

**BYLAWS  
OF  
WORKFORCE SOLUTIONS FOR NORTH CENTRAL PENNSYLVANIA**

**ARTICLE I  
NAME, PURPOSE AND GENERAL AUTHORITY**

- Section 1     Name. The name of this organization shall be the Workforce Solutions for North Central Pennsylvania (the “Corporation”).
- Section 2     Authority. The Corporation is established in accordance with Section 107 of the Workforce Innovation and Opportunity Act of 2014 (WIOA).
- Section 3     Purpose. The purpose of the Corporation is to:
- Develop the mission, strategic vision, and policies for the Workforce Development Board.
  - Develop and submit a local plan to the Governor that meets the requirements in section 108 of the WIOA;
  - Workforce Research and Regional Labor Market Analysis - carry out analysis of the economic conditions in the region; assist the Governor in development statewide workforce and labor market information system; conduct such other research, data collection, and analysis related to the workforce needs of the regional economy;
  - Convening, Brokering, and Leveraging – convene local stakeholders in the development of the local plan and in identifying non-Federal expertise and resources to leverage support for workforce development activities;
  - Employer Engagement – lead efforts to engage with a diverse range of employers and with other entities;
  - Career Pathways Development – develop and implement career pathways by aligning the employment, training, education, and supportive services that are needed by adults and youth in collaboration with secondary and postsecondary education programs;
  - Proven and Promising Practices – identify and promote proven and promising strategies and initiatives for meeting the needs of employers and workers and jobseekers; and disseminate information on these strategies;
  - Technology – develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and jobseekers;
  - Program Oversight - conduct oversight of all workforce programs and activities and ensure the appropriate use and management of funds associated with funds allocated by the PA Department of Labor;

- Negotiation of Local Performance Accountability Measures – negotiate with the Governor in collaboration with the County Commissioners or Chief Elected Official(s) for each local workforce development area (“CEO”) and reach agreement on local performance accountability measures as described in section 116(c) of the WIOA;
- Selection of Operators and Providers – designate and certify one-stop operators; identify eligible providers of youth workforce development activities; identify eligible providers of training services; and identify eligible providers of those career services by awarding contracts; with maximum customer choice
- Enter into an Agreement with the partners (required) of the PA CareerLink® relating to the operation of the centers in the North Central Workforce Development Area;
- Coordination with Education Providers – coordinate activities with education and training providers;
- Budgets and Administration – develop a budget subject to the approval of the CEO; the CEO serves as the grant recipient; the CEO may designate an entity to serve as the grant recipient; the grant recipient or designee shall disburse the grant funds for workforce development activities at the direction of the local board in accordance with the WIOA; and
- Accessibility for Individuals with Disabilities – annually assess the physical and programmatic accessibility, in accordance with section 188 of WIOA, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 and/or the State Nondiscrimination Plan, of all one-stop centers in the local area.

Section 4     Service Area. The Corporation shall serve the Pennsylvania counties of Cameron, Clearfield, Elk, Jefferson, McKean, and Potter.

## ARTICLE II MEMBERSHIP

Section 1     Number. The Corporation shall have one class of Members.

Section 2     Requirements of Membership. Members of the Corporation shall be the Chief Elected Officials (the “CEO”), the County Commissioners of Cameron, Clearfield, Elk, Jefferson, McKean and Potter counties. No individual other than a Chief Elected Official can be a Member.

Section 3     Rights. Members shall have the right to vote on those matters granted to them under the WIOA, as well as on all matters specified in these Bylaws. Specifically, Members shall have the exclusive right to appoint individuals to serve on the Board of Directors of the Corporation.

Section 4     Meetings. Meetings shall be held as determined by the Members.

