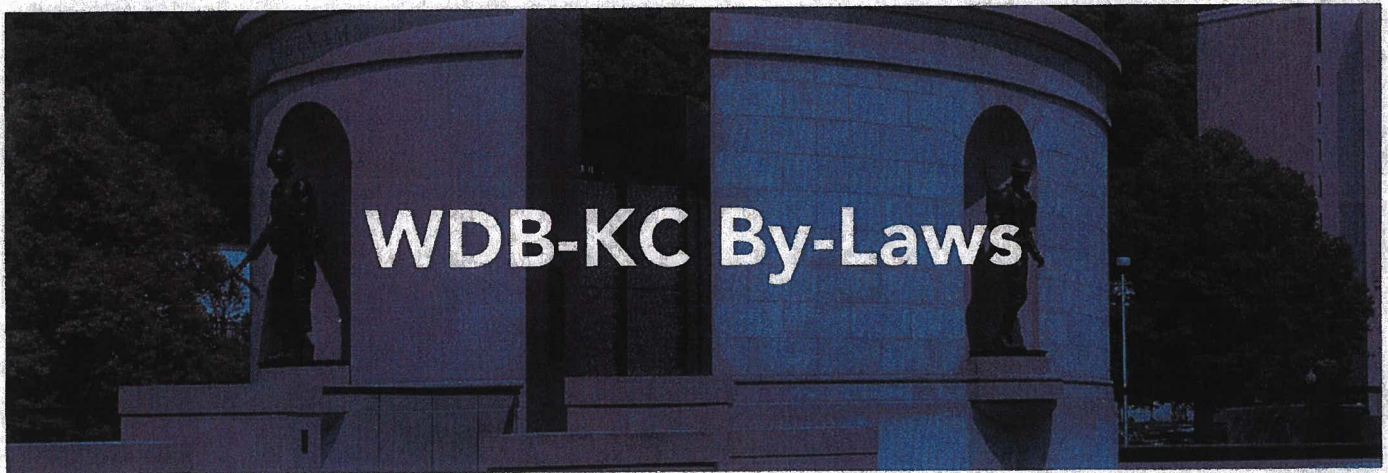




*Workforce*  
**DEVELOPMENT**  
**BOARD OF KANAWHA COUNTY**



**REGION III WORKFORCE  
INVESTMENT BOARD  
OF KANAWHA COUNTY, INC.**

**BY-LAWS**

**ARTICLE I  
NAME - AUTHORITY**

This non-profit corporation shall be named, known and styled as the Region III Workforce Investment Board of Kanawha County, Inc., dba Workforce Development Board of Kanawha County (hereinafter "WDB-KC"), and established by the Workforce Innovation and Opportunity Act of 2014 (80) WIOA and is herein referred to as the "Local Board".

**ARTICLE II  
OFFICES**

The principal offices of the WDB-KC shall be located at a site in Kanawha County as designated by the membership. WDB-KC may meet for the conduct of business at other locations as designated by the membership.

**ARTICLE III  
EFFECT OF BY-LAWS**

These By-laws are intended to govern the operation of the Local Board where state and federal law does not provide a procedure or requirement. Upon adoption by the full Board, the By-laws shall govern the conduct of business by the Board. These By-laws shall be construed consistently with the federal WIOA and with all applicable state and federal law, and in the event of any conflict the federal WIOA or such other law shall prevail.

**ARTICLE IV  
STATEMENT OF PURPOSE**

The purpose of the WDB-KC, in co-operation with the Local Elected Board of Kanawha County, is to consolidate, coordinate and improve workforce development programs pursuant to the provisions of the Workforce Innovation and Opportunity Act of July 2014 (hereinafter "Act"), and the federal regulations as issued by the U.S. Secretary of Labor for the implementation of the Act (hereinafter "Regulations"). WIOA repeals and supersedes the Workforce Investment Act of 1998 and amends the Adult Education and Literacy Act, the Wagner-Peyser Act, and the Rehabilitation Act of 1973 as amended.

## **ARTICLE V**

### **POWERS, FUNCTIONS, AND RESPONSIBILITIES**

The Board shall carry out its powers, functions, and responsibilities as delineated by the Workforce Innovation and Opportunity Act of 2014 (80FR 20689) and the federal WIOA legislation. The Board may adopt additional functions and responsibilities that are not inconsistent with any and all applicable state or federal law or these By-laws.

