

**BY-LAWS**  
**Of**  
**The North Central Florida Workforce Development Board, Inc.**  
A Florida Not-for-Profit Corporation

The provisions of this document constitute the By-Laws which shall be utilized to govern the management and operation of the North Central Florida Workforce Development Board, Inc., (NCFWDB or LWDB 9) a Florida not-for-profit corporation.

**ARTICLE I**  
**DEFINITIONS**

Section 1.1 – Definitions

- A. “Acts” shall mean and refer to the Federal Workforce Innovation and Opportunity Act of 2014, Public Law 113-128 and Florida Workforce Innovation Act of 2000, Chapter 445, Florida Statutes, collectively;
- B. “CareerSource Florida” (CSF) shall mean the staff appointed to carry out the policies of the State of Florida workforce development board which is called the CareerSource Florida Workforce Development Board of “CSFWDB”.
- C. “CareerSource North Central Florida” shall mean and refer to the administrative entity created by the Interlocal Agreement by and between Alachua and Bradford counties pursuant to §163.01, Florida Statutes (“Interlocal Agreement”), and designated to provide and serve as support staff to LWDB 9 and the Council to carry out the purposes of the Interlocal Agreement and the Agreement between the Council and LWDB 9.
- D. CareerSource North Central Florida One-Stop System shall mean the physical career center and technological career center communications network established pursuant to WIOA to deliver workforce services to the North Central Florida Workforce Development Area.
- E. “Chief Executive Officer” (CEO) shall mean the top executive of CSNCFL.
- F. “Chief Local Elected Officials” (CLEO) shall mean and refer to the Chair of the Board of County Commissioners for Alachua and Bradford counties, respectively.
- G. “Council” shall mean the Dual County Workforce Development Council (“Council”) created through the Interlocal Agreement entered into between Alachua and Bradford counties which provide, among other authorities and responsibilities, for the creation of LWDB 9 and the appointment of its members.
- H. “DEO” shall mean and refer to the Florida Department of Economic Opportunity.

- I. "Fiscal Agent" shall mean the Chief Financial Officer ("CFO") of CSNCFL. CSNCFL shall be the entity designated to receive funds under Master Agreement with DEO. The CFO shall be responsible for the disbursement of funds as directed by the Council /LWDB 9 action at a properly noticed meeting or in accordance with policy adopted by the Council/LWDB 9 at a properly noticed meeting.
- J. "Florida WIA" shall mean and refer to the Florida Workforce Innovation Act of 2000, Chapter 445, Florida Statutes.
- K. "Local Grant Recipient" shall mean and refer to the counties of Alachua and Bradford.
- L. "Local Grant Sub-Recipient" shall mean and refer to CSNCFL.
- M. "Local Workforce Development Area" (Local Area) shall mean and refer to a jurisdiction for the administration of workforce development activities. A jurisdiction must be designated as a Local Area by the Governor in order for the jurisdiction to receive WIOA Title I, subtitle B formula grants. In north central Florida it is Alachua and Bradford Counties.
- N. "Local Workforce Development Board 9" (LWDB 9) shall mean the local workforce board whose members are those individuals appointed by the Council, and who in partnership with the Council, set policy for CSNCFL.
- O. "LWDB Staff" or "Staff to the LWDB" shall mean and refer to CSNCFL.
- P. "North Central Florida Workforce Development Area" (NCFWDA) shall mean the geographic areas comprising Alachua and Bradford counties.
- Q. "WIOA" shall mean and refer to the Federal Workforce Innovation and Opportunity Act of 2014, Public Law 113-128.
- R. "4-year Local Area Workforce Plan" (Local Plan) shall mean and refer to the 4-year action plan which sets forth the strategies for the investment of resources to meet the objectives of the various workforce grants and programs including but not limited to the development, alignment, and integration of service delivery strategies in support of the State's vision and strategic and operational goals.