## ARTICLE III

## BOARD OF DIRECTORS

- Section 1 Board of Directors. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws. The Board of Directors will comply with the WIOA and its corresponding regulations as well as policies and directives from the Department and the Pennsylvania Workforce Development Board. Individuals serving on the Board of Directors must be called Directors or Board Members.
- Section 2 Composition. In accordance with the WIOA and the “Chief Elected Official Agreement,” the “Chief Elected Official and Fiscal Agent Agreement,” and the “Chief Elected Official and Local Workforce Development Board Partnership Agreement,” the Board of Directors of the Corporation must be appointed by the Members and shall be comprised consistent with the following:
- a. A majority of the Directors shall be representatives of businesses in the local area who are owners of businesses, chief executives, or chief operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority; represent businesses including small businesses (a minimum of two) or organizations representing businesses, that provide employment opportunities that, in the local area and in in-demand industry sectors or occupations (as defined in WIOA Section 3(23));
  - b. ***Not less than 20%*** of the Directors must be workforce representatives. Such representatives must include:
    - i. ***At least two or more*** representing Labor organizations or other employee representatives if there are no labor organizations operating in the local area; and
    - ii. ***At least one or more*** representing a joint-labor management registered apprenticeship program or other registered apprenticeship programs if there is no joint-labor management programs in the local area. In areas with joint apprenticeship programs, the apprenticeship representative must be a member of a labor organization or a training director.
  - c. ***At least one*** representative must be from ***each*** of the following training providers;
    - i. An eligible provider administering adult education and literacy under WIOA Title II; and,
    - ii. An Institution of higher education providing workforce development activities (including community colleges).
  - d. ***At least one*** representative must be from ***each*** of the following governmental and economic and community development entities:

- i. A governmental and economic and community development entity;
- ii. A state employment service office under Wagner-Peyser (29 U.S.C. 49 et seq.) serving the local area; and,
- iii. A program carried out under Title I of the Rehabilitation Act of 1973 (29 U.S.C 720 et seq.).

e. ***Optional Directors*** may include other individuals or representatives of entities as the CEO determines.

Section 3 **Appointment.** The Board of Directors shall be appointed by the Members, the Chief Elected Official (County Commissioners) of Cameron, Clearfield, Elk, Jefferson, McKean and Potter counties in accordance with Article III, Section 2. Directors shall consist of individuals as necessary to complete the requirements of the WIOA (section 107(b)(2); policies implemented by the Pennsylvania Department of Labor and Industry, Bureau of Workforce Development Administration (BWDA) and, if applicable, the desires of the Chief Elected Official (CEO) of the North Central Workforce Development Area.

Section 4 **Terms.** Directors of the Board shall serve a 3-year term, staggered from the date of appointment to a specified end date, maintaining staggered terms so that all Board Director terms do not expire in the same year. Initially, one-third of the present Board Director’s terms shall expire June 30th and one-third each year thereafter. A Director may be re-appointed for more than one (1) term and be formally advised by the CEO of his/her re-appointment status accordingly.

Section 5 **Removal.** Directors may be removed by the CEO provided the removal reasons are clearly defined. Failure to attend, without excuse, two (2) out of four (4) meetings of the Board is grounds for removal. The Directors or the Board Chair may make recommendations for removal, but removal from the Board remains solely the responsibility of the Member, the CEO.

Section 6 **Vacancy.** Any vacancy resulting from removal of a Director that affect Federal, State, or Local compliance shall be filled within ninety (90) days from the date the removal action was authorized by the Member. Vacancies shall be filled upon appointment by the Member.

#### **ARTICLE IV OFFICERS**

Section 1 **Officers.** The Officers of the Corporation shall consist of a Chair, Vice-Chair, Second Vice-Chair, Secretary and Treasurer. There shall be one individual to serve in each designated office.

