

BYLAWS  
OF  
BAY CONSORTIUM WORKFORCE DEVELOPMENT BOARD  
(A Virginia Non-stock Corporation)

ARTICLE I

Name and Authority

Section 1. The name of the Corporation shall be Bay Consortium Workforce Investment Board, Inc., trading as Bay Consortium Workforce Development Board, Inc. (hereinafter called "the Corporation"). The Corporation has been issued a Certificate of Incorporation by the State Corporation Commission of Incorporation of Virginia under the Virginia Non-Stock Corporation Act.

Section 2. The organization of the Corporation and its authority to operate shall conform to the provisions of the Workforce Innovations and Opportunities Act, (Public Law 113-128) and to all federal, state, and local regulations and guidelines issued pursuant to the Workforce Innovation and Opportunity Act (hereinafter called "the Act").

ARTICLE II

Functions of the Corporation

Section 1. It shall be the purpose of the Corporation to establish programs under the Act to provide workforce development activities, through statewide and local workforce development systems, that increase the employment, retention and earnings of participants, and increase occupational skill attainment by participants, and as a

result, improve the quality of the workforce, reduce welfare dependency, and enhance the productivity and competitiveness of the nation. In particular, it shall be the responsibility of the Corporation to provide policy guidelines for, and exercise oversight with respect to, activities under a local workforce plan for its workforce development area (as established pursuant to Section 108 of the Act) in partnership with the unit or units of general local government within its workforce development area. The Corporation shall be organized and operated exclusively for charitable and educational purposes and without profit, and no part of its net income shall inure to the benefit of any private shareholder or individual. No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and it shall not participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

Section 2. It shall be the responsibility of the Corporation to provide policy guidance for, and exercise oversight with respect to, activities under a local workforce plan in partnership with the units of general local government situated within the workforce development area of the Corporation as established pursuant to Section 106 of the Act.

Section 3. The Corporation and the local governments within the workforce development area of the Corporation shall reach an agreement on the establishment of the procedures for the development of the local workforce plan, which may provide for the preparation of all or any part of the plan (i) by the Corporation, (ii) by any unit of general local government in the workforce development area, or by any

agency thereof, or (iii) by such other methods or institutions as may be provided in such agreement.

Section 4. The Corporation shall provide oversight of the programs conducted under the local workforce plan in accordance with procedures established by the Corporation.

Section 5. The Corporation may carry out any functions relating to workforce development that it deems appropriate.

### ARTICLE I I I

#### Membership

The Corporation shall have no members, voting or otherwise.

### ARTICLE I V

#### Board of Directors

Section 1. The management of the Corporation shall be vested in a Board of Directors whose number shall not exceed forty (40). Each Director shall have one vote. Unless inconsistent with the provisions of Section 107 of the Act, the nomination and selection of Directors shall be accomplished as set forth in Section 2 hereof.

Section 2. The Board of Directors shall consist of at least one member who is representative of each of the following political subdivisions of the Commonwealth of Virginia: Accomack County, Caroline County, Essex County, City of Fredericksburg, King and Queen County, King George County, King William County, Lancaster County, Mathews County, Middlesex County, Northampton County, Northumberland County, Richmond County, Spotsylvania County, Stafford County, and Westmoreland County. The Chief Local Elected Official or a duly

appointed designee, of each of the sixteen (16) political subdivisions mentioned above shall constitute a consortium of local governments, (herein after called “the Consortium”.) The Consortium shall make all appointments to the Board. If any vacancy occurs in the Board during a term, an interim Director shall be appointed by the Consortium to serve the remainder of such term. The composition of the Board of Directors shall reflect the following:

1. A majority of the Board must be private sector representatives of businesses that provide employment opportunities in the area and which adequately represent, to the extent possible, urban, suburban and rural interests.
2. The Board shall have at least two representatives of local educational entities, including adult education and literacy and postsecondary institutions.
3. The Board shall have at least two representatives of labor organizations.
4. The Board shall have at least two representatives of community-based organizations (CBOs). The term CBO means a private nonprofit organization that is representative of a community or a significant segment of a community and that have demonstrated expertise and effectiveness in the field of workforce development.
5. The Board shall have at least two representatives of economic development agencies.
6. The Board may have at least one representative from the one stop partners

as defined in the Act.

Section 3. All members of the initial Board of Directors shall serve an initial term of two years beginning July 1, 2000. Effective July 1, 2002 the Consortium shall appoint a Board half of whom shall serve a term of two years and half of whom shall serve a term of four years. Thereafter all terms, other than interim appointments, shall be for four years, so that directors shall serve staggered terms. Directors shall be eligible for reappointment without limitation by reason of the number of terms served.