**ARTICLE II**  
**NAME, SERVICE AREA, AND OFFICE LOCATION**

Section 2.1 – Name

The legal name of the organization shall be the North Central Florida Workforce Development Board, Inc., hereinafter referred to as "NCFWDB" or "LWDB 9".

Section 2.2 – Service Area

The NCFLWDB shall serve the employers and residents of Alachua and Bradford counties, Florida.

### Section 2.3 – Office Location

The official office location and mailing address shall be 10 NW 6<sup>th</sup> Street, Gainesville, FL 32601

## **ARTICLE III PURPOSE AND USE OF FUNDS**

### Section 3.1 – Purpose

The purposes for which the NCFWDB is formed, and its business goals and objectives, are as follows:

- A. To serve as the Local Workforce Development Board for Region 9, as certified by CSF.
- B. Together with the Council to oversee the creation of a comprehensive and high-quality workforce delivery system in the NCFWDA and to maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided.
- C. To deliver customer-focused, value-added workforce solutions designed to meet the specific needs of employers and job seekers.
- D. Together with the Council to provide policy and oversight over CSNCFL and the CSNCFL one-stop system.
- E. To enhance the provision of workforce development services; increase the involvement of the business community, including small and minority businesses, in workforce development activities; to increase private sector employment opportunities; and to ensure the economic health of the community.

### Section 3.2 – Use of Funds

- A. The NCFWDB in conjunction with the Council shall approve the use of funds in ways that will most effectively satisfy the labor market demand needs of the residents and business community to enhance the economic well-being of the community and to invest their resources so as to result in attainment of the performance measures negotiated with DEO.
- B. The NCFWDB in conjunction with the Council shall approve the use of funds in accordance with Section 4.3 paragraph I and in a manner that takes into account sustained fiscal integrity and accountability pursuant to 2 CFR 200 et. seq., WIOA and the corresponding

Federal Regulations and State policies as well as the laws and regulations applicable to such other grant funds or donations received.

- C. Investments, loans or evidence of indebtedness or promises to pay shall not be contracted for on behalf of the NCFWDB unless authorized and approved by both the LWDB 9's Board of Directors and Council.
- D. The NCFWDB in conjunction with the Council shall exercise oversight over the funds awarded to the NCFWDA.

#### **ARTICLE IV** **BOARD OF DIRECTORS**

##### Section 4.1 – Governing Body

The LWDB 9 shall be governed by a Board of Directors, to be appointed by the Council as provided herein.

##### Section 4.2 Incorporation

The LWDB 9 shall incorporate as a Florida not for profit corporation in accordance with the Section 501(c)(3) of Internal Revenue Code.

##### Section 4.3 - Appointment of Board Members

- A. The Council shall appoint members of the Board of Directors (“Board”) consistent with criteria established under WIOA, the Governor, and the Interlocal Agreement;
- B. The initial appointments of LWDB 9 member shall be fixed and staggered terms of two and three years. Thereafter, new and reappointed members shall be appointed for terms of two (2) years. No member will serve more than ten (10) consecutive years.
- C. The authority to appoint, reappoint or revoke the appointment of members to LWDB 9 lies solely with the respective County’s CLEO that appointed the LWDB 9 member. Members of the Board shall serve at the pleasure of the Council elected official who appointed them. The member may be removed either for or without cause at any time;
- D. Members of the Board may identify and encourage potential applicants to apply for appointment to the Board in accordance with the application process set forth by the Council;
- E. The CSNCFL CEO shall provide or arrange for annual training to Board members to ensure they are aware of their roles, responsibilities and functions to include an orientation and training for new Board members and periodic updates as needed;

- F. The number of Board members and the categories of membership shall conform to Federal and State legislation, regulations and policies.

#### Section 4.4 – Authority and Responsibilities

All corporate powers shall be exercised by or under the authority of the Board in conjunction with the approval of the Council, and the business and affairs of the Corporation will be managed under the direction of the CEO. The Board and Council shall direct strategic and operational oversight of the Corporation to help develop a comprehensive and high-quality workforce delivery system in the NCFWDA.