- Section 2      Election of Officers. The Board shall elect Officers at the October meeting of each even numbered year. The term shall commence on the first subsequent meeting. A Nominating Committee will be established at the meeting prior to the October meeting with a majority of the members from the private sector. This committee will seek nominations from amongst the Board of Directors. The nominations presented to the full board in October with a slate of officers voted upon at that meeting.
- Section 3      Term of Office. The term of each Officer shall be two (2) years. There shall be no consecutive term limits for Officers, except for the Chair, who may serve a maximum of four terms. An Officer shall serve his or her term until a successor is elected or until death, resignation or removal from office for cause.
- Section 4      Resignation. Any Officer may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.
- Section 5      Removal. Any Officer may be removed from such office by a vote of the Board.
- Section 6      Vacancies. Vacancies shall be filled by vote at the next full Board meeting. An Officer selected to fill a vacancy shall serve for the remainder of the term of the individual whose vacancy she/he is selected to fill.
- Section 7      Chairperson. The Chairperson shall be from among representatives of the business sector and will be elected by the Board in October of each even numbered year. The Chairperson may serve a maximum of four terms. The Chairperson shall:
- a. Preside at all meetings of the Board, if present;
  - b. Execute instruments, when authorized by the Board, in the name of the Board;
  - c. Review and establish standards of performance for the Corporation's Executive Director in collaboration with the Executive Committee;
  - d. Call special meetings of the Board, or reschedule a regular meeting of the Board;
  - e. Appoint ad-hoc committees, workgroups or task forces to assist the Board;
  - f. Appoint Chairpersons of committees;
  - g. Appoint members of the Board to committees;
  - h. Be an ex-officio member of all committees, and shall be Chairperson of the Executive Committee;
  - i. Conduct an annual performance evaluation of the Corporation's Executive Director in collaboration with the Executive Committee;
  - j. Exercise and perform such other powers and duties as may from time to time be assigned by the Board, or prescribed by these by-laws; and, in general, to perform all the duties incident to the office of the Chairperson.

Section 8 Vice-Chairperson. The First and Second Vice-Chairperson shall be from among representatives of business and industry and elected by the Board at the meeting in October of each even numbered year. The First Vice-Chairperson shall preside in absence of the Chairperson and the Second Vice-Chairperson presiding in absence of the Chairperson and the First Vice-Chairperson. At the request of the Chairperson, or in his/her absence or disability, the First Vice-Chairperson, or in his/her absence or disability, the second Vice-Chairperson shall exercise the powers and duties of the Chairperson.

Section 9 Secretary. The Secretary shall be from among representatives of either the business or public sector and shall be elected by the Board at the meeting in October of each even numbered year. The Secretary shall ensure that recorded minutes of each Board Meeting and Executive Committee Meeting are being kept and that the PA Sunshine Act (65 P.S. 271 et seq.) is followed for each public meeting. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 10 Treasurer. The Treasurer shall be from among representatives of either the business or public sector and shall be elected by the Board at the meeting in October of each even numbered year. The Treasurer shall:

- a. Maintain knowledge of the Corporation and personal commitment to its goals and objectives;
- b. Understand financial accounting for nonprofit organizations;
- c. Serve as the chair of the finance committee;
- d. Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities;
- e. Work with the Corporation's Executive Director and the Director of Finance to ensure that appropriate financial reports are made available to the board on a timely basis;
- f. Present the annual budget to the board for approval;
- g. Review the annual audit and answer board members' questions about the audit; and
- h. Exercise and perform such other powers and duties as may from time to time be assigned by the Board, or prescribed by these by-laws; and, in general, to perform all the duties incident to the office of the Treasurer.

## **ARTICLE VI COMMITTEES**

Section 1 Standing Committees of the Board. The Board of Directors shall have standing committees including: Executive, Finance, Policy and Performance and Youth. These committees meet as needed to carry out the purpose of the Board. Each Board Member should serve on at least one Standing Committee. However,

Standing Committee Members need not be Board Members. Non-Board Members may vote at Standing Committee Meetings, but do not have voting rights at Board Meetings. The chair of the Youth Standing Committee must be a Board Member. All Standing Committees submit their recommendations to the Board for ratification. All meeting summaries and documents produced by the Standing Committees must be communicated to all Board Members. A quorum will be established at all Standing Committee meetings with a majority (51%) of the active voting committee members. In the event of a tie vote, the Chairperson's vote shall be the deciding vote. Committee participation shall be in-person, by conference phone, or video-conferencing.

