

**NORTHWEST
PENNSYLVANIA
WORKFORCE
DEVELOPMENT BOARD**

Bylaws

NORTHWEST PENNSYLVANIA WORKFORCE DEVELOPMENT BOARD

BYLAWS

ARTICLE I

Name, Purpose and General Authority

- Section 1: The name of the organization shall be the Northwest Pennsylvania Workforce Development Board, hereinafter as the WDB.
- Section 2: The purpose of the organization, established in accordance with WIOA Section 107, is to provide policy recommendations (oversight and strategic planning), in partnership with the Chief Local Elected Officials (CLEO) to:
1. develop the mission, strategic vision, and policies for the WDB;
 2. establish policy for the Northwest Pennsylvania Workforce Development Area pursuant to the Workforce Innovation and Opportunity Act (WIOA);
 3. provide workforce development activities through local workforce development systems;
 4. coordinate the workforce development activities authorized under WIOA through its local planning efforts;
 5. conduct workforce research and regional labor market analysis to identify and close gaps in local/regional workforce resources;
 6. develop a comprehensive regional and local workforce development plan consistent with the state plan and submit to the Governor;
 7. provide oversight for the one stop operator, competitively bid per WIOA Section 121, in agreement with the CLEOs;
 8. certify providers of workforce development and training in the area;

9. develop performance-based accountability measures and use them to assess, program, monitor, measure customer satisfaction, and issue “consumer reports” or “report cards” on providers of training;
10. promote employer engagement and develop effective linkages with local and regional employers to support the workforce development system;
11. promote career pathways development in collaboration with secondary and post-secondary education programs in the region;
12. develop and approve the WDB budget;
13. be responsible for oversight pertaining to the delivery of services, the provision of case management, the offering of supportive services and the job placement and job retention strategies of programs funded by the Department of Human Services (DHS);
14. appoint a Youth Committee responsible for recommendations to the board concerning youth programs and issues;
15. ensure comprehensive services and identify eligible providers of career and training services for adults and dislocated workers and contracts for services that may be needed outside of the PA CareerLink[®]; and
16. conduct strategic oversight of the One Stop Delivery System (PA CareerLink[®]).

Section 3: The areas served shall be the Pennsylvania Counties of Clarion, Crawford, Erie, Forest, Venango and Warren.

Section 4: The powers, duties, and function of the WDB shall be as prescribed by law, subject, however, to the rights, duties, obligations, terms and conditions of the agreement between the WDB and the Chief Local Elected Officials (LWDB/CLEO Agreement), dated June 9, 2017, as now in effect or hereafter revised.

ARTICLE II

Membership and Composition

Section 1: As required by Section 107 of the Workforce Innovation and Opportunity Act (WIOA), the Chief Local Elected Officials shall establish and appoint a Workforce Development Board (WDB) to assist in carrying out the provisions of the Act. The CLEOs are the only entity with the authority to appoint and remove members of the WDB.

Section 2: In accordance with WIOA and Pennsylvania Department of Labor & Industry directives, the WDB's membership shall be composed as follows:

- A. A term of appointment shall be no less than two (2) and no more than four (4) years, with staggered terms to ensure that all terms do not expire at the same time to maintain continuity.
- B. The WDB shall consist of up to 31 members with the majority of these members representing private sector business in the local area who are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority. The Board may be reduced or expanded at the discretion of the CLEOs.
- C. Not less than 20 percent of the WDB members shall be representatives of the workforce within the local area. Of those 20 percent workforce members, two (2) appointments shall be made from labor organizations representing employees within the six-county area. Of the two (2) labor appointees, one (1) shall be appointed by the Erie County Executive and one (1) shall be appointed by the Chief Local Elected Officials of Clarion, Crawford, Forest, Venango and Warren Counties;
- D. One (1) appointment shall be a representative of a labor organization or a training director from a joint labor-management apprenticeship program, or if no such joint program exists, the representative shall be a representative of an apprenticeship program in the area. This appointee shall be appointed by consensus of the Erie County Executive and the Chief Local Elected Officials of Clarion, Crawford, Forest, Venango and Warren Counties;
- E. One (1) appointment shall be a representative from eligible providers administering adult education and literacy activities under Title II. This member shall be appointed by consensus of the Erie County Executive and the Chief Local Elected Officials of Clarion, Crawford, Forest, Venango and Warren Counties;
- F. One (1) appointment shall be a representative from institutions of higher education providing workforce development activities (including community colleges). This member shall be appointed by consensus of the Erie County Executive and the Chief Local Elected Officials of Clarion, Crawford, Forest, Venango and Warren Counties;
- G. One (1) appointment shall be a representative from economic and community development entities serving the six-county area. This member shall be appointed by