The Board’s general responsibilities shall include, but not be limited to:

- A. Establishing, adopting and overseeing policies for governance, administration and operation of the Corporation to carry out the functions of the LWDB 9 as outlined in WIOA in coordination with the Council as provided herein and in the law governing the funds awarded to the NCFWDA;
- B. Developing, ratifying and submitting or amending the Local Plan pursuant to Public Law No. 113-128 WIOA and the provisions of Florida Statute 445.007 subject to the approval of the Council; Convening local workforce development system stakeholders to assist in the development of the Local Plan and in identifying non-Federal expertise and resources to leverage support for workforce development activities;
- C. Coordinating agreements with the Council that are necessary to designate the administrative entity and fiscal agent for the NCFWDA;
- D. Providing oversight of the Corporation’s programs, costs and performance outcomes together with the Council;
- E. Identifying and selecting providers of youth services;
- F. Identifying, selecting and approving eligible training providers and other providers of training services;
- G. Together with the Council identifying, selecting and approving career services provider(s);
- H. Together with the Council selecting the One-Stop Operator(s);
- I. Developing an annual planning budget for the activities of the CSNCFL with approval of the CEO and consistent with the Local Plan and the duties of the LWDB 9. The annual planning budget shall be presented to the Council in May or June of each year prior to the start of the program year based upon the planning numbers provided by DEO. The annual planning budget shall include all non-federal revenues and discretionary grants. There shall be a “true-up” report showing the actual awards and budget vs actual in December or January every year.

- J. Together with the Council negotiating and reaching agreement on local performance indicators with the Governor.
- K. Coordinating the Local Area's workforce investment activities with economic development strategies and developing other employer linkages with such activities.
- L. Developing the Regional Targeted Occupations List.
- M. Ensuring grievance procedures and equal opportunity representation is available and made known to staff, participants, and other interested parties in the local workforce development system.

#### Section 4.5 – Employment of a Director and Staff

- A. The administrative entity, CSNCFL shall staff the Board. The Chief Executive Officer (CEO) shall report to the Board and the Council and shall be responsible to hire sufficient personnel to carry out effective and efficient operations of workforce development programs as defined in the Local Plan and to provide necessary technical assistance to any sub-grantee's providing workforce services.
- B. The Board may recommend to the Council that the CEO be suspended, with or without pay, or may recommend that the Council remove the CEO who serves at the pleasure of the Council.

#### Section 4.6 – Authority of Individual Board Members

- A. Board members have authority over the affairs of the LWDB 9 only when acting as a Board of Directors legally in session. The Board shall not be bound in any way by any action or statement on the part of any individual Board member except when such statement or action is taken when carrying out specific instructions by the Board.
- B. Members of the LWDB 9 and its Committees may be contacted for comments on NCFWDA, Board or Council matters and/or issues of public interest. Board and Committee members shall direct any such requests to the CSNCFL CEO who is designated as the official spokesperson for the NCFWDA. He/she shall update the Council and LWDB 9 Chairs regarding public comments as appropriate and shall take direction from the Council Chair who may also choose to comment or to have the LWDB 9 Chair comment.

#### Section 4.7 - Categories of Board Membership

Consistent with criteria defined by the U.S. Department of Labor, WIOA, the State of Florida, and Florida WIA, Board member composition shall be in accordance with the following categories:

