BY-LAWS

OF

CHENANGO, DELAWARE AND OTSEGO LOCAL WORKFORCE DEVELOPMENT

BOARD OF

THE CHENANGO, DELAWARE AND OTSEGO LOCAL WORKFORCE

INVESTMENT AREA.

ARTICLE I-AUTHORITY

The Chenango, Delaware and Otsego Local Workforce Development Board (the “Board”) exists under authority of the federal Workforce Innovation and Opportunity Act of 2014 (WIOA), New York State Rules and Regulations; and the agreement amongst the Chief Elected Officials of Chenango, Delaware and Otsego Counties (“CEO’s Agreement”).

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”)

The address of the principal office of the Local Workforce Development Board is

ARTICLE II- PURPOSES

The objects and purposes of the Chenango, Delaware and Otsego Local Workforce Development 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 is 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- MEMBERSHIP**

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 and 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.

2. Appointments to the Chenango, Delaware and Otsego Local Workforce Development Board (“CDO LWDB”) 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 of 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 direct was appointed. The Chief Elected Official shall notify the Board Chair or Secretary of director vacancies.

3. A quorum shall exist when the voting strength of the directors present (proxy votes are not allowed) constitutes a majority of the entire voting strength of the Board.

4. 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.

5. 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
ARTICLE IV- MEETINGS

Section 1: Frequency

Regular CDO WDB Meetings: The Board of Directors of CDO WDB shall meet four times per year. The meeting will be scheduled at a time and place convenient to the membership. Pursuant to the New York State Public Officers Law, WDB members may join the discussion through a conference call or video conferencing. WDB members may attend a WDB meeting through a video conference. If a video conference is used, then public notice must be made as to the location of available video conferencing locations and have the ability to participate.

Annual Meetings of CDO WDB: A meeting of the CDO WDB Directors shall be held annually for the election of a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer and Executive Committee Members-at-Large and the transaction of other business. This meeting shall be during the calendar month of July or as soon as practical after the start of the new fiscal year.

Special Meetings: The Chairperson is allowed to call a special meeting anytime at his/her discretion. The Chairperson shall call a special meeting of the Board of Directors whenever it is requested by a minimum of four members of the Board. This meeting shall be held within ten days of the date the request is received by the Chairperson. Special Meetings are subject to the Sunshine provisions of the Workforce Innovation and Opportunity Act, including public notice.

In accordance with the public notice provision of the Workforce Innovation and Opportunity Act, written notice of the annual meeting or regular meetings, stating the date, place, and hour shall be given personally, posted on the CDO WDB Web Site, by e-mail or by first-class mail not less than ten days before the date of the meeting.

Section 2: Attendance
Three consecutive unexcused absences from regularly scheduled Board meetings shall constitute just cause for removal from the Board. The Executive Director will monitor ongoing attendance of all Board members.

**Section 3: Quorum of Members**
At any meeting of the Board of Directors, the majority of the full Board, shall constitute a quorum for the transaction of any business. If the quorum is broken by the subsequent withdrawal of any members, any business transacted that requires a quorum must be held over until the next meeting.

**Section 4: Procedure**
Meetings will be started on time, according to Roberts Rules of Order.

**Section 5: Voting**
Every member of record shall be entitled to one vote on each matter submitted to a vote of members. A vote on a particular action or issue is only valid if the votes cast equal a majority of the total membership of the Board. In lieu of attendance, votes may be cast through the use of email, but action may only be authorized by the Board after receiving unanimous participation and consent. Proxy votes, or voting in advance of a meeting or after a vote has been taken, are all expressly prohibited by the Nonprofit Revitalization Act.

**Section 6: Use of technology**
In accordance with the public notice provision of the Workforce Investment Act, written notice of the annual meeting or regular meetings, stating the date, place, and hour shall be given personally, or posted on the CDO WDB Web Site, or by e-mail, or by first-class mail not less than seven days before the date of the meeting. If videoconferencing is to be used, the location of the videoconferencing site(s) and a statement indicating that the public may attend at any locations will be posted on the CDO WDB Website. Materials scheduled to be discussed at a meeting will be posted online before a meeting, or copies will be provided before or at the meeting, when possible.