The powers, functions and responsibilities of the WDB-KC includes as follows:

- A. To be responsible for developing policy, goals, objectives, and overall direction of WDB-KC initiatives in Kanawha County with respect to activities under Title I of the Act;
- B. To integrate and align a more effective, job-driven workforce development system by Collaborating with workforce, education, and economic development partners;
- C. To ensure the needs of workers, youth, and individuals with barriers to employment, including individuals with disabilities, are met through the integrated workforce system;
- D. To increase the business community's involvement in the workforce development programs operated within the Kanawha County workforce development area represented by the Local Elected Official Board (hereinafter "LEO BOARD");
- E. To address workforce development needs of job seekers, workers and business within the Kanawha County workforce development area of Kanawha County area represented by the LEOs.

Additionally;

In partnership with the LEO Board, develop and submit plans and subsequent modifications to the Governor and/or other organizations for funding.

- 1) In agreement with the LEO Board and/or State of West Virginia, designate or certify the American Jobs Center / One- Stop Career Centers and terminate for cause the eligibility of One-Stop Career Centers;
- 2) Identify eligible providers of youth activities by awarding grants or contracts on a competitive basis based on the recommendation of the Youth Committee.
- 3) Identify eligible providers of training services for adults and dislocated workers;
- 4) Submit a budget to the LEO board for the purpose of carrying out the duties of the WDB-KC;
- 5) In partnership with the LEO Board, conduct oversight with respect to local programs of youth, adult and dislocated worker activities authorized under the Act;

- 6) In partnership with the LEO Board, negotiate and reach agreements with the West Virginia Workforce Development Board on behalf of the Governor on local performance levels.
- 7) Assist the West Virginia Department of Labor and Industry in developing a statewide employment statistics system;
- 8) Coordinate workforce development activities authorized under the Act with local economic development strategies and the development of other employer linkages with those activities;
- 9) Promote the participation of private sector employers in the statewide workforce development system; ensure private sector participation through the connecting, brokering and coaching activities, through intermediaries such as the American Job Center (One-Stop Career Centers) or through other organizations, to assist employers in meeting hiring needs;
- 10) Get approval /signatures from the LEO Board, develop and enter into a memorandum of understanding with the One-Stop partners in accordance with the Act.
- 11) In cooperation with the LEO Board, appoint a Youth Committee as a subgroup of the WDB-KC responsible for recommendation to the WDB-KC concerning youth programs/issues;
- 12) Solicit and accept grants and donations from sources other than federal funds made available under the Act;
- 13) Establishment of by-laws for the operation of the WDB-KC;
- 14) In partnership with the LEO board, solicit support and comment from the general public in providing comprehensive workforce development programs;
- 15) Promote good public relations for the entire workforce system;
- 16) Delegate functions and responsibilities to agencies, subcommittees or individuals as the WDB-KC deems appropriate for executive administration. All powers not expressly delegated are reserved by the WDB-KC in accordance with the Act;
- 17) Such other functions as the WDB-KC may deem appropriate for the exercise of the WDB-KC's powers and in discharge of the WDB-KC's duties and responsibilities under the Act and the regulations promulgated thereunder;

**ARTICLE VI**  
**MEMBERSHIP**

**A. Appointment of Members**

The Board membership is established by the Workforce Innovation and Opportunity Act of 2014, Training and Guidance Letter No. 27-14, 6-A, (WIOA Compliant Local Board) Operating Guidance and the Workforce Innovation and Opportunity Act (referred to as WIOA). (80FR 20689).

Appointment and re-appointment of members of the WDB-KC shall be done by the LEO Board in accordance with the provisions of the Act. Nominations and individuals selected from the private sector must reflect the industrial and demographic composition of the local labor market of the WDB-KC. All appointments must meet the provisions of WIOA Section 107 (b)(2).

Board members are the fiduciaries who steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as ensuring WDB-KC has adequate resources to advance its mission.

WDB-KC Board Members are representatives of organizations who are in a demand occupation as identified by the Department of Labor, or who bring expertise to workforce issues in the areas of workforce development, human resources, training and development, or knowledge of core workforce program function and community resources.

Board members must exercise due diligence and ensure that WDB-KC operates under applicable laws and acts in accordance with ethical practices; that the WDB-KC adheres to its stated corporate purposes, and that its activities support and advance its overall workforce mission.