- A. Business: These shall be individuals; who are business owners, including small business, chief executives or operating officers, employers or other individuals with optimum policymaking or hiring authority, provide employment opportunities that include high-quality, work relevant training and development in in-demand industry sectors or occupations, and are nominated by business organizations or business trade associations. Business sector representatives shall constitute a minimum of fifty-one percent (51%) of the total Board.
- B. Workforce: These shall be representatives; of local labor organizations nominated by local labor federations, member of a local labor organization or a training director from a joint labor-management apprenticeship program, or if no joint program exists an individual from an apprenticeship program, may include community based organizations that have demonstrated experience and expertise in addressing employment needs of individuals with barriers, including organizations that serve veterans or individuals with disabilities, and out of school youth. Workforce sector representatives shall constitute a minimum of twenty percent (20%) of the total Board.
- C. Education and Training: Representatives shall include; providers administering adult education and literacy activities under WIOA Title II, institutions of higher education providing workforce investment activities, and a private institution of higher education providing workforce investment activities in accordance with FS §445.07.
- D. Government, Economic/Community Development: Representatives of governmental, and economic and community development entities; economic and community development entities serving the Local Area, State Employment office/Wagner-Peyser Act 29 U.S.C. 720 et seq, WIOA Title I of rehabilitation act of 1973, may include agencies representing transportation, housing, public assistance, philanthropic organizations or representatives of entities or individuals as the Council determines to be appropriate.
- E. All Board members shall be individuals with optimum policymaking authority within their organizations, agencies or entities. A representative with “optimum policymaking authority” is an individual who can 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.
- F. An individual may be appointed as a representative of more than one membership category if the individual meets all criteria for such representation. If an individual represents more than one membership area, he or she must be appropriately nominated by the organization or entity he or she will represent in each category and must have optimum policymaking authority within each membership area represented.
- G. To the extent possible nominees shall represent the urban and suburban nature as well as the demographic, ethnic, and gender characteristics reflective of the NCFWDA.

#### Section 4.8 - Qualifications

Members of the Board shall be U.S. citizens or permanent residents, and residents and registered voters of Alachua or Bradford counties, or if they are business owners the business or an office of the business shall be located in Alachua County or Bradford County, or business representatives must be employed by a business that is located in one of those two counties. The residency and voter registration requirements may be waived, for members of required categories only, at the recommendation of the Council.

#### Section 4.9 – Financial Disclosure

Each Board member is considered a “public servant” and as such is required to file a statement of financial interests within thirty (30) days of appointment to the Board, and annually thereafter, as well as upon completion of their term on the Board.

#### Section 4.10 - Compensation

No compensation will be paid to Board members for services performed as members of the Board. Board members may be reimbursed for expenses incurred when traveling on official business of the Board or Council. Reimbursement of expenses must conform to the State’s established travel policy.

#### Section 4.11 - Notification of Vacancies

The Board Chair or the CEO will notify the Council when Board vacancies occur through written correspondence to the Chair of the Council.

### **ARTICLE V** **BOARD MEMBERSHIP**

#### Section 5.1 – Terms of Membership

- A. In accordance with WIOA and Florida WIA, whenever a mandatory seat on the Board must be filled by an individual occupying a specific position in an organization, agency or institution, their term of office shall not expire except and unless the federal or state statute is amended to exclude the position; and
- B. If a Board member resigns prior to his or her term end date, or ceases to represent the category to which they were appointed, in which case they shall be considered as having defacto resigned, the Council shall appoint an individual to fill the seat in accordance with required nomination procedures. Upon appointment, the new member shall serve the remainder of the unexpired term of the member whose vacancy he or she is filling.



## Section 5.2 – Attendance

Three (3) consecutive absences from regularly scheduled Board meetings, without an excuse approved by the Board Chair, shall constitute a de facto resignation of the Board member. Three (3) consecutive absences from regularly scheduled Committee meetings, without an excuse approved by the Committee Chair, shall constitute a de facto resignation from the Committee. De facto resignation from a Committee will not impact the individuals' membership on the Board or membership on other Committees.

## Section 5.3 – Resignation of Membership

A Board member may resign his or her membership on the Board at any time by submitting a resignation in writing to the CSNCFL CEO. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation.

## Section 5.4 – Revocation of Membership

The Chair may recommend revocation of Board membership to the CEO for the following reasons:

- A. A member's disability, illness or inability to perform their duties on the Board;
- B. Alleged unethical or illegal practices or actions, in which instance if the matter is resolved in favor of the member, they would be eligible for reappointment to the Board;  
or
- C. Failure to carry out duties, responsibilities or functions of a Board member as defined herein.

