



**CLEVELAND/CUYAHOGA COUNTY
WORKFORCE DEVELOPMENT BOARD
- BYLAWS –
05-19-17**



Article I – Name

This Board is to be called the Cleveland – Cuyahoga County Workforce Development Board, hereinafter the “Board.”

Article II – Functions

The Board shall assist the Cuyahoga County Executive and the Mayor of the City of Cleveland, hereinafter “Elected Officials,” in fulfilling the functions outlined in the Federal Workforce Innovation and Opportunity Act of 2014, hereinafter “WIOA.” This assistance includes providing public policy guidance and exercising oversight of local programs of workforce activities being delivered through the One-Stop delivery system, hereinafter “OhioMeansJobs | Cleveland-Cuyahoga County” (OMJ-CC).

Article III – Board Membership and Authority

Section 1. Board Composition: The Board will consist of membership as outlined in WIOA and/or any future executive orders that amend or supersede WIOA. The Elected Officials appoint all members as required by WIOA and as described in the Intergovernmental Agreement and may add members at their discretion, as long as Board membership is composed of no less than fifty-one (51) percent business members, fulfills the requirements of membership as outlined in WIOA and does not exceed the number of forty (40) total members.

Business members are appointed from individuals nominated by business organizations who represent jobs in-demand and small business. Local labor federations will nominate individuals to serve as Labors’ representatives. Nominees will also be solicited for the ABLE and Higher Education seats respectively from institutions providing ABLE and Higher Education services. All members must have optimum policy-making authority for their organization/entity which means someone 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.

To avoid conflicts of interest, if a member is appointed that holds a contract with or is in association with any contract between the City of Cleveland Division of Workforce Development or the Cuyahoga County Department of Workforce Development, they must disclose this relationship and place the disclosure on file with the Workforce Development Board and refrain from any discussion and/or voting related to the area of conflict.

All members are required to actively participate. Meeting attendance will be evaluated on an annual basis. Excessive absences will be brought to the attention of the Executive Committee for review and consideration.

Section 2. Term of office: Members of the Board shall serve for a term of one (1), two (2) or three (3) years at the pleasure of the Elected Officials. The term selected shall be made to ensure that there is a staggered expiration of members' terms to ensure continuity on the Board. Members may serve consecutive terms totaling six (6) years each and then must rotate off the Board. After one year the individual is eligible for reappointment to the Board, subject to the approval of the Elected Officials.

Committee Members who are Board members, serve up to two terms at three years each, totally no more than six years.

Section 3. Board Member Resignation or Removal: Any member may resign at any time by giving written notice (such as mail, fax, email or other electronic means) to the Elected Officials, Chairperson of the Board or the Executive Director of the Cleveland/Cuyahoga County Workforce Development Board. Resignation is effective upon receipt of the letter. In addition, the Executive Committee (See Article VI) may make recommendations to the Elected Officials for removal of any member. In the event of the resignation or death of a member, or removal of any member by the Elected Officials, the Executive Director will provide immediate notification to the appropriate Elected Official(s) of the vacancy and whether a new member is required or optional to fill the vacancy.

Section 4. Compensation: Members serve without compensation. However, members may be reimbursed for reasonable expenses incurred during the course of Board activities approved by, submitted in writing to the Executive Director, pursuant to guidelines that are reviewed annually by the Board.

Section 5. Powers: The Board has the power to:

- A. Administer and manage the affairs of the Board;
- B. Develop local and regional plans with the Elected Officials as required by WIOA;
- C. Perform all other activities authorized by WIOA, Public Law No. 113-128; and
- D. Perform such other activities regarding the workforce system as requested by the Elected Officials.

Section 6. Annual Report: The Board Chairperson, with the assistance of the Executive Director, shall prepare an annual report, which is a public document, for presentation to the Board and the Elected Officials.

Article IV – Meetings

The Board will use available technology to improve the conduct of meetings and performance of Board functions to increase Board efficiency and effectiveness when possible and practical. The Board Members are required to attend quarterly meetings in person.