consensus of the Erie County Executive and the Chief Local Elected Officials of Clarion, Crawford, Forest, Venango and Warren Counties;

- H. One (1) appointment shall be made from an appropriate representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area. This member shall be appointed by the consensus of the Erie County Executive and the Chief Local Elected Officials of Clarion, Crawford, Forest, Venango and Warren Counties;
- I. One (1) appointment shall be made from an appropriate representative of the programs carried out under Title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741), serving the local area;
- J. Other optional appointments to the WDB may be made as identified in Section 107 of the Workforce Innovation and Opportunity Act (WIOA) provided however, that in all cases the number of private sector business appointments to the WDB shall constitute no less than a majority of the total WDB composition. These optional appointments shall be made by the consensus of the Erie County Executive and the Chief Local Elected Official from Clarion, Crawford, Forest, Venango and Warren Counties;
- K. Every effort will be made to balance the selection of large and small businesses and other related factors to reflect as accurately and as fairly as possible the entire six-county local area;
- L. Private sector members shall be appointed by the Chief Local Elected Officials with the selection of an individual representative of the significant employment groups and clusters of persons of significant decision-making and leadership authority as recorded by the Act. Private sector membership shall be appointed in accordance with Section 107 of the Workforce Innovation and Opportunity Act. A minimum of 75% of the business representatives will be chosen from diverse industry sectors within the region that have high opportunity for growth, are engaged in creation of quality jobs and play a significant role in regional economic development.
- M. WDB members replacing outgoing members, whose term has not yet expired, will serve the remainder of the out-going member's term.
- N. WDB members who no longer hold the position or status that made them eligible for appointment to the WDB must resign or be removed by the Chief Local Elected Officials immediately.
- O. Any member of the WDB who has failed to attend three (3) consecutive, unexcused WDB meetings in the year may be removed from the WDB by the appointing CLEO.
- P. Vacancies to the WDB may be filled by an appointment by the Chief Local Elected Official of the county appointing his/her predecessor. WDB vacancies must be filled

within ninety (90) days of the vacancy. In the event that a vacancy has not been filled within ninety (90) days by the Chief Local Elected Official or Officials who had appointed the Director whose seat has been vacated, the vacancy may be filled by a majority vote of the Chief Local Elected Officials;

- Q. Reappointments to the WDB must be made within ninety (90) days from the expiration of the member's current term. The WDB must request and receive an approved waiver from the PA Department of Labor and Industry prior to the next WDB meeting if a vacancy or term expiration beyond the ninety (90) day period should occur.
- R. If a vacancy has not been filled within ninety (90) days, waivers must be submitted to the PA Department of Labor and Industry, in writing, with an explanation of why a vacancy was not filled in the ninety (90) day timeframe and a description of the process underway to fill the vacancy.
- S. WDB members must be removed by the Chief Local Elected Officials should there be evidence or documentation of:
 - i. Engagement in any activity which may be, or has the appearance of, a conflict of interest;
 - ii. Failure to meet WDB member representation requirements defined in the Workforce Innovation and Opportunity Act (WIOA), US Department of Labor guidelines, and the PA Department of Labor and Industry's policy; or
 - iii. Documented evidence of fraud or abuse.
- T. No member of the WDB shall be permitted to delegate any duties of their position on the WDB to any proxy or alternate.