## **ARTICLE VI** **BOARD OFFICERS**

### Section 6.1 - Board Officer Positions

- A. The Board Officers shall consist of a Chair, a Vice-Chair, and a Secretary/Treasurer.
- B. The Chair and Vice Chair shall be selected from the private sector members.

### Section 6.2 - Nomination and Election of Board Officers

The Officers shall be elected as follows:

- A. A slate of nominees for Officers shall be presented to the Board by an Ad Hoc Nominating Committee appointed by the Chair at the December or January meeting.

B. The Officers shall take office at the meeting immediately subsequent to their election.

### Section 6.3 – Duties of Board Officers

A. Duties of the Chair shall include:

1. Presiding at all meetings of the Board.
2. Serving as Chair of the Executive Committee.
3. Making all committee Chair appointments subject to these By-laws.
4. Calling special meetings of the Board.
5. Establishing Ad-Hoc Committees as deemed necessary to conduct the business of the Board and make appointments thereto such as but not limited to proposal review committees, governance committee, or nominations committee.
6. Serving as a signatory for LWDB 9 on documents requiring the signature of the Chair.
7. Performing all duties incident to the office of Chair.

B. Duties of the Vice-Chair shall include:

1. Presiding over meetings of the Board in the absence of the Chair;
2. Serving as a member of the Executive Committee.
3. Serving as a signatory on required documents in the absence of the Chair.
4. Performing all duties incident to the office of Chair in the absence of the Chair.

C. Duties of the Secretary/Treasurer shall include:

1. Serving as a member of the Executive Committee.
2. Serving as a member of the Finance Committee
3. Performing all duties incident to the office of Treasurer.

### Section 6.4 – Terms of Board Officers

- A. The term of office for the Board Chair, Vice-Chair, Treasurer and Secretary shall be for one (1) year, from January 1 or the month following the date of the election through December 30.
- B. Board Officers shall serve no more than two (2) consecutive terms of one (1) year each in the same office, if re-elected, provided that the time in office does not exceed the limits of their term of membership on the Board. After two (2) consecutive terms, the Officer shall then step down from their position for a minimum of one (1) year, although they may continue to serve as Board members, or in other offices.

#### Section 6.5 – Vacancy in One of the Officer Positions

If a vacancy in any office other than the Chair occurs due to the illness, resignation, etc. of the Officer elected, a replacement shall be elected to serve the unexpired term of office at the next regularly scheduled LWDB 9 meeting where a quorum is established. If the office of Chair becomes vacant, the Vice-Chair will assume the office of Chair for the remainder of the unexpired term. The office of Vice-Chair will then be filled in the manner in which the Vice Chair was elected.

### **ARTICLE VII** **BOARD COMMITTEES**

#### Section 7.1 – Standing Committees

- A. Standing Committees shall be the Executive Committee, the One-Stop Adult/Dislocated Worker Performance Committee, The Youth Committee, and the Finance Committee.
- B. The Council may create, expand or combine Standing Committees as determined necessary for the efficient operation of the LWDA 9. The LWDA 9 may initiate creating, expanding or combining Standing Committees by providing recommendations for Council consideration and approval.

#### Section 7.2 – Ad Hoc Committees

The Chair may appoint Ad Hoc Committees as determined necessary.

#### Section 7.3 – General Guidelines of Committee Membership

- A. All Board members shall be required to serve on at least one (1) Standing Committee;
- B. All committees shall be chaired by a Board member appointed by the Board Chair. The Chairs of the One-Stop and Youth Committees may appoint Board and non-Board members deemed appropriate to serve on these committees. Board members shall comprise a majority of each committee; and

#### Section 7.4 - Terms of Executive Committee Members and Committee Chairs

The term of office for Committee Chairs shall be one (1) year. After two (2) consecutive terms, Committee Chair shall step down from their position for a minimum of one (1) year, although they may continue to serve as Board and Committee members.

