ARTICLE IV – BOARD OF DIRECTORS

1. The membership of the Board of Directors must meet the requirements of the federal Workforce Investment Act and applicable New York State Rules and Regulations. The Board shall consist of members agreed on by the three Chief Elected Officials. A majority of the Board must be from the private sector. Individuals who are employed by Chenango, Delaware, or Otsego counties in positions whose primary duties are related to Workforce Investment Act activities as well as individuals employed by this Workforce Investment Board or by an entity with whom the Board contracts for administrative and related support services under Article VII hereof, are strictly prohibited from membership on the Board as a Director or Officer and are not permitted to act as proxy for another Director or Officer.

2. Appointments to the Chenango, Delaware and Otsego Local Workforce Investment Board (“CDO LWIB”) shall be made in writing by the respective Chief Elected Officials (CEO’s) of Chenango, Delaware and Otsego counties as provided in the CEO’s Agreement and amendments thereto, if any. Notice of appointments shall be promptly given to the Board

Chairman or Secretary each Chief Elected Official. Newly created directorships, if any, resulting from the agreement of the three Chief Elected Officials to increase the number of directors for the Board, shall be filled by new appointments by the respective CEO's of the Counties. Vacancies in a director position caused by the resignation, death or incapacity, or removal of a director prior to the expiration of his or her term shall be filled by appointment by the CEO of the County which originally appointed the director for whom a replacement is necessary, and the successor director shall hold office for the unexpired term of his or her predecessor. A director may be removed by the Chief Elected Official who appointed him or her. A director may resign at any time by giving written notice to the Chief Elected Official by whom such director was appointed. The Chief Elected Official shall notify the Board Chair or Secretary of director vacancies.

3. It is essential for all directors or his or her authorized proxy to attend both regular and special meetings, in order to effectively and efficiently carry out the responsibilities of the Board. Directors who cannot attend meetings and cannot send an authorized individual with written proxy authority from such director to vote on his or her behalf, may be excused from attendance at meetings by arrangement with the Chair of the Board prior to the date of the meeting.

4. A director may designate in writing another individual to represent and act for him or her by proxy. Such proxy designation shall be transmitted to the Chairman or Secretary of the Board and must be received at or before the time of and be available at the Board meeting to which it relates. Further, such proxy shall bear the signature of the director for whom the proxy is to act; shall specify the date(s) of the meeting or time period for which such proxy is effective. In no event can an individual director or other individual have authority to or act by proxy for more than one absent director at any given meeting . The minutes of the Board shall reflect the attendance of each proxy, the director to whom it relates, and shall recite the receipt of a proper written proxy designation.

5. A quorum shall exist when the voting strength of the directors present (or their representatives with written authorization to act on behalf of such directors by proxy) constitutes a majority of the entire voting strength of the Board.

6. The vote of a majority of the voting strength of the entire Board, if a quorum is present at the time of the vote, shall be the act of the Board.

7. A minimum of three regular meetings shall be held each calendar year, one of which shall be the Annual meeting. Regular meetings of the Board shall be held upon not less than ten (10) days prior written notice to all directors, at such a time and place as it shall from time to time be determined. Special meetings of the Board shall be held upon notice to all directors and may be called by the Chair or any two of the Chief Elected Officials upon five (5) days written notice to each director either personally, or by overnight mail or by fax; special meetings may also be called by the Chair or by the Secretary in a like manner on written request of five (5) directors. Notice of a meeting need not be given to any director who submits a waiver of notice, whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her.

8. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

ARTICLE V - COMMITTEES

1. There shall be an Executive Committee which shall consist of the Chair of the Board, the Vice-Chair of the Board, the Secretary-Treasurer of the Board, and a Director from each of the three counties. The Executive Committee shall have such authority and duties as may be prescribed by the Board and the Chief Elected Officials including but not limited to attending to administrative activities.

2. There shall be a Nominating Committee consisting of three individuals one of whom shall be chosen by each of the three Chief Elected Officials.

3. There shall be such other Committees with such duties and authority as the Board and Chief Elected Officials shall deem appropriate.

ARTICLE VI – OFFICERS and DIRECTORS

1. The Board shall elect a Chair, a Vice-Chair, a Secretary-Treasurer, and one Executive Committee Director from each of the three counties. The Officers and Directors shall have such duties, powers and functions as are hereafter provided. Each officer and director shall hold office for a term of one (1) year and may not hold office for more than two (2) terms however, time served as a Director and Officer respectively shall be deemed independent and a person may serve as an Officer for up to two (2) terms notwithstanding prior service as a Director. The offices of Chair and Vice-Chair must be held by a director whose appointment to the Board has been as representatives of the private sector employers.

2. a. The Chair shall preside at all meetings of the Board and shall perform such other duties as the Board shall prescribe.

b. In the event of the absence or disability of the Chair, the Vice-Chair shall have all the powers and functions of the Chair. The Vice-Chair shall perform such other duties as the Board shall prescribe.

c. The Secretary-Treasurer shall keep the minutes of the Board. The Secretary-Treasurer shall attend to the giving and service of all notices of the Board; shall have charge of such books and papers as the Board may direct; and perform all the duties incidental to this office. The Secretary-Treasurer shall keep such financial records and receive such reports and fiscal information as are necessary for the Board to perform its duties.

d. Each Executive Committee Director shall serve on the Executive Committee.

3. The duties of all officers and directors shall be as stated above or as modified by subsequent resolutions approved by the Board and the Chief Elected Officials.

4. Any officer or director elected by the Board may be removed by the Board for cause. In the event of the death, resignation, or removal of any Officer or Executive Committee Director, the directors at their discretion shall elect or appoint a successor to fill the unexpired term.

ARTICLE VII - EMPLOYEES AND INDEPENDENT CONTRACTORS

1. The Board may have employees who shall be employed on such terms and conditions, and have such duties, as the Board and the Chief Elected Officials shall determine.

2. The Board in agreement with the Chief Elected Officials, may contract with an independent contractor for such services as general fiscal and accounting, and payroll and benefits administration. Such entity shall provide the Board and Grant Recipient such information and services necessary to comply with any and all WIA fiscal reporting and contractual arrangements.

ARTICLE VIII - RULES OF PROCEDURE

Except as otherwise provided herein, Robert's Rules of Order (latest edition), shall determine matters of procedure at all Board meetings. Any rule of procedure may be suspended by a two-thirds majority vote of those present and voting at a regular or special meeting where a quorum exists.

ARTICLE IX - CONSTRUCTION

If there be any conflict between the provisions of these By-Laws and the Chief Elected Officials Agreement ("CEO's Agreement), the Chief Elected Officials Agreement shall govern.

ARTICLE X – AMENDMENTS

The By-Laws may be adopted, amended, or repealed by the Directors at any time at a

Special or Annual Meeting at which a quorum exists upon a three-quarters (3/4) vote of the Directors present and the written concurrence by each of the three Chief Elected Officials.

I certify that the foregoing copy of the By-Laws is accurate and includes any and all amendments adopted by the Board as of the following date: _____, 2007.

WIB Secretary-Treasurer