

CATTARAUGUS-ALLEGANY WORKFORCE INVESTMENT BOARD, INC.

BY-LAWS*

Section 1. PURPOSE

The purpose and object of the Cattaraugus-Allegany Workforce Investment Board shall include the following:

- 1.1 It shall be the purpose of the Board to provide oversight, administer, monitor and provide policy guidance for the Cattaraugus-Allegany Workforce Investment System so as to enable the provision of quality, integrated workforce/employment programs and services as is mandated by Federal and State laws and as may be enhanced by Workforce Investment Board Elected Leaders (WIBELS) and the Cattaraugus-Allegany Workforce Investment Board (WIB).
- 1.2 It shall further be the purpose of the WIB to administer, monitor, and develop policy in a manner to ensure that skilled workers are available to local employers, help job seekers, and the unemployed to find work, prepare students and youth for the local job market, foster economic development and create a world class workforce enabling Cattaraugus-Allegany County workers to compete successfully in the global economy.
- 1.3 To receive and administer funds to consolidate, coordinate, and improve employment, training, literacy, youth development and vocational rehabilitation programs.
- 1.4 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 laws of the State of New York.

Section 2. MEMBERSHIP

- 2.1 The WIBELS have responsibility for appointing a majority private sector WIB that meets all the requirements of federal and state law with respect to the receipt of state and federal funding streams over which the WIBELS shall exercise policy and oversight for the implementation of workforce investment and related programs.
- 2.2 The WIB may establish such other classes of membership including friends, associates, or partnerships as it deems appropriate and grant, with the consultation and approval of the WIBELS, such other classes of membership such rights and duties as will assist the WIB in the achievement of its goals and objectives.

Section 3. BOARD STRUCTURE

- 3.1 The Board shall consist of not less than twenty-one (21) and not more than thirty-three (33) members. The Board shall fix the size of the board within such range on an annual basis.
- 3.2 The WIBELS shall jointly appoint each member in accordance with the State and Federal mandates governing representation (Workforce Investment Act, § 117).

Section 4. NOMINATING PROCESS

- 4.1 The Chair or Co-Chair of the WIB shall refer the vacancy(s) to the Executive Committee of the Board.
- 4.2 The Executive Committee shall determine a proposed prioritized list of candidates to fill the vacancies.
- 4.3 The Executive Committee will strive to ensure that the list of proposed Board members is representative of the diversity within Cattaraugus-Allegany businesses and residents.
- 4.4 The Executive Committee will be responsible to determine which of the potential member(s) can be appointed to fulfill the representation dictated by the vacancy and the Workforce Investment Act and the availability of the candidate to fulfill the duties of a Board member.
- 4.5 The final recommendation is submitted to the Board for a vote of endorsement.
- 4.6 The endorsed candidates are then submitted to the WIBELS for consideration of appointment to the WIB.
- 4.7 If either the WIB or the WIBELS decides not to endorse or appoint the recommended candidates, then the Executive Committee will have the responsibilities to seek alternatives utilizing the above-described process.
- 4.8 To the extent feasible, equal representation of business members from both counties will be maintained. Representation will be determined by the physical presence of the business in a county.

Section 5. TERMS

- 5.1 Workforce Investment Board members shall be appointed for a period of three (3) years. Initial terms shall be staggered as follows: one-third (1/3) of the membership for one (1) year, one-third (1/3) of the membership for two (2) years, and one (1/3) of the membership for three (3) years. Thereafter, members shall be appointed for three (3) year terms.

- 5.2 The initial one –year terms shall run through December 31, 2000.
- 5.3 The initial two-year terms shall run through December 31, 2001.
- 5.4 The initial three-year terms shall run through December 31, 2002.
- 5.5 This methodology will create a staggered set of Board terms so as to maintain continuity of decision making and balance private sector representation.
- 5.6 The two County Administrators' (or designees) Board seats are appointed on an indefinite basis at the pleasure of the WIBELS.
- 5.7 Members may serve more than one term and are responsible to submit their names for re-appointment to the Executive Committee of the Board. Appointment to the Board after the initial terms of one, two or three years, respectively, will be for a maximum three (3) year term. The term ending date will be December 31st of the third year regardless of the term beginning date.
- 5.8 The Executive Committee will solicit members' intent to be reappointed during the month of October each year for those members whose terms will expire in December of that year.
- 5.9 Members who are appointed to replace a resigning member shall serve the remainder of the resigning member's term and thereafter may be reappointed for additional terms as provided for in Section 5.7.