Section 2     Executive Committee. The Executive Committee of the Board shall consist of the Chairperson, First and Second Vice-Chairpersons, Secretary, Treasurer, and may also include additional members from counties not represented by the aforementioned offices. In the event a Board Member is also a member of the State Workforce Development Board, that Board Member may also be a member of the Executive Committee. The Executive Committee shall meet as often as is necessary to carry on the routine business of the Corporation and shall have the authority to act on behalf of the Board when time does not permit the full Board to meet. The term of the Executive Committee will coincide with the terms of the Officers.

Section 3     Youth Committee. The Chairperson shall be a member of the Workforce Development Board. The Youth Committee will be comprised of youth serving agencies, workforce development board members and staff, and youth. The Youth Committee's primary responsibility is to provide information and to assist with planning, operational oversight, and other issues relating to the provision of services to youth, sharing of best practices in serving youth and making recommendations to the board.

Section 4     Nominating Committee. The Chairperson shall appoint a Nominating Committee prior to the meeting in October of every even year to address the nomination of a slate of Officers and Executive Committee members. The Committee shall review the composition of the Board of Directors, not less than annually, to make sure it is in compliance with the requirements of the Workforce Innovation and Opportunity Act.

Section 5     Special (Ad Hoc) Committees, Task Forces, or Councils. These shall be designated by the Chairperson to deal with special areas of interest to the Corporation and to assist in developing more fully its goals and objectives. Generally, they shall be considered advisory, unless authorizing legislation dictates otherwise or the Board prescribes action within the specific areas for

which they were constituted when it is not feasible for the Board to meet.

**ARTICLE VII**  
**MEETINGS, VOTING RIGHTS, AND QUORUM**

Section 1     Meeting Procedures:

- a. The Board shall make information regarding the activities of the Corporation available to the public on a regular basis through open meetings. The regular meetings shall be held each quarter and at a time and place determined by the Board.
- b. In compliance with applicable provisions of the PA Sunshine Act (65 P.S. 271 et seq.) the Board and any subcommittee authorized to take official action on behalf of the Board shall:
  - i. Take the official action and engage in deliberations only at meetings open to the public. “Official action” includes making recommendations, establishing policy, making decisions, and/or voting on matters of the Corporation’s business. “Deliberations” are discussions on the Corporation’s business necessary in order to reach decisions; and,
  - ii. Give public notice of the Board’s first regular meeting of each calendar or fiscal year not less than three (3) days before the meeting, and also at that time give public notice of the anticipated schedule of the Board’s remaining regular meetings throughout the year. The Board shall also give public notice at least twenty-four (24) hours in advance of any special meeting or rescheduled regular meeting. No public notice will be given of an emergency meeting called to deal with a real or potential emergency involving a clear and present danger of life or property. “Public notice” means both:
    - o the publication of the place, date, and time of the meetings in the newspapers of general circulation published in the North Central Workforce Development Area; this is done at the beginning of each new year with the calendar for the upcoming year; and,
    - o the prominent posting of a notice of the place, date, and time of a meeting at the principal office of the Corporation or at the building where the meetings will be held.
- c. Written and/or electronic notice of each meeting shall be sent to its members one (1) week prior to the scheduled meeting. The notice shall specify time, date, location, and agenda for the meeting.
- d. Board Committees and Councils shall meet at the call of the Board Chairperson or the Committee Chairperson. Committees and Councils usually meet quarterly prior to the next scheduled board meeting or as needed.
- e. Special meetings may be called at any time by the Chairperson or by a petition signed by



not less than 25% of the active Directors of the Board, setting forth the reason for calling such meeting.