**B. Composition of the WDB-KC**

Representatives appointed to the WDB-KC must have "optimum policy-making authority", that is the individual may reasonably be expected to speak affirmatively on behalf of the entity he or she represents and to commit that entity to a chosen course of action.

- 1) The membership of the WDB-KC shall consist of a minimum of 19 members necessary to comply with the Act;
- 2) The WDB-KC must be made up of at least a majority (51%) or ten (10) of private Sector business and industry representatives in the local area who are owners of businesses, including small business, chief executives or operating officers of businesses, and other business executives or employers with optimum policy making or hiring authority; represent businesses with employment opportunities that reflect the employment opportunities of the local area (in demand industry sectors) (WIOA section 3(23)), and are appointed from among individuals nominated by local business organizations and business trade associations. (WIOA Section 107(b)(2)(A))

- 3) At least four (4) or 20% representatives of the workforce within the local area, including Labor, and reps from the Joint Labor-Management Apprenticeship Program or Labor and at least one labor or community-based organization. (WIOA Section 107 (b)(2)(B))
- 4) Representatives determined by managing organizations of each of the required, mandated partners or ex-officio who are investors, as specified in the Act; One (1) representative from Adult Basic Education; (WIOA Title II) One (1) from Department of Rehabilitation Services; (Title I of the Rehabilitation Act Of 1973); One (1) from Higher Education or Community and Technical Education; One (1) from Wagner-Peyser Act (29 U.S.C. 49 et seq.), and one (1) representing Local Economic Development
- 5) May include such other individuals or representatives at large of entities as the chief local elected official in the local area may determine to be appropriate; other local agencies or entities administering transportation, housing and public assistance, and philanthropic organizations.
- 6) These provisions allow the chief local elected official the flexibility to assemble a local board that connects all key resources and stakeholders.
- 7) Members of the local workforce board may be appointed as a representative of more than one entity if the individual meets all the criteria described for representation of this guidance, for each entity represented.
- 8) Standing Committees – WDB-KC is authorized and may establish standing committees to assist the local board in carrying out its responsibilities. Standing committees must be chaired by a member of the local board.
- 9) Other Committees – The Chair may create such other committees as it shall deem appropriate, necessary, or convenient and may delegate to such committees any of its powers except the power to fill vacancies or alter the by-Laws. Such committees shall be subject to the control and direction of the committee chairperson and the act of most of the members of the committee present at a meeting at which a quorum is present shall make recommendations to the full board

**C. Term of Membership**

Appointment to the WDB-KC shall be for three (3) years, except when to fill an unexpired term or until replaced or reappointed.

**D. Resignation (Ex-officio members, Termination, and Replacement of Non-statutory**

1) Resignation

Any member, in his or her capacity as board member of WDB-KC, committee member, or officer, may resign such position by so stating at any meeting

of the Board, or by giving written notice to the Chair of the Board or the CLEO of the Board. Any resignation of a member from his or her position as a member or as the chair or vice-chair of the Board shall be effective the date of the resignation.

## 2) Vacancies / Replacement

Any non-statutory member of the board may be replaced by the LEO for the following reasons:

- a. Receipt of notification of resignation, as set forth in these By-laws;
- b. Failure to attend at least fifty percent (50%) of the regularly scheduled meetings of the Board in one-year (extraordinary conditions considered)
- c. Failure of a member to continue to hold the qualifications that were the basis for his or her initial appointment; or
- d. Failure to represent the Board in a manner deemed appropriate by the Board.

## 3) Removal

Any member may be removed, with cause, by a vote of two-thirds (2/3) of all the members of the WDB-KC who vote in favor of such removal.

## 4) New Members

In the event of a vacancy on the Board, a new member shall be selected as specified in the criteria set forth in Article VII (E) of these By-laws; Provided, that if Article VII (E) of these By-laws conflict with the applicable state and or federal law then the appropriate state and or federal law shall govern. The new member will serve the remainder of the term of the vacated position. The new member shall have the same qualifications as the departing member.

## E. Conflict of Interest

The Board shall adopt a policy addressing conflict of interest or the appearance of conflict of Interest according to West Virginia Code §6B-2-5 and agree upon guiding principles. Each member shall sign and adhere to a Conflict of Interest Policy established by the WDB-KC.

