



Ohio Valley Employment Resource
PO Box 181
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Proudly serving Monroe, Morgan, Noble & Washington Counties, since 2000

WORKFORCE DEVELOPMENT BOARD BYLAWS

Revised: 11/1/21-to include virtual option; WDB Motions 22-18, 23-18, 24-18 and 25-18 on 2/4/19; WDB Motion 33-18 on 5/6/19

ARTICLE I - Officers

Section I - Composition

The officers of the Workforce Development Board (WDB) of Monroe, Morgan, Noble and Washington Counties shall consist of a Chair and a Vice Chair. The Chair must be a business representative as per WIOA section 107b3 and the composition must conform to the categories identified in WIOA section 107b2.

Members can serve on the State Board and this local board consecutively.

Section II – Election of Officers

Election of officers shall be held at the regular meeting in June of each year and each officer shall hold office for the period of one year, from July 1 through June 30.

- A. The Chair and Vice Chair shall not be selected from the same county.
- B. In the event the Chair resigns in mid-term, the Vice Chair will complete the term, and a new Vice Chair will be elected at the next regularly scheduled WDB meeting.
- C. In the event the Vice Chair resigns in mid-term, a replacement would be elected at the next regularly scheduled WDB meeting. The replacement will complete the term of the original Vice Chair.

Section III – Duties of the officers

The officers shall exercise such authority and perform such duties as are usually associated with their office and are not inconsistent with State and Federal statute.

The Chair shall preside at all meetings of the WDB. In the absence of the Chair, the Vice Chair shall preside at the meetings and have the authority to sign any necessary documents. In the absence of the Chair and Vice Chair, the WDB members present, shall, by majority vote, choose a Chair pro-tem.

ARTICLE II - Meetings

Section I – Pre-scheduling

The WDB quarterly meetings for the upcoming program year shall be determined at the June meeting.

Section II – Special meetings

Special meetings may be called by the Chair, or at the request of not less than one-third of the members of the WDB. Written notice of special meetings shall be communicated to each member to arrive at least three days prior to the date of said meeting, stating the time, date, place and the purpose or purposes for which the same is called.

Section III – Meeting structure

ORC Section 6301.06 allows convening in person and/or mixed remotely in an interactive tele-conference or video-conference providing that there is a primary meeting location that is open and accessible to all members of the public and all attendees at the primary meeting location can clearly hear and, in the case of a video-conference, see the actions and discussion of all participating board members.

WIOA15 requires at least 5 in-person members at the stated location with at least 10 physical/remote members to qualify as quorum in addition to the all in person quorum requirements, see *Quorum*.

WIOA15 will provide the designed remote connectivity link and/or phone number, only those joining through that connection will be considered as remote attendees. WDB members can connect from any location that provides an adequate internet signal for all to communicate with the remote member(s). If internet signal is not adequate for the WDB Chair to understand the remote member's verbal communication, the remote member cannot be considered for voting and/or quorum purposes.

The WDB must ensure that each board member is identifiable at any time that he/she speaks or takes action during a tele-conference. So as to avoid un-observed (i.e., "side-bar") discussion, no more than one board member is allowed to attend a meeting by tele-conference from any given remote location.

Every official action taken in a remote meeting must take place by roll-call voice vote. Board members must be allowed to vote and be counted for a quorum, by remote participation. The meeting minutes must identify which members participated remotely, as well as the time frame of any late arrival, early departure, and/or interrupted participation.

ARTICLE III - Committees

Section I – Executive Committee

The WDB will establish an Executive Committee. Membership will include at least one representative of each of the four counties. The WDB Chair and Vice Chair will serve as Ex-Officio members to this

and all other committees established. The WDB Chair and Vice-Chair shall serve as the Chair and Vice-Chair of the Executive Committee but shall not have a vote except to break a tie unless they are in the role of alternate.

The WDB Chair and Vice Chair are the alternate members for their county on the Executive committee. It will be the executive committee member's responsibility to arrange for an alternate, except for above. It will be understood that the Chair and/or Vice Chair will be voting members when serving for their county; however, any other alternate must be designated to Ohio Valley Employment Resource by the absent member in writing prior to the meeting.

Section II – Standing Committees

The WDB may, at any time, approve the formation of a standing committee to provide information and assist the WDB. Such committee must be chaired by a member of the WDB and may include non-WDB members. The standing committees are not formalized committees but a summary of meetings of a committee formed by the WDB should be given by the committee Chair to the WDB at the next WDB meeting.

ARTICLE IV - Procedures

Section I – Quorum for any meeting

A quorum shall consist of the majority of the current membership provided that a minimum of three counties are represented. For mixed in person/remote meetings, WIOA15 requires at least 5 in-person members at the stated location in addition to above.