ARTICLE III

Officers

- Section 1: The WDB shall have a Chairperson who shall be elected by the WDB membership at a regularly scheduled meeting no later than April 15 of each year, to be effective from July 1 – June 30. The Chairperson shall preside at all meetings of the group, shall appoint committees and their Chairpersons as needed, and shall, in general, perform all duties incident to the office of Chairperson.
- Section 2: The WDB shall have a First and Second Vice-Chairperson who shall be elected by the WDB membership at a regularly scheduled meeting no later than April 15 of each year, to be effective from July 1 – June 30. The First Vice-Chairperson shall preside in the absence of the Chairperson, and the Second Vice-Chairperson shall preside in the absence of the Chairperson and the First Vice-Chairperson.

The First Vice-Chairperson and the Second Vice-Chairperson shall not be from the same county.

- Section 3: A Secretary and Treasurer shall be elected from the WDB membership at a regularly scheduled meeting no later than April 15 of each year, to be effective from July 1 – June 30. They shall have such powers and duties as are usually related to the respective offices.
- Section 4: The term of office for the officers of the WDB shall be for one (1) year, beginning on July 1 and concluding on June 30 the following year. Officers may be re-elected for one (1) subsequent term.
- Section 5: No WDB member shall be permitted to hold a position as an Officer, Director, or Chairperson for an entity serving as a fiscal or programmatic oversight agent for the WDB during their term.
- Section 6: No Officer, Chairperson, or Director of an entity serving as a fiscal or programmatic oversight agent for the CLEOs shall be eligible to sit on the WDB. However, the head of the fiscal entity shall sit on the Executive Committee in an ex officio capacity during their term with the fiscal entity.
- Section 7: Two CLEOs shall sit on the Executive Committee in an ex officio capacity.
- Section 8: The head of the programmatic oversight agency shall sit on the Executive Committee in an ex officio capacity.
- Section 9: Individuals sitting on the WDB who subsequently retire or no longer hold the position that made them eligible shall no longer be eligible to sit on the WDB.

ARTICLE IV

Committees and Councils

- Section 1: The WDB shall meet at least quarterly; WDB committees will meet at least quarterly or more frequently as determined necessary.
- Any member of a WDB committee who has failed to attend three (3) unexcused WDB committee meetings in the year may be removed from the WDB committee by the WDB Chair.
- Section 2: The WDB shall establish committees as needed to accomplish work of the board. The following committees have been established as part of the WDB's strategic planning process:
- Executive Committee: See Section 3 below for a full description of the Executive Committee.

Fiscal/Monitoring Committee: This committee ensures system accountability and transparency through fiscal oversight, audit, and program system monitoring, including performance measures, metrics that matter, and certification of the one-stop centers.

Youth Committee: This committee will support and advise the WDB in the establishment and delivery of youth services, as well as promote career pathways and tangible opportunities for youth.

Governance Committee: This committee ensures compliance to WDB bylaws and other governing documents from USDOL and the PA Department of Labor and Industry. This includes the review and updating of policies. Further, the committee is responsible to oversee the nominations process of the WDB, including recommendations for appointments, removals, and nominations of members and partners.

Business Solutions Committee: This committee assists the WDB to identify and address common skill gaps, education and credential needs, and workforce requirements for high priority occupations within targeted industry sectors. The committee identifies industry-specific workforce issues and needs that must be addressed to sustain a robust economy in the local workforce development area by working with education and economic development to develop an action plan.

Workforce Solutions Committee: This committee assists the WDB in continuously reviewing and improving the one-stop and mobile system to eliminate barriers that inhibit job seekers from attaining the education and training needed to become employable at family sustaining wages.

Communications Committee: This committee assists the WDB with developing a regional outreach and communication plan; improving public understanding of the workforce community issues, increasing employer interest and participation in the PA CareerLink[®] system, as well as enhancing and updating the website to provide the public with full transparency of programs and services.

Ad hoc committees will be formed to address any needed action or special project that is outside of the scope of the committees identified above.

Other than the prescribed membership of the Executive Committee as noted in Section 3 below, committee membership consists of WDB members, PA CareerLink[®] and program services contractor(s) staff, as well as community members and industry experts.