## **ARTICLE VII** **OFFICERS**

### **A. CHAIR**

The WDB-KC will elect a Chair from among the members representing the private sector business and industry by majority vote of the members present. The Chair will serve for a term of one (1) year. A Chair may serve up to two (2) consecutive terms. The Chair shall preside at meetings of the WDB-KC (both regular and special) and serve as an ex officio member of each committee. The Chair shall be empowered to sign all legal documents on behalf of the WDB-KC. The Chair shall appoint chairpersons of all committees. The Chair shall perform such other duties as may be assigned by the WDB-KC. The Chair will collaborate with the CLEO for appointment of new members.

## **B. VICE- CHAIR**

The Vice-chair shall be a member of the WDB-KC, elected by majority vote of the members present, for a term of one (1) year, and shall serve as chairperson in the Chair's absence. The Vice-Chair shall have such additional powers and perform such other duties as may be assigned by the WDB-KC.

## **C. TREASURER**

The Treasurer shall be a member of the WDB-KC, elected by the majority vote of the members present, for a term of one (1) year. The Treasurer shall provide oversight of the financial records of the corporation. Hard copies of financial reports shall be maintained by WDB-KC staff. These records shall be available to the public in accordance with the applicable open meetings and freedom of information laws. The Treasurer shall have such additional powers and perform such other duties as may be assigned by the WDB-KC.

## **D. SECRETARY**

The Secretary shall be a member of the WDB-KC, elected by the majority vote of the members present for a term of one (1) year. The Secretary shall provide oversight of the corporation, to matters such as minutes of the WDB-KC meetings. Hard copies of meeting minutes will be maintained by WDB-KC staff. These records shall be available to the public in accordance with applicable open meetings and freedom of information laws. The Secretary shall have such additional powers and perform such other duties as may be assigned by the WDB-KC.

Election of officers shall be held at the Annual meetings as designated in Article VIII. In the event of a vacancy, the WDB-KC shall elect new officers at its next regular meeting. In the case of the Chair, the Vice-Chair shall serve as the interim chairperson until the next regular meeting, where an election shall take place for the vacated office.

## **ARTICLE VIII** **COMMITTEES**

There shall be from time to time such standing and special committees created and appointed to make recommendations and carry out functions for the purpose of efficiently the WDB-KC.

### **A. Executive Committee**

The chair of the WDB-KC Board shall designate members of the Executive committee.

- Executive committee will consist of chair, vice chair, treasurer, secretary and standing committee chairs
- Executive committee to consist of members representing
  - ✓ At least 51 % business representatives
  - ✓ One member at large representing organized labor member



- ✓ Two members at large representing mandatory agency representatives
- ✓ Executive committee total numbers – minimum of 7 and maximum of nine
- ✓ Youth committee Chair

The WDB-KC Chair of the Board will chair the Executive Committee

- B. Standing committees may be designated for such functions as Executive, Finance, Strategic Planning, One Stop, Youth Committee, Employer Relations; Committees relating to the provision of services to individuals or other areas as designated by the WDB-KC, (such as a standing committee ensuring the needs of workers, youth, and individuals with barriers to employment, including but not limited to individuals with disabilities, are met through the integrated workforce system. Standing committees must be chaired by a member of the WDB-KC Board.
- C. All appointments to committees shall be made by the Chair of the WDB-KC in accordance with these by-laws and reported to the WDB-KC at a regularly scheduled meeting.
- D. All committee meetings, including the Executive Committee, are open to all WDB-KC members.
- E. A nominating committee of not less than three members to serve as ballot commissioners, shall be appointed by the WDB-KC Chair and shall convene, not less than one month prior to the annual meeting, to nominate officers for the next board program year. Nominations shall be accepted from the nominating committee recommendations, by letter, by mail, electronically communicated by e-mail, and from the floor. Once nominations are closed, a vote will be taken to elect officers for the next program year. (See Article VII E)

Members of the Executive Committee shall serve a term of one (1) year. The Executive Committee shall also serve as the Personnel Committee and the liaison to the CLEO Board.

The Executive Committee shall meet regularly to carry on the necessary business of the WDB-KC. Most of the Executive Committee shall constitute a quorum and the Executive Committee shall exercise the authority of the members, provided, however, that action be taken by the Executive Committee is reported to the members at the next regular meeting and such action is ratified by the members. The Executive Committee shall keep minutes of its proceedings in accordance with Article VII. The Chair of the WDB-KC shall sit as Chairperson of the Executive Committee.