Section 4. Prior to a meeting of the Board being called to order, any Director may designate in writing from the Director to the Recording Secretary of the Corporation an alternate who is authorized to attend such meeting of the Board in the Director's place or a proxy who must be a Director. The alternate may vote and shall have all rights and responsibilities at such meeting of the Director he or she is representing.

Section 5. Any Director who is absent and who is not represented by a designated alternate at two successive regular meetings shall be notified in writing that his or her absence or the absence of a duly designated alternate at the next regular meeting will result in notification being sent to the chief elected official of the jurisdiction represented by the Director that said Director is in violation of these By-laws and a replacement is needed. Any Director who is absent from three successive regular meetings and who has not designated an alternate at any of these meetings shall be removed by Corporation. Such notice shall be mailed, postage prepaid, to

the last known address of such Director and a copy to the chief elected official of the jurisdiction represented by such Director. Automatic removal shall result in a vacancy, which shall be filled by the Consortium. A proxy entitles the bearer to vote on an issue in the Director's absence but does not denote representation with regard to established attendance guidelines. To be counted as present at a meeting, the director must be in attendance or have a designated alternate present.

Section 6. All Directors shall serve without compensation; however, they may be reimbursed for travel, meals and lodging and other allowable expenses directly related to participation in activities under the Act in accordance with such rules as may be adopted by the Board of Directors.

## ARTICLE V

### Meetings

Section 1. The annual meeting of the Board of Directors shall be held on the first Wednesday in May of each year. Regular meetings shall be held on the first Wednesday of August, November, and February of each year. Any regular meeting other than the annual meeting may be canceled by the Executive Committee upon notice duly given to each Director.

Section 2. Special meetings may be held at the call of the Chairman of the Board or upon the written request of one-third of the Directors stating the purpose of such meeting.

Section 3. Notice giving the time, date, and place of all meetings shall be mailed, e-mailed or faxed to each Director of the Board not less than ten (10) working days prior to the date of the meeting.

## ARTICLE V I

### Conflict of Interest

All Board Members and Youth Council Members serve a public interest and trust role and have a clear obligation to conduct all affairs in a manner consistent with this concept. All decisions of the Board and Youth Council are to be based on promoting the best interest of the Corporation and the public good.

All Board Members and Youth Council Members are subject to the provisions of the State and Local Government Conflict of Interest Act. [Code of Virginia, Title 2.2, Chapter 31]

No Board Member or Youth Council Member has the right to vote on any matter that will directly or indirectly benefit the Board Member or Youth Council Member, the organization that such Board Member or Youth Council Member represents or member of the Board Member's or Youth Council's immediate family.

Immediate family means (1) a spouse and (2) any other person residing in the same household as the member, who is a dependent of the member or of whom the member is a dependent. Dependent means any person, whether or not related by blood or marriage, who receives from the member, or provides to the member, more than one-half of his financial support.

Any Board Member or Youth Council Member who participates in the development of contract specifications or standards is prohibited from receiving any direct or indirect financial benefit from any resulting contract.

Any Board Member or Youth Council Member who participates in a board decision

relating to specific terms of a contract, the determination of specific standards for performance of a contract, the development of Invitations for Bid (IFB) or Requests for Proposals (RFP) or other such bid processes leading to a contract, or any similar decisions is prohibited from receiving any direct financial or indirect benefit from any resulting contract. In addition, no corporation, partnership, sole proprietorship, firm, enterprise, franchise, association, trust, foundation or other entity shall receive the contract if it would create a conflict of interest for the Board Member or Youth Council Member who participated in this matter.

If a contract or purchase is made by the Corporation involving its own Board Member or Youth Council Member with a conflict of interest, the Corporation shall justify and disclose the terms and conditions of the contract or purchase; and, document that the contract or purchase was adequately bid or negotiated and that the terms of the contract or price of the purchase are fair and reasonable.

Board Members and Youth Council Members who are also contractors or subcontractors shall not serve on any committees that deal with oversight of the One Stop/WIOA Youth system or allocation of resources that would potentially be allocated to that Board Member's program or Youth Council Member's program. The existence of a vendor relationship with a Board Member organization or a Youth Council Member organization does not in itself, constitute a conflict of interest.

Contractor means an organization or individual that holds a contract with the Corporation. Subcontractor means an organization or individual that holds a contract with a contractor to the Corporation for the provision of goods or services that directly assists the Contractor in performing their contract with the



Corporation.

Vendor means an organization or individual that provides goods or services on an individual purchase basis to the Contractor and is included on the approved Training Providers list established by the Commonwealth and/or the Local WDB.

Any Board Member or Youth Council Member with a potential or actual conflict of interest must disclose that fact to the Corporation as soon as the potential conflict is discovered and, to the extent possible, before the agenda for the meeting involving the matter at issue is prepared. If it should be determined during a meeting that a conflict of interest exists, the Board Member or Youth Council Member must verbally declare such conflict of interest. Such declaration must be clearly noted in the Minutes. The Board Member or Youth Council Member must excuse himself or herself from the remainder of the discussion during the voting process on that item. Each Board Member or Youth Council Member is responsible for determining whether any potential or actual conflict of interest exists or arises for him or herself during their tenure on the Board of Directors or Youth Council.