**ARTICLE V- COMMITTEES**

1. There shall be an Executive Committee that 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 an Audit Committee, comprised solely of independent directors, to meet as needed to review financial reports and documents, and to establish, review and enforce all financial policies. They must meet with auditors before and after the
annual audit, and make recommendations to board regarding fiscal management and reporting.

4. There shall be a Whistleblower Committee that meets as needed to review reports of suspected illegal, fraudulent, improper, unethical or immoral acts. An employee must report any suspected incidents within three days of the transgression by submitting a New York State Department of Labor Incident Report. In the case of emergencies, regarding the safety or health of employees or monetary amounts greater than $50,000, the report must be filed within one day of the incident. Whistleblowers cannot be intimidated or harassed as a consequence of their allegations, even if they are erroneous. The CDO Workforce Chair is responsible for receiving violations and must report out as necessary to the board.

5. 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.

ARTICLE VII- Indemnification and Liability
No Officer, Executive Director, or Member of the Corporation shall be personally liable to any person or party dealing with the Corporation for any amount arising out of any claim, charge, service, obligation, or otherwise against the Corporation; and any such person or claimant shall be paid and reimbursed out of the funds of the Corporation. Further, no Officer, Executive Director, or Member of the Corporation shall be liable for any of his/her acts or actions or omissions either to the Corporation or to anyone else in the absence of bad faith or fraud; and such Officer, Director, or Member shall be entitled to reimbursement for any and all expenses incurred by him/her in defense of any action as provided by the laws of the State of New York. The Corporation shall provide insurance protection against suits for all Officers, Executive Director, and Members of the Corporation.

**ARTICLE VIII - MISCELLANEOUS**

**Gender and Number**- All nouns and pronouns herein, and any variations thereof, shall be deemed to refer to the masculine, feminine, singular or plural as the identity of the person or persons may require.

**Conflicts of Interest**- A member of the Board cannot vote on any matter that would provide direct financial benefit to the member or the member's immediate family, nor on matters of the provision of services by the member or the entity the member represents. An immediate family member is defined as any person related by marriage, in a domestic partnership, or consanguinity (blood) to the person involved.

No Board member may participate in a decision in which the member has a direct or indirect interest, particularly a financial interest, which is in substantial conflict with the discharge of the duties of the Board. A substantial interest would consist of a person who owns 10% or more of the voting stock, owns at least 10%, or at least $5,000, of the market value of a business; or funds received by the person from the business exceed 10% of the person’s gross income for the previous year; or if the Board member is related to a person in the first degree of affinity or consanguinity who has a substantial interest as defined previously.

A Board member shall avoid even the appearance of a conflict of interest. Prior to any vote or decision on any matter before the 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, organization or property that would be monetarily affected by any Board action, that member shall disclose the nature and extent of the interest or relationship in written documentation to the Secretary, and shall be absent from discussions and votes regarding the matter. All such abstentions shall be recorded in the minutes of the Board meeting. The director must annually resubmit all written statements to identify, to the best of their knowledge, any conflicts of interests.

**Related Party Transactions**; While exercising caution in entering into any related party transaction, the Board must ensure that the transaction is fair, reasonable, and in the best interests of the nonprofit. Alternative options must be considered before the Board votes, and the approval must be a majority. The Related Party must disclose their relationship to the transaction and abstain for deliberations and voting. The Attorney General may change, void, or
rescind any Related Party Transaction that is not reasonable, or in the best interests of the nonprofit.

Transparency: All meetings shall be open to the public; the Board may vote to go into Executive session to discuss personnel, status of negotiations, or other topics consistent with federal and State law.

ARTICLE IX- RECORDS MAINTENANCE AND ACCESSIBILITY
All records, meeting minutes, and files shall be maintained permanently, in compliance with the Record Retention Policy of the WDB, unless otherwise stated in the Accounting & Financial Policies and Procedures Manual. These records are accessible to the public.

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: ________________.

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WIB Secretary-Treasurer