#### Section 7.5 – Executive Committee Membership, Duties and Responsibilities

- A. The Executive Committee shall be chaired by the Board Chair and shall consist of the Board Chair, Vice-Chair, Treasurer/Secretary, Chairs of the Standing Committees, and the Immediate Past Chair.
- B. The Executive Committee shall also be responsible for:
  - 1. Reviewing and recommending for Council approval the CEO's performance evaluation and compensation.
  - 2. Reviewing and overseeing the CEO's succession plan to ensure continuity of leadership and uninterrupted delivery of services during the time needed to select a new CEO, including recommending for Council approval the selection of an Interim CEO.
  - 3. Reviewing matters that come before the entire Board and recommending them for approval to the full Board.
  - 4. Serving as the compensation committee when necessary to approve personnel policies which shall be aligned with that of Alachua County to the extent possible, and employee salary and benefits plans from time to time.
  - 5. Reviewing and recommending for Board approval policies ensuring employees meet the necessary WIOA training requirements.

#### Section 7.6 – One Stop and Performance Committee

The One-Stop and Performance Committee's general responsibilities shall include, but not be limited to:

- A. Reviewing and recommending for Board approval the services and programs being delivered to employers and job seekers.

- B. Reviewing and recommending for Board approval eligible training provider applications, termination, and other actions pertaining to training vendors.
- C. Reviewing and recommending for Board approval, and maintaining, the Regional Targeted Occupations List.
- D. Reviewing and recommending for Board approval partnerships with economic development organizations and other business associations in accordance with the NCFWDA strategic plan.
- E. Providing recommendations with respect to matters relating to the one-stop delivery system.
- F. Providing recommendations with respect to making the one stop system accessible so as to provide better service individuals with disabilities.
- G. Providing recommendations regarding the coordination of one-stop partner services.
- H. Providing oversight and recommendations for performance improvement including a review of CSNCFL attainment of state negotiated performance measures.
- I. Making recommendations related to the identification of targeted business sectors.

#### Section 7.7 – Youth Committee Membership, Duties and Responsibilities

The Youth Committee's membership and responsibilities shall include, but not be limited to:

- A. Members in addition to Board members who shall be in the majority and Chair the committee include members of community-based organizations who provide services to eligible youth, and other individuals with appropriate expertise and experience.
- B. Reviewing and recommending for Board approval youth service providers.
- C. Reviewing the plans and services of other agencies and one-stop partners relating to improving coordination of services to youth.
- D. Reviewing the performance reports relating to youth services and considering recommendations based upon the reported performance.
- E. Working with other community partners to solicit grant opportunities as a means of increasing overall youth workforce development services.

#### Section 7.8 – Finance and Audit Committee Membership, Duties and Responsibilities

The Finance Committee shall be chaired by the Secretary/Treasurer. The Finance Committee's general responsibilities shall include, but not be limited to:

- A. Providing oversight of the fiscal affairs of the Corporation to ensure fiscal integrity and accountability of all funds.
- B. Reviewing and recommending for Board approval the CSNCF annual planning budget. The annual planning budget shall be based upon the planning numbers provided by DEO and shall include all non-federal revenues and discretionary grants.
- C. Reviewing and recommending for Board approval all modifications to the budget.
- D. Reviewing and recommending for Board approval the annual IRS Form 990 submission.
- E. Reviewing and recommending for Board approval the selection of an audit firm, if it is not Alachua County's audit firm, which shall be responsible for performing the annual financial audit.
- F. Review of the annual Audit Report which shall first be presented to the Finance and Audit Committee and then to the full Board for approval.
- G. Reviewing all internal and external monitoring reports including corrective action as required by findings or observations, if any.
- H. Reviewing and recommending for Board approval the acceptance of donations.

#### Section 7.9 – The Ad Hoc Nominating Committee Membership, Duties and Responsibilities

The Board Chair shall appoint the Chair and members of the Nominating Committee from among the membership of the Board. This committee shall consist of no less than three (3) and no more than five (5) members.