Should a quorum not be present, a roll call shall be made and a notation made of those absent. The proxy can be used to count towards establishing quorum.

Section II – Use of Proxy

20 CFR section 679.310(g)(4) states, “The proxy and alternative designee process that will be used when a WDB member is unable to attend a meeting and assigns a designee.” In the event that a WDB member is unable to attend a meeting, the member can send a proxy if Ohio Valley Employment Resource (OVER) staff is notified in writing. This can be done by email prior to the meeting: email to OVER by the non-attending member of the name of the person who will be attending in their place. Or a signed written notice by the non-attending member can also be delivered to OVER staff the day of the meeting by the proxy. The name of the proxy and the date of the meeting should be on the notification and will only be good for that meeting. It is acceptable for a WDB member to also serve as proxy for an absent WDB member or another individual from that organization can serve as proxy. The above regulation permitting a proxy references 20 CFR 679.110(d)(4) and therefore mandates that the person assigned as the proxy must also have “optimal policy-making authority” in the organization they represent. The proxy can be used to count towards establishing quorum.

Section III – Robert's Rules of Order

Robert's Rules of Order shall be taken as the authority in the transaction of business should the procedure not be defined elsewhere.

Section IV – Advance request to present

The WDB Chair and WDB Executive Committee will assemble and distribute an agenda for all meetings. Persons wishing to be on the agenda should contact the WDB Chair or WDB Executive Committee five working days prior to the meeting.

Section V - Content

Included in the meeting shall be: attendance and/or roll call, minutes, financial reports, communications, old business, new business, and reports of Executive committee and any standing committee(s), if meetings were held.

ARTICLE V - Amendments

Section I – Changes/additions

Amendments to the Bylaws of the WDB can be submitted by any member of the WDB. A vote shall be taken at the next regular meeting and a two-thirds majority of the membership votes cast will be required for passage.

Section II - Deletions

Any rule or regulation of the WDB can be removed from the document after a two-thirds affirmative vote of the membership.

Section III - Suspension

A suspension of rules may be voted by two-thirds of the WDB present at any meeting.

ARTICLE VI - Duties

Section I - Representation

The WDB shall represent the people of the entire four county area in providing employment and training programs that best serve the needs of the citizens within the constraints of the budget, legislation and governing constraints.

Section II – Authority in Session Only

Except for duly elected officers, the WDB members shall have authority only when acting as a WDB legally in session. No member or employee of the WDB shall have the power to act in the name of the WDB outside of the WDB meetings unless authorized to do so by the WDB.

Section III – Member Duties

It will be the duty of the WDB to:

- A. Establish policies, bylaws, rules, regulations, and procedures for its operation.
- B. Establish a committee to recommend an Executive Director and other such staff as may be necessary for the efficient operation of the WDB.

- C. Review and approve such programs as may be developed according to Federal and State statute or legislation for the training or assistance of individuals within the area.
- D. Incorporate as an independent agency upon approval of two-thirds of the WDB membership.
- E. Develop procedures for the removal of an inactive WDB member.
- F. Assume other such responsibilities as may be required by present or future regulations or statutory provisions of State or Federal agencies.

ARTICLE VII - Membership

Section I - Qualifications

As prescribed by federal legislation and governmental agreement, the WDB members shall consist of adult residents of the four counties of Monroe, Morgan, Noble, and Washington. The members shall represent the composition categories required in WIOA 107b2.

Section II - Appointment

As per statutory provision, WDB members will be nominated by local business organizations and business trade associations (WIOA 107b2iii) and recommended to the governor by the county commissioners of the county where such vacancy occurs or the area for area wide appointments. The State of Ohio shall certify the WDB every two years.

Section III - Term

After the initial WDB is constituted, the term of office for WDB members shall be for two years. Any member appointed to fill a vacancy occurring prior to the expiration of the term for which his predecessor was appointed shall hold office for the remainder of such term. Any member shall continue in office subsequent to the expiration date of his term until his successor takes office, or a period of sixty days has elapsed, whichever occurs first. Approximately half of the WDB terms will expire each year.

Section IV – Attendance

After a board member misses two meetings in a row without prior notice, they will be sent a letter via email inquiring if they wish to continue as a member on the board. If no response is received, the Council of Governments will be notified and a replacement will be sought for approval at the next board meeting.

Section V - Non Discrimination

The WDB will not discriminate based on race, religion, gender, age, or other protected categories.

Section VI – Conflict of Interest

The WDB members will annually review and acknowledge the area conflict of interest policy in writing.