Section 1. Regular Meetings: Generally, the Board shall meet quarterly but shall hold no fewer than two regular meetings annually.

Section 2. Special Meetings: Special meetings of the Board may be called at any time by the Chairperson of the Board, the Executive Committee, or scheduled upon written request of no less than 2/3 of the Board's membership at the time the request is made. Arrangements may be made via use of technology for special meetings.

Section 3. Notice of Meetings: Notice of the time, place, and purpose of any regular meeting of the Board shall be served upon each member of the Board either personally, by telephone, mail, email, or other electronic means to his/her last known address, not less than seven calendar days before such meeting. Best efforts will be made to provide notice of special meetings, as provided in this paragraph, no less than three calendar days before such meeting. All members are requested to respond to meeting notices regarding their attendance, by the means specified in the notice.

Section 4. Attendance: It is expected that all Board members attend all four quarterly meetings of the Board. Board members must attend at least two (2) of four (4) quarterly Board meetings in person. The Governance Committee will review Board attendance at the Committee meetings and report to the Executive Committee quarterly.

4.a. Excused Absence: Board member will be allowed two excused absences. The following qualifies as an excused absence:

- i. Notification to the Board Chair, and /or staff
- ii. Submitting a Proxy, five days prior or an Alternate Designee to attend

4.b. Unexcused Absence: Board members may assign a Proxy or an Alternate Designee to attend up to two meetings. After an unexcused absence, Executive Director, or Board Chair, will contact Board member to verify interest level, etc.

Section 4. Quorum: At each meeting of the Board a simple majority of members constitutes a quorum for the transaction of business. Less than a quorum of the Board may recess a meeting from time to time without further notice until a quorum is present.

In determining a quorum of the Board, the number of members is considered that number which is then duly and properly serving as members of the Board.

Section 5. Vote: It is anticipated that Board members themselves will participate in all Board meetings. Each member of the Board is entitled to one vote, and any act of a majority of the Quorum present and voting at a Board meeting constitutes an act of the Board, except as provided in Article VI, Section 1.

5.a. Alternate Designee: In the event a Board member is unable to attend a Board meeting and chooses to designate an alternate to represent the member at the meeting, the alternate must meet the following requirements: if a business representative s/he must have optimum policy-making or hiring authority; other alternative designees should have demonstrated experience and expertise and optimum policy making authority. Alternate designee may not vote at Board meetings.

5.b. Voting by Proxy: Proxies shall be permitted, provided that all proxies shall be in writing, signed by the Member entitled to vote and filed with the Chair or Executive Director at least five (5) days prior to the meeting. Except as otherwise specified in these By-Laws, all motions shall be adopted by a majority vote of those present in person or by proxy. Alternate Designee may be a Proxy. Proxy shall be in writing, signed by the member entitled to the vote and filed with the Board Chairperson or the Executive Director at least five (5) days prior to the Board meeting.

Section 6. Public Nature of Meetings: All meetings of the Board at which Board business is conducted are in public, and adequate notice to the public shall be given of such meetings. The Chairperson has discretion to determine if and which non-board members present may participate in public meetings of the Board. All records and data utilized by the members in the conduct of business of the Board will, upon request to the Executive Director, be made available to the public at cost. The Chair is authorized to designate any portion of a meeting as an “Executive Session” and closed to the public regarding internal Board business such as personnel matters. Additionally, Board and Committee meetings for the purposes of strategic planning, team building, or development of documents/projects will be made public when presented at a public Board meeting.

Article V – Offices

Section 1. Officers: The Officers of the Board are the Chairperson and Vice Chairperson. The Board Chair shall be elected by the Board from Board membership and shall be a representative of business. All other officers shall be selected from Board membership.