Section 3: The Executive Committee of the WDB shall consist of the Chairperson, First and Second Vice-Chairpersons, Secretary, and Treasurer as voting members. Two (2) CLEOs shall sit on the Executive Committee in an ex officio capacity. Any county not represented on the Executive Committee shall have a representative

appointed by the Chairperson to sit on the Executive Committee as a voting member. The Executive Committee shall meet as often as is necessary to carry on the routine business of the WDB and shall have the authority to act on behalf of the WDB when time does not permit the full WDB to meet. The term of the Executive Committee will coincide with terms mentioned in Article III, Section 4.

Section 4: The Chairperson shall appoint a Nominating Committee prior to the last scheduled meeting of the calendar year to address the nomination of a slate of Officers and Executive Committee members and to specifically review the PA CareerLink® Partner members of the WDB. The Committee shall review the membership of the WDB in accordance with the requirements of the Workforce Innovation and Opportunity Act (WIOA) not less than annually.

Section 5: Special committees, standing committees, task forces, or councils shall be designated by the Chairperson to deal with special areas of interest to the WDB and to assist in developing more fully its goals and objectives. Generally, they shall be considered advisory, unless authorizing legislation dictates otherwise or the WDB prescribes action within the specific areas for which they were constituted when it is not feasible for the WDB to meet.

ARTICLE V

Meetings, Voting Rights, and Quorum

Section 1: Meeting Procedures:

- A. The WDB shall make information regarding the activities of the Board available to the public on a regular basis through open meetings. The regular meetings shall be held at a time and place determined by the Membership. The public comment process shall include a public comment period held either at the beginning or at the end of all public meetings. Public comment will be limited to three (3) minutes per commenter, unless otherwise extended by the WDB Chair.
- B. In compliance with applicable provisions of the PA Sunshine Act (65 P.S. 271 et. Seq.) The WDB and any subcommittee authorized to take official action on behalf of the WDB 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 WDB business. “Deliberations” are discussions on WDB business that are necessary in order to reach decisions; and,

- (ii) Give public notice of the WDB 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 WDB remaining regular meetings throughout the year. The WDB 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 involving a clear and present danger of life or property. "Public notice" means both:

- the publication of the place, date and time of the meetings in the newspapers of general circulation published in the Northwest PA Workforce Development Area; and,

- the prominent posting of a notice of the place, date, and time of a meeting at the principal office of the WDB or at the building where the meeting will be held.

- C. The Executive Secretary, or his/her designee, shall send written and/or electronic notice of each meeting to its members one (1) week prior to the scheduled meeting. The notice shall specify time, date, location, and agenda for the meeting. A consent agenda may be used for WDB meetings.
- D. Special meetings may be called at any time by the Chairperson or by a petition signed by not less than twenty-five (25%) percent of the active membership of the WDB, setting forth the reason for calling such meeting.
- E. 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, WDB members will be notified twenty-four (24) 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 WDB will only hold a closed session to discuss:
 - (i) Either present or anticipated litigation (discussion with WDB attorneys); and,
 - (ii) WDB business that is lawfully privileged or confidential, including the conduct of an investigation of violations of the Workforce Innovation and Opportunity Act.
- F. Official action on any matter discussed at an executive session will be presented to the full board for a vote.

- G. Resolutions may be used to facilitate and document decisions that need to be made over the course of the year. A copy of approved resolutions will be placed in the records of the WDB.
- H. All votes shall be publicly cast and, in the case of roll call votes, recorded in the minutes.
- I. Minutes shall be maintained for all full WDB meetings and Executive Committee meetings and shall be available for anyone who requests to see them, and shall be approved at each full WDB meeting. The minutes shall include:
 - (i) Date, time, and place of the meeting;
 - (ii) Names of members present;
 - (iii) Substance of all official actions;
 - (iv) Records of all WDB member abstention from voting;
 - (v) A record of roll call votes; and,
 - (vi) Names of any citizens who appeared and gave testimony

Section 2: Each member shall have the right to cast one (1) vote, except that no member may cast a vote that directly or indirectly affects the organization which they represent.