As a condition of assuming membership on the Board of Directors or Youth Council each Board Member/Youth Council Member shall file a statement of economic interest with the Corporation. The statement of economic interest must be filed annually in order for a Board Member/Youth Council Member to maintain membership on the Board of Directors/Youth Council.

## ARTICLE VII

### Voting Rights

Section 1. Each Director shall have one vote, which shall be equal in weight to the vote of every other Director.

Section 2. A number equal to 35% of the total Directors then in office shall constitute a quorum.

Section 3. Unless otherwise indicated in these bylaws, all actions shall require a majority vote of the Directors present and voting.

Section 4. Each Director shall abstain from voting on any matter with respect to which such Director has, or may have, a conflict of interest per Virginia Board of Workforce Development Policy # 99-2, or the then enforced policy.

Section 5. Where used in this Article the word "Director " shall be defined to include the duly designated alternate of any Director.

## ARTICLE V I I I

### Officers

Section 1. The Board of Directors at its first meeting, and at each annual meeting thereafter, shall elect a Chairman, Vice-Chairman, Secretary/Treasurer, and one Member-at-Large, all of whom shall be Directors. The Board of Directors may from time to time appoint such other officers as it may deem proper. The terms of all officers shall be for one year beginning on the 1st day of July following the date of the immediately preceding annual meeting. Any officer may be removed at any time by the majority vote of the Board of Directors.

Section 2. Both the Chairman and the Vice-Chairman shall be elected from among those Directors who represent business interests. The Chairman and the Vice-Chairman

shall not represent political subdivisions within the same Planning District as such districts are defined in the Code of Virginia.

Section 3. If an officer's position should become vacant, the Chairman may appoint an acting officer to serve until the next meeting of the Board of Directors. At such meeting the Board of Directors shall elect an eligible Director to such position to serve the remainder of this term of such office.

## ARTICLE IX

### Duties of Officers

Section 1. The officers of the Board shall have such duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be delegated to them by the Board of Directors. The Chairman should represent, or designate someone to represent the Corporation at federal, state and local government meetings pertaining to the functions of the Corporation or to the Act, as appropriate. The Chairman shall further be responsible for reporting relevant local government action to the Board of Directors, preparing agenda information for meetings in coordination with the staff of the Board, notifying members of regular and specially called meetings, appointing standing committees, ad hoc committees or task groups as required, serving as Chairman of the Executive Committee and serving as an ex-officio member of all other committees and task groups. The Chairman shall provide all committees with their charge.

Section 2. In the absence of the Chairman, the Vice-Chairman shall preside at meetings and perform such additional duties as are required by the Board. In the event of the

absence of both of these officers, the Chairman may appoint a temporary chairman, but if the Chairman fails so to do, a quorum of the members of the Board of Directors present at any meeting may elect a temporary Chairman to preside at that meeting.

Section 3. The Secretary/Treasurer shall present a full financial report to the Board following the receipt of each annual audit. The Secretary/Treasurer shall, with the assistance of the staff, prepare and maintain a permanent, written record of all proceedings, transmit notices and agenda to the officers and directors, and transmit a copy of the minutes of each meeting of the Board of Directors to each Director within 10 working days following the meeting.

Section 4. The Board of Directors, except as otherwise provided by law or these bylaws, shall have charge of the management of the Corporation, its assets, property, and business, including the disbursement and allocation of funds to carry on the function of the Corporation. The Directors may adopt such rules and regulations for the management of the Corporation and the carrying out of its stated purposes and objectives, as they deem proper. Without in any way limiting the foregoing, the Board of Directors shall have all of the powers of the Corporation not herein otherwise expressly delegated.

Section 5. The Corporation shall, at the annual meeting of the Board of Directors, designate by resolution those officers or staff employees who shall have the authority to enter into any contract on behalf of the Corporation, or to sign checks, drafts, or other orders for the payment of funds of the Corporation.

## ARTICLE X

### Committees

Section 1. There shall be an Executive Committee that shall consist of the Chairman, the Vice-Chairman, the Secretary/Treasurer, the chairmen of the standing committees, the youth council Chair from the Workforce Development Board, and one member at large elected annually by the Board of Directors. Such member at large shall not be from the same Planning District as the Secretary/Treasurer.

Section 2. The Executive Committee shall meet at the call of the Chairman or upon written request of three or more members of the committee.