Section 6. REMOVAL

- 6.1 In the event that the removal of a Board member may become warranted, an ad-hoc committee shall be appointed by WIB resolution to investigate and return a recommendation for action to the Board.
- 6.2 The Board by majority vote may recommend to the WIBELS the removal of any member upon completion of the ad-hoc investigation.

Section 7. RESIGNATION

- 7.1 Any Board member may resign at any time by giving written notice to the Board Chair(s) and the WIBELS.
- 7.2 The nominating process described above shall be used to fill the unexpired term of the member resigning.
- 7.3 Any Board member who resigns, terminates or otherwise leaves employment of the employer represented on the Board shall also be deemed as resigning their seat on the Board. The nominating process described herein shall be used to fill the term of that Board seat with another representative from the same county as the seat vacated.

- 7.4 A Board member who resigns, terminates or otherwise leaves employment as stipulated in Section 7.3, may be eligible to retain their Board membership if they begin employment with another employer who is eligible to be represented on the Board. In the case of this event, the member may retain their current membership and term on the Board upon recommendation of the Executive Committee and approval of the Board of the member's employment status and representation and notification to the WIBELS of such change.

Section 8. ATTENDANCE

- 8.1 It is essential for all Board members to attend both regular and special meetings in order to effectively and efficiently carry out the responsibilities of the Board.
- 8.2 Board members may be excused from attendance by notification of the Chair(s) of the Board or designated staff member prior to the date of the meeting.
- 8.3 Four absences within a calendar year, of which no more than two may be unexcused, shall constitute grounds for the Chair(s) of the Board to confer with the member as to their intent and commitment to continue as a member of the Board. Unexcused absences are those for which a member provides less than 48 hours prior notice of inability to attend a scheduled meeting.

Section 9. QUORUM

- 9.1 A quorum shall exist when a majority of the members are present.

Section 10. ACTION OF THE BOARD

- 10.1 Unless otherwise required by law, the vote of two-thirds of the appointed members present, if a quorum is present at the time of the vote, shall be the act of the Board. Each member present shall have one (1) vote.

Section 11. MEETINGS

- 11.1 The Board will meet no less than six times per year.

Section 12. NOTICE OF MEETINGS OF THE BOARD AND ADJOURNMENT

- 12.1 Regular meetings of the Board shall be held upon five (5) days' prior notice to all members, at such time and place, as it shall from time to time determine.
- 12.2 Special meetings of the Board shall be held upon notice to all Board members and may be called by the Chair(s) or by written request of two (2) members.

- 12.3 A majority of the members present, whether a quorum is present, may adjourn any meeting to another time and place.

Section 13. CONFLICT OF INTEREST

- 13.1 All members shall abide by the Conflict of Interest Policies and Procedures. Each member shall submit a written confirmation by July 31st of each year attesting and disclosing any conflicts, real or perceived, that he/she may have with positions they may hold outside of the WIB.
- 13.2 Failure to provide the written confirmation shall result in that member's voting privileges being suspended until such time as the confirmation is received or removal of that member from the Board upon determination of an ad hoc committee as outlined in Section 6.

Section 14. STAFF SUPPORT

- 14.1 The Board has the authority, by resolution, to recruit and hire staff to assist the WIB in accomplishing its responsibilities.

Section 15. STANDING COMMITTEES

- 15.1 The Board, by resolution adopted by the entire Board, may designate from among its members and area business leaders qualified for Board membership under WIA provisions, membership to the following Standing Committees.
- 15.2 The Committee Chair may invite committee participation on an ongoing or periodic basis of One Stop Operators, Non-Board Member System Partners, NYS Department of Labor representatives, associations representing area businesses or economic development leaders. These committee participants shall not have voting rights as Board committee members.
- 15.3 The Board may amend responsibilities of the following committees by resolution or as an action of the Board.
- 15.4 A balance of public/private sector representation will be sought in each committee.

15.5 Executive Committee

- 15.5.1 This committee is composed of the Officers defined in Section 16 plus the two County Administrators or their designees.
- 15.5.2 The Chair or Co-Chair, at their discretion, may appoint other members.