The Nominating Committee's general responsibilities shall include, but not be limited to:

- A. Meeting prior to the Board's Annual Meeting to identify and select a slate of Officers to be presented to the Board at the Annual Meeting.
- B. Reviewing Board members' attendance, participation, and length of service in developing a slate of Officers.
- C. Presenting a slate of Officers to the Board at the Annual Board meeting. Prior to voting on the slate of Officers nominations shall be accepted from the floor.

### **ARTICLE VIII** **MEETINGS**

#### Section 8.1 – Meeting Frequency, Location, Notices, Minutes, Participation and Parliamentary Procedures

- A. The Board and Committees of the Board shall meet on a regularly scheduled basis as deemed necessary and appropriate to carry out the responsibilities of the Board or Committee. A calendar of the meetings shall be presented to the Board each year at its annual meeting. The Executive Committee shall meet in the week preceding that of the Board Meeting.
- B. Meetings of the Board and Committees of the Board shall be held at locations determined by the CSNCF CEO.
- C. The CSNCFL CEO or their designee shall publish notices of all Board and Committee meetings in accordance with Florida law and shall posting on the CSNCFL website and shall send notice of meetings and the Agenda via email or any other electronic means, at least five (5) calendar days in advance of the Board meetings and three (3) days in advance of a Committee meeting. These notices shall contain the meeting date, time, location, and identify the agenda items.
- D. Special meetings of the Board or Executive Committee may be called at any time by the Board Chair. Notice of special meetings shall be posted three (3) calendar days in advance. These notices shall contain the meeting date, time, location, and identify the purpose of the meeting.
- E. The public shall be informed of all meetings of the Board and Committees of the Board through notices which shall state the meeting date, time, location and purpose.
- F. Written minutes shall be kept of all Board and Committee meetings. Written minutes shall be reviewed and approved at the next Board or Committee meeting as appropriate. The official minutes of meetings of the Board and Committees of the Board are public record and shall be open to inspection by the public. Minutes shall be kept on file by the at the CSNCFL administrative office as the record of the official actions of the Board or Committee and shall be posted on the CSNCFL website.
- G. All Board and Committee meetings shall be conducted in accordance with the “sunshine provision” of WIOA and Florida’s Government-in-the-Sunshine Act. Conducting business in an open manner includes but is not limited to meetings open to the public, posting of the LWDB 9 By-Laws, publicly noticing all Board and Committee meetings, and posting of all Board and Committee meeting minutes.
- H. The Board may allow members to participate in Board and Committee meetings by the use of technology, such as telephone and web-based meetings, to promote member participation, provided that same access be made available to the public and it allows all persons participating in the meeting to hear each other.

## Section 8.2 – Participation in Meetings

Participation in Board and Executive Committee meetings shall be limited to members of the Board, Committees of the Board and staff. A time shall be set on the agenda for the receipt of public comment to allow input or comment from any member of the public.

### Section 8.3 – Parliamentary Procedures

When parliamentary procedures are not covered by these By-laws, Robert's Rules of Order, as revised, shall prevail.

## **ARTICLE IX** **QUORUM, VOTING, CONFLICT OF INTEREST,** **AND RELATED PARTY CONTRACTS**

### Section 9.1 – Quorum

A quorum is required to conduct official business of the Board and Committees of the Board.

- A. A quorum of the Board shall consist of fifty percent (50%) of the actual appointed Board membership.
- B. No quorum shall be required for meetings of Committees however at least three (3) members must be present including the chair in order to conduct business.
- C. Board and Committee members participating by the use of technology, such as telephone and web-based meetings, will be included as part of the quorum as a quorum does not have to be physically present to conduct business.

### Section 9.2 – Voting

- A. Any action that may be taken by the Board or a Committee shall be considered the act of the Board or Committee only if the action is taken by an affirmative vote of the majority of the members in attendance at a meeting where a quorum has been established if required.
- B. Each member of the Board or Committee shall have one (1) vote when present at a Board or Committee meeting, whether attending in person or by telephone or other type of communication technology.
- C. Members may not vote by proxy. Neither Board nor Committee members may delegate his or her voting power to a representative, to enable a vote in absence, regardless of whether the representative is another Board or Committee member.
- D. Voting privileges of non-Board members selected to serve on a Committee are limited to that Committee.