Section 3. It shall be the purpose of the Executive Committee to make policy recommendations to the Corporation and to assist the officers and staff of the Board in the execution of the policies established by the Corporation through the Board of Directors. The Executive Committee will conduct an annual evaluation of the Executive Director and present a full performance report to the Board for review and consideration prior to any annual salary adjustment.

Section 4. The Executive Committee shall be empowered to act on behalf of the Board only under unusual circumstances as determined by the Chairman with the affirmative vote of a majority of the members of the Executive Committee. The Board shall be informed of the action taken by the Executive Committee at the next scheduled meeting of the Board of Directors. Except in emergency situations as determined by the Chairman, all Directors shall be notified of Executive Committee meetings

and may participate in the discussion.

Section 5. There shall be four standing committees: (a) One-Stop Committee, (b) Labor Market Committee, (c) Performance and Accountability Committee, and (d) Board Development Committee. The Chairman shall appoint the members of each standing committee. Committee chairmen and vice-chairmen shall be elected by the members of the committees. Membership on all committees shall be such as to give reasonable representation to each geographic area in the workforce development area of the Corporation. Attendance at committee meetings must be by the board member appointed to the committee and committee members cannot be represented by an alternate. The voting membership of the Performance and Accountability Committee, due to their responsibility to provide unbiased evaluation of the contractors, shall be made up of board members who are not current or past contractors or sub-contractors nor benefit directly or indirectly from a contractor or subcontractor.

Section 6. A Nominating Committee shall be appointed by the Chairman at least two months prior to the annual meeting of the Board of Directors. The Committee shall consist of a chairman and two members who shall not represent political subdivisions within the same planning district.

Section 7. When the Board elects to hire a staff, the Executive Committee shall serve as the personnel committee.

Section 8. The Chairman may appoint ad hoc committees and task groups as the same may be required from time to time.

## ARTICLE X I

### Staff

Section 1. The Board of Directors shall have ultimate responsibility for employing and dismissing the Executive Director. It shall be the responsibility of the Executive Director to hire additional staff as needed, and to perform annual staff performance evaluations.

## ARTICLE X I I

### Notices and Waiver of Notice

Section 1. Any notice required to be given by these bylaws may be given by mailing the same addressed to the person entitled thereto at their last known address as shown on the Corporation books, and such notice shall be deemed to be given at the time of mailing.

Section 2. Whenever any notice is required to be given to any member of the Board of Directors of any meeting for any purpose for which a meeting may be called, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after such meeting, shall be equivalent to the giving of such notice. A Director who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless such Director attends for the express purpose of objecting to the transaction of any business because of a lack of proper notice.

## ARTICLE X I I I

### Indemnification

Each Director and officer shall be indemnified by the Corporation against liabilities, fines, penalties and claims imposed upon or asserted against him/her (including amounts paid in settlement) by reason of having been such a Director or officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him/her in connection therewith, except in relation to matters as to which he/she shall have been finally adjudged to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his/her duty as such Director or officer. In the event of any other judgment against such Director or officer or in the event of settlement, the indemnification shall be made if the Corporation shall be advised, in case none of the persons involved shall be or have been a Director of the Board, by the Board of Directors, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his/her opinion such Director or officer acted in good faith and in the manner he/she reasonably believed to be in, and not opposed to, the best interests of the Corporation, and, with respect to any criminal act or proceeding, had no reasonable cause to believe his/her conduct was unlawful. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel. Every reference herein to Director or officer shall include every Director or officer or former Director or officer of the Corporation and every person who may have served at its request as a Director or officer of another corporation to which the Corporation contributes and, in all of such cases, his/her



executors and administrators. The right of indemnification hereby provided shall not be exclusive of any other rights to which any Director or officer may be entitled.

#### ARTICLE X I V

##### Rules of Order

Robert's Rules of Order, as revised from time to time, shall govern all meetings of the Board of Directors, the Executive Committee and all other committees and task groups whenever such rules are not in conflict with these bylaws.

#### ARTICLE X V

##### Seal

The seal of the Corporation shall be a flat-faced circular die of which there may be any number of counterparts with the word "SEAL" and the name of the Corporation engraved thereon.

#### ARTICLE X V I

##### Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of July in each calendar year and end on the last day of June of the subsequent calendar year.

#### ARTICLE X V I I

##### Distribution of Assets at Dissolution

In the event the Corporation enters into a sale of its assets as a result of corporate dissolution or for any other reason, the monies realized from such sale of assets of the Corporation shall be distributed in accordance with the provisions of the Articles of

Incorporation of the Corporation.

## ARTICLE X V I I I

### Effective Date and Amendments

Section 1. These bylaws shall be effective immediately upon adoption by the Board of Directors of the Corporation.

Section 2. These bylaws may be amended by a majority vote of the members of the Board of Directors present and voting at any meeting of the Board provided that the amendment is proposed at a prior meeting held at least thirty (30) days before the meeting at which a vote is to be taken on the proposed amendment.