- 15.5.3 This committee may confer to carry on routine business of the Board and shall at all times have full authority to act in the absence of a quorum at regularly scheduled and publicized meetings of the Board.
- 15.5.4 Responsible for the annual development/update of the Cattaraugus-Allegany Workforce Investment Plan.
- 15.5.5 Responsible for the oversight and monitoring of the fiscal integrity of all funds under the control of the Board.
- 15.5.6 Responsible to seek and develop funds necessary to achieve the goals of the Cattaraugus-Allegany Workforce Investment System Plan adopted by the full Board.
- 15.5.7 Responsible for the preparation of recommended candidates to fill the vacancies of the Board and to propose a slate of candidates for officers.
- 15.5.8 Responsible for recruiting and nominating to the Board the hiring of the WIB Executive Director, and personnel items relevant to staff hired by the WIB to facilitate and implement the goals and objectives of the WIB.
- 15.5.9 Responsible for reviewing and recommending amendments of the WIB By-Laws to the entire Board for approval as needed or as suggested by the Board or committees.

15.6 Operations Oversight Committee

- 15.6.1 Responsible for the development and oversight of all one stop operations inclusive of One Stop Centers, One Stop Partners, satellites and franchises.
- 15.6.2 Responsible for certification of training providers and oversight of training outcomes.
- 15.6.3 Responsible for the development and monitoring of training policies.

15.7 Youth Council

- 15.7.1 The WIB shall appoint a Youth Council in partnership with the WIBELS and in compliance with federal/state regulations.
- 15.7.2 This Council is advisory to the WIB on youth employment issues.
- 15.7.3 At least one member of the WIB will be designated as the liaison with this Council.
- 15.7.4 This liaison is expected to keep the WIB informed regarding youth related issues and concerns.

15.8 Other Committees, Work Groups, and Taskforces

- 15.8.1 Other committees, work groups, and taskforces may be designated by the Chair/Co-Chair to deal with special areas of interest to the WIB and to assist in developing more fully its goals and objectives.
- 15.8.2 Generally, they shall be considered as advisory, but when authorized by the full WIB, may prescribe action within the specific area for which they were constituted, when it is not feasible for the full WIB to meet.

Section 16. OFFICERS

- 16.1 Unless otherwise provided for in the law, the Board will elect a Chair or Co-Chairs, a Vice-Chair, a Secretary, and a Treasurer, and any other officers as it may determine is needed who will have such duties, powers, and functions as herein provided.
- 16.2 Each officer shall serve a one (1) year term concurrent with the Program/Fiscal Year (July – June) of the WIB so as to ensure continuity in decision-making.
- 16.3 Each officer shall have the option to be re-elected for additional terms.

16.4 Chair/Co-Chair

- 16.4.1 The Chair and/or Co-Chairs shall preside at all meetings of the Board.
- 16.4.2 He/she/they shall execute all authorized deeds, instruments, documents, and contracts on behalf of the Board and in its names, all of which shall be binding upon the Board.
- 16.4.3 The Chair/Co-Chairs, by law, must represent the private sector.
- 16.4.4 The Chair/Co-Chairs shall present a roster of committee members for all standing committees to the full Board in the month of December for a one-year calendar term effective January 1st.

16.5 Vice-Chair

- 16.5.1 During the absence or disability of the Chair, or both Co-Chairs, the Vice-Chair shall have all the powers and functions of the Chair.
- 16.5.2 The Vice-Chair will serve with the intended goal of serving as the next Chair; therefore, they must hold a Board position representative of the private sector.
- 16.5.3 The Vice-Chair shall be duly authorized by the Board to sign and execute all contracts, checks, drafts, notes and orders for the payment and receipt of money, which shall be duly authorized by the Board.

16.6 Treasurer

- 16.6.1 The Treasurer shall have the care and custody of all funds and securities of the Board.
- 16.6.2 The Treasurer shall report to the Board on a regular basis as to the financial status of the funds under the authority of the Board.
- 16.6.3 The Treasurer shall be duly authorized by the Board to sign and execute all contracts, checks, drafts, notes and orders for the payment and receipt of money, which shall be duly authorized by the Board.

16.7 Secretary

- 16.7.1 The Secretary shall certify the minutes of the Board and the minutes of any special meetings.
- 16.7.2 He/she shall attend to the giving and serving of all notices, correspondence as may be assigned by the Board and perform all duties incidental to this office.