1. Criteria for Board Chairperson:
 - a. Board Chairperson must have been a member of the Board for a minimum of one year, in good standing. Good standing means that the member attended a minimum of two quarterly Board meetings in a one-year period and participated in a standing committee.
 - b. Board Chairperson must be a Business member
 - c. Board Chairperson’s term is three years.
 - d. All other officers shall be selected from Board membership.
2. Identification of Candidates: (February – April)
 - a. Governance Committee shall announce the process to elect a new Board Chairperson during the third quarter Board meeting in **February**. Voting will occur at the fourth quarter Board meeting in **May**

- b. Governance committee shall identify a slate of candidates based on the criteria.
 - c. Executive Committee determines interest of candidates in serving.
3. Election Process at May Board meeting:
- a. During the third week of **April**, four weeks in advance of the fourth quarter Board meeting in **May**, the ballots will be sent to the Board on behalf of the Governance Committee.
 - b. Outgoing Board Chair opens the election to the Board at the fourth quarter Board meeting in **May**.
 - c. Ballot is distributed.
 - d. Election will be by ballot. Outgoing Board Chair will call for the vote. Board members not in attendance will have the ability to submit a “proxy” vote five days in advance to the Executive Director. Proxy vote must be received five days in advance of the Board meeting.
 - e. All ballots will be collected and tabulated during the fourth quarter Board meeting in **May**, by the Governance Committee and staff.
 - f. Announcement of the new Chairperson is made by the end of the meeting.
 - g. New Chairperson begins the first quarter of the new program year in **July**. If a need arises to adjust the schedule, the Governance Committee will take that lead.

Section 2. Selection and Terms of Office: The Vice Chairperson of the Board is selected by the Board Chair for two-year terms and may be reappointed.

Section 3. Resignation and Removal: The Officers of the Board may resign from office at any time by giving written notice of such resignation to the Executive Director. The Officers may be removed from office, either with or without cause, by a majority vote of the existing Board membership. Failure to be reappointed terminates Board membership in any role.

Section 4. Chairperson of the Board: The Chairperson of the Board presides at meetings of the Board. He/she appoints the members to all committees, except as provided in these bylaws. The Chairperson of the Board also has other powers and performs such other duties as may be assigned to him/her from time to time by the Elected Officials or the Board.

Section 5. Vice-Chairperson of the Board: In the absence of the Chairperson, or in the event of his/her inability to act, or if that office is temporarily vacant, the Vice Chairperson exercises all of the powers and performs all of the duties of the Chairperson. The Vice Chairperson has such additional powers and performs such other duties as may be assigned to him/her from time to time by the Elected Officials or the Board.

Article VI – Executive Committee

Section 1. Executive Committee: The Executive Committee is responsible for:

- Coordinating and overseeing the activities of the Board and its other committees to ensure the satisfactory performance of functions stipulated by WIOA, these bylaws, and all pertinent statutes and regulations;
- Monitoring and guiding the administrative management of the Board;
- Reporting to the local elected officials on all matters pertaining to the Board;
- Exercising such powers as are provided by resolution of the Board and acting on behalf of the Board between regularly scheduled Board meetings when circumstances require.
- Reporting actions taken to the full Board at the next full Board meeting.

In the event that the Workforce Development Board will not hold a regularly scheduled meeting within 30-days of a given request requiring a documented motion and subsequent decision from the full WDB, the Executive Committee may act on behalf of the full Board and make such motion and decision.

Requests may include, but are not limited to:

- Workforce Development Board Committee requests to fund programs and/or projects;
- Grant support requests requiring a cash or in-kind match;
- Approval of contracts funded through the WIOA funds allocated to the local area.

The Executive Committee is required to report its activities to the full Board at the next immediate full Board meeting and document the discussion and decision in the Executive Committee meeting minutes.

The Executive Committee is not authorized to solely approve the budget for the Workforce System on behalf of the full Workforce Development Board.

1a. Membership: The Executive Committee is:

- a. The Chairperson of the Board;
- b. The Vice Chairperson of the Board; and
- c. The Chairs of each standing committee, or a Vice-Chair of the Standing Committee, on behalf of the Chairperson of the committee.