#### **ARTICLE IX**

#### **BOOKS, RECORDS & REPORTS**

- A. Accounting Procedures – The WDB-KC shall keep all books in accordance with generally accepted accounting procedures as outlined in the WDB-KC's Financial Policies and Cost Allocation Plan.
- B. Fiscal Year – the WDB-KC shall operate on a fiscal year, beginning on July 1<sup>st</sup> of each year.
- C. Annual Reports – Annual reports of the WDB-KC shall be prepared as directed by the membership.
- D. Books, Records and Minutes – The WDB-KC shall keep correct and complete books and records

of account and minutes of proceedings. All books, records of account and all financial records of the WDB-KC shall be audited not less than annually by one or more independent certified public accountants, as selected by the WDB-KC or by such method as required by law.

- E. Audits- WDB-KC will co-operate and participate with State auditors for annual reviews and with an independent, outside auditor.

#### **ARTICLE X** **MEETINGS**

- A. Annual Meeting—The last regularly scheduled meeting of the fiscal year shall be termed the “Annual Meeting” for the purpose of election of officers, approving the budget, and the transaction of such other business as may be properly brought before the WDB-KC. The program year annual report shall be distributed to all members at a regularly scheduled meeting and mailed to those members who are not in attendance.
- B. Regular Meetings – Regular meetings shall be held at the times and places as the WDB-KC deems necessary. The WDB-KC shall meet not less than six (6) times during the fiscal year.
- C. Special Meetings – Special meetings may be called at any time by the Chair; the CLEO or by petition of at least nine (9) members of the WDB-KC.
- D. Notice of Meetings – There shall be notice, personally, by mail, e-mail, facsimile or telephone at least five (5) calendar days before the meeting. Notice of a special meeting shall be served in the same manner at least five (5) working days before such meeting. Meetings shall be announced, open and accessible to the public in accordance with the applicable law (Sunshine Law), at a location that is accessible to persons with disabilities. Minutes shall be maintained at the corporate offices of the WDB-KC for public access.
- E. Conduct of Meetings – Meetings, including the order of business, shall be conducted in accordance with *Roberts’ Rules of Order*, except insofar as the Articles of Incorporation, these by-laws, or any rule adopted by the WDB-KC may otherwise provide.
- F. Attendance may be in-person or through telephonic technology.
- F. Executive Session – At any meeting where personnel matters, and other matters of a sensitive nature, are to be discussed, the WDB-KC and its committees may convene into executive session, which will not be open to the public. The results of the executive session will be included in the minutes of the meeting.

#### **ARTICLE XI** **QUORUM AND VOTING**

- A. A quorum is required for the official conduct of business by the WDB-KC.
- B. A quorum shall consist of one third (1/3) of the current members, plus one

or two to achieve an odd number of members

- C. Each member of the WDB-KC shall have one vote, cast only when present.
- D. A majority vote of such quorum shall be necessary for the transaction of any business by the board. No vote shall be taken by secret ballot.
- E. Proxy- Use of the proxy will not be permitted, with the exception of the following: Certain members of the Board serving as ex officio members have the right to name a designee to represent them on the Board (pursuant to the Workforce Innovation and Opportunity Act of 2014 (80FR 20689), and any designee so named will have voting privileges and equal to those that would have been enjoyed by the ex officio Board member designating replacement.

## **ARTICLE XII**

### **STAFF**

WDB-KC will hire an Executive Director who shall hire such staff or consultants as is budgeted and prescribed by the WDB-KC to conduct and carry out the duties of the WDB-KC.

#### **Duties of the Executive Director**

- A. The Executive Director shall serve as the Workforce Development Board's executive officer and as such is subject to oversight, discipline, suspension, termination, etc., through a majority vote of the WDB-KC.
- B. The Executive Director shall perform such services assigned by the Board as may be necessary to accomplish the purposes for which the Board was established, namely the management and execution of the Workforce Innovation and Opportunities Act.
- C. The Executive Director shall conduct constant inquiry and studies into the problems of and best practices related to workforce development in the region, state, and nation.
- D. The Executive Director shall employ such other personnel as may be required from time to time to carry out the functions of the Board and may assign to the personnel so employed such functions and duties and may delegate to other personnel such powers as may be necessary to accomplish the purposes for which the Board was established.
- E. The Executive Director shall make those financial decisions that are commensurate with the efficient management of the Board office and in support of the activities of the Workforce Innovation and Opportunities Act.
- F. The Executive Director is authorized to apply for and receive grants and contracts on behalf of the Board. The Executive Director is further authorized to execute any and all documents relating thereto on behalf of the Board. Applications for and receipt of grants and contracts shall be reported to the Board.