Section 17. ELECTIONS

- 17.1 It shall be the responsibility of the Executive Committee to recommend for Board consideration a slate of Officer candidates or individual Officer candidates during the month of May and at any such time as a vacancy or vacancies may exist.
- 17.2 The Board will receive written notification of the slate of officers at least ten (10) days before the scheduled Board meeting to elect officers.
- 17.3 Board members will be afforded the option of mailing a certified vote for the officers to be received no later than 5:00 p.m. the day before the scheduled Board meeting.
- 17.4 Officers will be duly elected with a simple majority of voting Board members, if a quorum exists, inclusive of certified mail-in votes.

Section 18. REMOVAL, RESIGNATION, DEATH

- 18.1 The Board may remove any officer elected or appointed by the Board.
- 18.2 In the event that the removal of an officer is indicated, the process described in Section 4 shall be invoked.
- 18.3 In the event of death, resignation, or removal of any officers, the Executive Committee shall recommend a candidate for Board consideration to fulfill the unexpired term of said officer.

Section 19. SALARY

- 19.1 The salaries of all officers shall be fixed by the Board, and are so fixed at naught unless modified by subsequent resolutions approved by the Board.
- 19.2 The Board, by resolution, may authorize reimbursement of expenses incurred by Board members in performance of their duties.

Section 20. RULES OF PROCEDURE

- 20.1 Except as otherwise provided herein, Roberts Rules of Order (latest edition) shall determine matters of procedure at all Board meetings.
- 20.2 A two-thirds majority vote of those present and voting at a regular or special meeting where a quorum exists may suspend any rule of procedure.

Section 21. INDEMNIFICATION

- 21.1 The Board shall indemnify and hold harmless its members and employees in the amount of any civil judgment obtained against such members or employees in a state or federal court, or in the amount of any settlement of a civil claim, provided that the act or omission from which such judgment or claim arose occurred while the member or employee was acting within the scope of his/her official duties; provided further that in the case of settlement, the duty to indemnify and hold harmless shall be conditioned upon the approved of the settlement by the Board.
- 21.2 This duty to defend and indemnify shall not arise where such civil action or proceeding is brought by or at the behalf of the WIB Board, or by or on behalf of Cattaraugus and/or Allegany County.
- 21.3 Except as otherwise provided by law, the duty to indemnify and hold harmless prescribed by this section shall not arise where the injury or damage resulted from intentional wrongdoing or recklessness on the part of the member or employee.
- 21.4 Nothing in this section shall authorize the Board to indemnify or hold harmless a member or employee with respect to punitive or exemplary damages, fines, or penalties.
- 21.5 Upon entry of a final judgment against the member or employee, or upon the settlement of the claim, the member or employee shall serve a copy of such judgment or settlement, personally or by certified or registered mail within thirty (30) days of the date of entry or settlement, upon the Board Chair/Co-Chair, and not inconsistent with the provisions of these by-laws, or local, state, or federal law, the amount of such judgment or settlement shall be paid by the Board.
- 21.6 The duty to defend and indemnify and hold harmless prescribed herein shall be conditioned upon:

- (i) delivery by the member or employee to the Chair of the Board of a written request to provide for his/her defense together with the original or a copy of any summons, complaint, process, notice, demand or pleading within ten (10) days after he/she is served with such document, and
- (ii) the full cooperation of the member or employee in the defense of such action or proceeding and in defense of any action or proceeding against the Board based upon the same act or omission, and in the prosecution of any appeal.

21.7 The Board is hereby authorized and empowered to purchase insurance from an insurance company created by, or under, the laws of the State of New York, or authorized to transact business in this State, against any liability imposed by the provisions of these by-laws, or to act as a self-insurer with respect thereto.

21.8 The Board members and employees are not entitled to defense or indemnification under New York State Public Officers Law Section 18, or any local laws enacted thereunder.

Section 22. AMENDMENTS

22.1 These by-laws may be amended or repealed by the members at any time at a special or regular meeting at which a quorum exists by a majority vote of the appointed members then in office.

Section 23. EFFECTIVE DATE

These by-laws shall become effective upon initial adoption by a majority vote of the Board and shall remain in effect until amended or upon dissolution of the Board.