1b. Officers of the Executive Committee: The Chairperson of the Board will serve as Chairperson of the Executive Committee; the Vice Chairperson of the Board will serve as Vice Chairperson of the Executive Committee.

1c. Meetings: The Executive Committee may hold meetings at such place or places and at such times as it determines from time to time. Special meetings of the Executive Committee may be called by the Chairperson of the Executive Committee, by a majority of its membership and the Executive Director.

1d. Vote: Each member of the Executive Committee is entitled to one vote, and any act of a majority of the members present and voting at a committee meeting constitutes an act of the committee. No proxies will be allowed to attend and/or vote

in a member's absence. A Vice Chair, may attend Executive Committee meetings on behalf of Chairperson of Standing Committee and may on behalf of Chair, if Chair is unable to attend and vote.

Article VII – Other Committees

Section 1. Standing Committees: Standing committees are established on a permanent basis. All reports and actions taken by standing committees must be approved by the Board or the Executive Committee prior to implementation. The Board's standing committees are:

- a. Executive Committee;
- b. Strategic Functions/Projects Committee;
- c. Communication and Marketing Committee;
- d. Youth Committee; and
- e. Governance Committee.

All Board members and non-Board members have both the accountability and responsibility to advance the mission of the standing committee and the Workforce Development Board.

Section 1a. Committee Composition: The Chairperson of the Board, after consultation with the Standing Committee Chairperson(s), appoints and removes members of committees by authority of the Board. Non-Board members may be appointed to any of the committees authorized in Article VII as full members of the committee. These committees expand the capacity of the Board to meet required functions and by broadly engaging stakeholders, partners and other organizations who bring needed expertise will assist in achieving the goals of the local and regional plans. All WDB members are expected to serve on a Board Committee and a process will be implemented to make committee assignments based on member preferences when possible.

- a. Governance Standing Committee shall be comprised of Board members only. Strategic Functions, Youth, Communications & Marketing Committees shall have non-Board members appointed to each by Board Chairperson.
- b. Board Chairperson will formalize Standing Committee member's appointments for Board and non-Board members.
- c. Committee Chairpersons determine size of committee, structure, and attendance policies of committee. Committee Chairperson will appoint a Vice-chair for committee if deemed necessary. Vice-chair may attend Executive Committee meetings on behalf of Standing Committee and may vote on behalf of chair, if chair is unable to attend and vote.

Section 1b. Appointment of Committee Chairpersons: The Chairperson of standing committees are appointed from members of the Board by the Chairperson of the Board for two-year terms, and may be reappointed.

Section 1c. Meetings: The committee chairpersons will determine regular meeting schedules for their committees, in consultation with the Board Chairperson.

Section 1d. Quorum: At each meeting of a standing or ad-hoc committee, a simple majority constitutes a quorum for the transaction of business. Less than a quorum may recess a committee meeting from time to time without further notice until a quorum is present.

Section 2. Executive Committee: Authority to act on behalf of the full WDB; provides oversight to WDB Committees and support to WDB Chair; provides program oversight in partnership with Elected Officials; negotiates performance accountability measures with Elected Officials and Governor; selects one-stop operators with the agreement of the Elected officials and designates/certifies one-stop operators; identifies eligible training providers; annually assesses physical and programmatic accessibility of services to individuals with disabilities.

Section 3. Strategic Functions Committee. Begins the process to produce the regional plan in partnership with Elected Officials and other local areas within the region, prepares the local plan and reviews budget; and, leads the strategic functions of the Board required by WIOA such as those requiring the Board: to convene, broker and leverage the workforce system; to lead employer engagement; to promote research and labor market analysis and career pathway development; to identify and promote best practices and to serve as a forum for issue identification and problem solving; coordinates with education providers on adult literacy and the provision of services to individuals with disabilities; and to take on strategic actions as assigned by the Elected Officials.