- E. A member of the Board or Committee, who is present, either in person or by telephone or other type of communication technology, at a meeting of the Board or Committee at which action on any matter is taken shall vote on all said actions or matters. Every vote shall be declared and entered in the minutes of the meeting except as provided below in the case of conflict of interest.
- F. A Board member acting as presiding Officer at a meeting of the Board or a Committee shall be entitled to vote on the same basis as if not acting as the presiding Officer.

### Section 9.3 – Conflict of Interest

When an issue presents a possible or perceived conflict of interest to a Board or Committee member, said member shall disclose the conflict of interest, abstain from voting, and refrain from participating in any discussion with respect to that issue. A conflict of interest is any matter which has a direct bearing on services to be provided by that member or any entity which such member represents, or any matter which would financially benefit such member or any entity such member represents.

### Section 9.4 – Related Party Contracts

Related party contracts shall require a two-third (2/3<sup>rd</sup>) affirmative vote of the quorum in attendance at the Board meeting and shall be reported to DEO in accordance with their policy. A related party contract is any contract made between CSNCFL and Board members or an entity which that Board member represents. Related party contracts for other than training are prohibited.

## **ARTICLE X** **AMENDMENTS**

### Section 10.1 – Amendments

These By-laws may be amended or replaced only with Council approval. The Board may initiate or support this process by providing recommendations for amendment or replacement for Council consideration and approval.

### Section 10.2 – Recommendations for Amendments

The Board may recommend to the Council these By-laws be amended or replaced by an affirmative vote of two-third (2/3<sup>rd</sup>) of the membership of the Board, after notice, which shall specify or summarize the changes proposed to be made. Such notice shall be made no less than five (5) calendar days prior to the meeting at which such amendment or replacement is considered.

**ARTICLE XI**  
**GENERAL PROVISIONS**

Section 11.1 – General Provisions

Nothing in these By-laws shall be construed to take precedence over federal, state or local laws or regulations, or to constrain the rights or obligations or the units of government of the local elected officials party to the Interlocal Agreement.

**ARTICLE XII**  
**INDEMNIFICATION**

Section 12.1 – Indemnification of Board Members

The LWDB 9 shall indemnify any Board Officer, Board member, or staff person, or former Board Officer, Board member, or staff person, for expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a Board Officer, Board member, or staff person, except in relation to matters in which he or she was adjudicated, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her duties.

Section 12.2 – Rights to Indemnification

The right to indemnification under this Article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.

Section 12.3 – Indemnification Insurance

CSNCFL shall purchase and maintain insurance sufficient to meet this Article's indemnification requirements.

**ARTICLE XIII**  
**FISCAL YEAR**

Section 13.1 – Fiscal Year

The fiscal year of LWDB 9 shall be October 1<sup>st</sup> through September 30<sup>th</sup>.

**ARTICLE XIV**  
**DISSOLUTION**

Section 14.1 – Dissolution

Upon the dissolution of the North Central Florida Workforce Development Board, Inc., the Officers shall, after paying or making provision for the payment of all the liabilities of the North Central Florida Workforce Development Board, Inc., dispose of the remaining assets of the board by returning them to the U.S. Department of Labor, the state designee, the governmental units of the workforce development area or, if the U.S. Department of Labor and state designee agrees, giving those assets to local charitable, educational, religious, or scientific purpose organizations which at the time qualify as a Section 501(c)3 non-profit organization under the Internal Revenue Code.

**ARTICLE XV**  
**ENACTMENT PROVISION**

Section 15.1 – Enactment Provision

Pursuant to 20 C.F.R. 679.310(g), these By-laws shall become effective upon approval by the Council.

These amended By-Laws were adopted as of this (date to be determined).