G. The Executive Director is authorized to conduct the day-to-day administrative affairs of the Board and staff of the Board.

**Delegation of Authority**

A. The authority delegated by the Board to the Executive Director may be further delegated by the Executive Director in writing to appropriate and responsible elected officials.

**ARTICLE XIII**  
**COMPENSATION**

Members of the WDB-KC Board and committees thereof shall not receive any salary or wages for their services as such but may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties. Reimbursement will be offered to members on a per diem basis only, and only in accordance with applicable General Service Administration (GSA) standards. Nothing herein shall be construed to prevent members of the Board from receiving regular or special compensation from their respective employers subject to provisions of these By-laws. Members who are employees or appointed officials of other agencies of the State should seek reimbursement of expenses from such other state agency.

**ARTICLE XIV**  
**INDEMNITY**

The WDB-KC shall indemnify any and all present or former directors, officers, and members and their heirs, executors, and administrators, in accordance with and to the fullest extent permitted by law, for the costs incurred by them in connection with the defense, compromise or settlement of any civil action, suit or proceeding in which they, or any of them are made parties or a party, by reason of having been directors, officers or members of the WDB-KC; except that, in the case of any action, suit or proceeding brought by the WDB-KC or another person to assert a right of the WDB-KC, there shall

be no indemnity in relation to matters as to which any such individual shall be adjudged in such action, suit or proceeding to be liable for negligence or other misconduct in the performance of a duty to the WDB-KC.

The WDB-KC shall maintain and shall pay all the premiums for Directors and Officers Legal Liability Insurance. Such insurance shall be for such amounts, shall be upon such terms and conditions and shall be with such insurance companies as may be agreed upon from time to time by the WDB-KC.

**ARTICLE XVI**  
**MISCELLANEOUS**

**A. ADOPTION OF BY-LAWS**

These By-laws shall be adopted by a majority vote of the members present and voting at the time of

its proposal to the WDB-KC for ratification.

**B. AMENDMENT OF BY-LAWS**

These By-laws may be amended at any regularly scheduled meeting of the Board by two thirds (2/3) vote of the members present, provided that the item is included in the agenda for the meeting, has been submitted in writing to the Chair not less than 30 days prior to the meeting, and provided the amendment and such procedure to adopt it are in compliance with any applicable state or federal laws and regulations. Any proposed notification of amendment(s) to the By-laws will be submitted to Board members in writing or by electronic mail (Email) 15 calendar days prior to the meeting the amendment(s) will be voted on.

**C. INVALID PROVISIONS**

If any provision of these By-laws is held to be illegal or invalid under present or future state or Federal law, such provision shall be fully and severable and these By-laws construed and enforce as if such illegal or invalid provision had never comprised a part thereof. Remaining provisions shall remain in full force and effect and shall not be affected by the illegal or invalid provisions or by its severance here from. Further, in lieu of such illegal or invalid provisions, there shall be added automatically by Board Chair as part of the By-laws a legal and valid provision as similar in terms to such illegal or invalid provision as may be possible. The latter provision shall be approved by a majority of the Board.

**D. INTERPRETATION AND CONSTRUCTION**

The Executive Committee shall resolve any conflict relating to the meaning of these By-laws. The headings inserted in these By-laws have been used for convenience only and shall not constitute matter to be construed and interpreted in connection with these By-laws. Unless the context clearly requires otherwise, words in masculine general shall include feminine and the neuter, words in singular and plural shall include the other, and the word "including" and the derivative or similar words or terms shall mean "including but not limited to."

THIS IS TO CERTIFY that the above referenced by-laws of the Region III Workforce Development Board of Kanawha County were duly adopted by its members on this

\_\_\_\_\_, CHAIR

\_\_\_\_\_, SECRETARY

\_\_\_\_\_, CHIEF LOCAL ELECTED OFFICIAL

**Adopted**

**02/18/2020**

**Revised 11/12/2021**

**Revisions considered the restructure and retirement of the Workforce Investment Act of 1998 and replaced with "The Workforce Innovation and Opportunity Act", effective July 01, 2015.**