- f. Executive sessions may be closed to the public. An executive session may be held during or after an open meeting, or may be announced for a future time. If an executive session is not announced for a special time, Board Directors will be notified twenty-four hours in advance of the date, time, location, and purpose of the executive session. The reason for holding an executive session will be announced at the open meeting either immediately prior or subsequent to the executive session. The Board will only hold a closed session to discuss:
  - (i) Either present or anticipated litigation (discussion with Local Board attorneys); and,
  - (ii) Corporation business that is lawfully privileged or confidential, including the conduct of an investigation of violations of the Workforce Innovation and Opportunity Act.
  - (iii) Official action on any matter discussed at an executive session will be presented to the full board for a vote.
- g. All votes shall be publicly cast and, in the case of roll call votes, recorded in the minutes.
- h. Minutes and/or board reports shall be maintained for all full Board meetings, and all Executive Committee meetings and shall be available for anyone who requests to see them, and shall be approved at each full Board meeting. The minutes shall include:
  - (i) Date, time, and place of the meeting;
  - (ii) Names of Directors present;
  - (iii) Substance of all official actions;
  - (iv) Records of all Board Directors abstention from voting;
  - (v) A record of roll call votes; and,
  - (vi) Names of any citizens who appeared and gave testimony.

Section 2 Each Director shall have a right to cast one (1) vote, except that no director may cast a vote that directly affects the organization which they represent; as per Article III Conflict of Interest. No proxy or alternate voting will be permitted.

Section 3 A majority (51%) of the active Board members must be present at a stated meeting in order to achieve a quorum. A motion is passed or defeated by a majority of those Board members voting at a meeting where a quorum has been established. In the event of a tie vote, the Chairperson's vote shall be the deciding vote. Board participation shall be in-person, by conference phone, or video-conferencing.

## **ARTICLE VIII CONFLICT OF INTEREST**

- Section 1 A Director will not vote on nor participate in any decision making capacity any matter that would provide direct financial benefit to the Director or the entity the Director represents.
- Section 2 A Director will avoid even the appearance of a conflict of interest. Prior to taking office, Board members must sign the conflict of interest code form and complete statement of financial interest forms. The Corporation's Executive Director, in cooperation with his/her staff, will review the disclosure information on a timely basis and advise the local board chair and appropriate members of potential conflicts.
- Section 3 Prior to discussion, vote, or decision on any matter before the Board, if a Board Director, or a person in the immediate family of such Director, has a substantial interest in or relationship to a business entity, or organization, or property that would be affected by any official Corporation action, the Director must disclose the nature and extent of the interest or relationship and must abstain from discussion and voting on or in any other way participating in the decision on the matter. All abstentions will be recorded in the minutes of Board meetings and be maintained as part of the official record.

## **ARTICLE IX**

### **COMPENSATION AND REIMBURSEMENT OF EXPENSES**

- Section 1 Board members may be reimbursed for mileage for their attendance at meetings in accordance with the travel reimbursement policies, if not otherwise reimbursed by their employer or by another source only if a necessity of the Director. A Director shall make a request for reimbursement to the Corporation's Executive Director.
- Section 2 Board members attending pre-arranged outside special functions on behalf of the Corporation shall be reimbursed for expenses in accordance with the travel reimbursement policies, if not otherwise reimbursed by virtue of their job or by another source.

## **ARTICLE X**

### **BANK ACCOUNTS, CHECKS, CONTRACTS AND INVESTMENTS**

- Section 1 Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 2      Contracts. The Board may authorize any Officer or Officers, Executive Director, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

**ARTICLE X**  
**AMENDMENTS TO BYLAWS**

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of the majority of the members of the Board of Directors present at any meeting, provided the proposed amendment(s) are e-mailed to the Board Members at least five (5) days prior the meeting at which such amendments are to be voted upon.

**ARTICLE XI**  
**COMPLIANCE WITH THE LAW**

In execution of its business, Workforce Solutions for North Central Pennsylvania will comply with the WIOA and its corresponding regulations as well as policies and directives from the Pennsylvania Department of Labor and Industry and the Pennsylvania Workforce Development Board.