Section 4. Communication and Marketing Committee. Begins the process to manage the “brand” of the Board and OMJ-CC operations; to ensure processes are in place to implement the “sunshine provision” of WIOA [Sec. 107(e)]; to guide all interactions with marketing and social media activities; to develop the Board’s communication strategy; to create partnerships to extend the reach and impact of the Board’s contributions in workforce; an develops strategies for using technology to maximize the accessibility and effectiveness of the workforce system, to produce the annual report for the Board to the Elected Officials and the public.

Section 5. Youth Committee: Support/advise the WDB in the establishment and delivery of youth services; function as the forum for youth policy in the local workforce development system; leads the selection of youth providers; prepares recommendations for the Board regarding the negotiation of youth performance measures with Elected Officials and the Governor.

Section 6. Governance Committee: To manage the effectiveness of the Board by providing guidance on making Board work more generative and impactful; overseeing the performance of the Board's Executive Director; establish and apply a set of objective qualifications for the position of Executive Director; identify potential candidates for Board and Committee membership and leadership; monitor Board Member participation and attendance; develop recommendations for increasing Board performance and effectiveness through the use of technology; and, proposing amendments to the By-Laws as needed.

Section 6. Ad-Hoc Committees: The Board Chair may appoint Ad-Hoc Committees for special projects or short-term tasks. These Ad-Hoc Committees shall be chaired by a Board member and other membership shall be made from all organizations with interest and expertise in achieving the purpose for which the Ad-Hoc Committee is established. A specific charter shall be created for each Ad-Hoc committee to articulate its purpose, deliverables, and estimated duration.

Article VIII – Conflicts of Interest

Section 1. Conflicts of Interest: All Board and non-Board Committee members shall sign a Conflict of Interest Form. A member of the Board or a member of a standing committee must neither cast a vote on, nor participate in, any decision-making capacity on the provision of services by such member (or any organization which the member directly represents), nor on any matter which would provide any direct financial benefit to the member, a member of his/ her immediate family, or the organization he/she may represent. When a member abstains from voting due to a conflict of interest, the minutes shall both reflect the abstention and the reason for the abstention as being due to a conflict of interest or potential conflict of interest. This requirement is in addition to the disclosure required in Article III, Section 1.

Both governmental and non-governmental members of the Board must adhere to all the Ohio Ethics Laws O.R.C. 102, et al.

Section 2. Abstaining from a Vote: Whenever a matter to be voted upon by a Board member or committee member would involve him/her in a conflict of interest; he/she shall declare the reason for the conflict of interest to the entire Board or committee at the beginning of the discussion of the topic during the meeting. Following such announcement, the Board or committee member shall abstain from discussion, decision-making and voting on such matter.

Section 3. Raising Questions of Conflicts of Interest: Whenever a Board member or committee member has cause to believe that a matter to be voted upon would involve any other Board member or committee member in a conflict of interest, he/she must raise such question with the Board Chairperson or committee Chairperson prior to the next meeting, or with the entire Board or committee during the meeting. The question so raised shall be decided by a majority vote of the Board or committee members present, excluding any Board or committee member present who has been disqualified from discussion or voting on the issue because of his/her own conflict of interest. If a conflict of interest is found to

exist, the Board member or committee member shall abstain from discussion and both decision-making and voting on such matter.

Article IX – Ohio Law

The Board shall function pursuant to the provisions of Ohio Law, and local Ordinances, where applicable, except where this law may be superseded by federal law.

Article X – Amendments

These bylaws may be amended or repealed at any meeting of the Board by the affirmative vote of no less than sixty percent of the members of the Board present and voting or voting by proxy as described in Article IV, Section 5.b at such meeting where a quorum is present, providing that the proposed changes first have been submitted to the Board members for their review not fewer than seven working days prior to such meeting. The Governance Committee is responsible for reviewing any changes to the bylaws and preparing the recommendations for consideration for such changes to the Board. To become effective, any such change in these bylaws must be approved by the Elected Officials.

Article XI – Rules of Order

All proceedings of the Board and its committees are governed by Robert’s Rules of Order, except as stated herein (Newly Revised).

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