Section 3: A simple majority of the currently appointed membership is needed for a quorum. A motion is passed or defeated by a majority of those members voting at a meeting where a quorum has been established. In the event of a tie vote, the Chairperson shall cast the deciding vote.

Section 4: A quorum for any meeting may be established by the use of a telephone conference call or web-based meeting to put a non-physically present WDB member in contact with the others present at the meeting site, and said WDB members so contacted shall, after the meeting is called to order with an appropriate quorum, have all of the rights and privileges as a WDB member who is otherwise physically present at the meeting. Any WDB member unable to be present in person may make request to the Chairperson to be contacted via telephone conference call.

Section 5: No member of the WDB shall be permitted to delegate any duties of their position on the WDB to any proxy or alternate.

ARTICLE VI

Conflict of Interest

Section 1: All WDB members shall adhere to the following in regard to conflict of interest:

1. WDB members may not vote on any matter that would provide direct financial benefit to the member of the member's immediate family, or on matters of the provision of services by the member or the entity the member represents.
2. WDB members must avoid even the appearance of a conflict of interest. WDB members shall sign the PA Department of Labor and Industry's Conflict of Interest Code Form and Statement of Financial Interests Forms.
3. The WDB shall appoint an individual to timely review the disclosure information and advise the WDB Chairperson and appropriate members of potential conflicts.
 - a. Signed Conflict of Interest Code Forms shall be maintained by the WDB and be made available for review by the PA Department of Labor and Industry.
 - b. Members appointed to the WDB meet the definition of "public official" as outlined in Commonwealth of Pennsylvania Management Directive 205.10 Amended and Financial Disclosures required by the Public Official and Employee Ethics Act. Public Officials must complete and file Statement of Financial Interests Forms each year the position is held and the year following end of service. These forms are due on or before May 1 for the prior calendar year.
4. Prior to discussion, vote, or decision on any matter before the WDB, if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, organization, or property that would be affected by any official WDB action, the member shall disclose the nature and extent of the interest or relationship and shall abstain from discussion and voting on or in any other way participating in the decision on the matter. All abstentions shall be recorded in the minutes of the WDB meeting and shall be maintained as part of the official record.
5. WDB members shall monitor potential conflicts of interest and bring them to the WDB's attention in the event a member does not make a self-declaration.
6. The WDB shall ensure that the WDB, WDB support staff, fiscal agent, and fiscal agent staff to not direct, and are not involved in, the daily activities of its PA CareerLink[®] Operator Consortium, workforce service providers, workforce system partners or contractors.
7. WDB members and their organizations may receive services as a customer of a local workforce service provider or workforce system partner.

Section 2: WDB members shall not receive compensation for their services on the WDB. WDB members may submit a request for reimbursement of reasonable and

allowable expenditures for special circumstances in accordance with the Act and applicable federal and state regulations on a case-by-case basis.

ARTICLE VII

Restrictions

- Section 1: The WDB may not provide career services or be designated or certified as a PA CareerLink® Operator.
- Section 2: The WDB may not provide training services.
- Section 3: The WDB may not mandate curricula for schools.

ARTICLE VIII

Amendments

These Bylaws, or any part hereof, may be amended by a majority vote of the WDB membership present at any meeting, provided the proposed amendment(s) are mailed by regular first-class US Postal mail or emailed to the membership at least five (5) days prior to the meeting at which such amendments are to be voted upon.

Compliance with Law

In execution of its business, the WDB shall comply with the Workforce Innovation and Opportunity Act and regulations, as well as the policies and directives from the PA Department of Labor and Industry, the Pennsylvania Workforce Development Board and the US Department of Labor.

ARTICLE IX.

Indemnification

- Section 1: **Mandatory Indemnification.** The Corporation shall indemnify each of its directors, officers, agents, and employees (and his or her executor, administrator and heirs), whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a Director, officer, agent, or employee of the Corporation. The individual shall have no right to indemnification, however, in relation to matters as to which he or she has been adjudged: (1) liable to the Corporation for negligence or misconduct in the performance of his or her duties; or (2) derelict in the performance of his or her duties as Director, officer, agent, or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the

duties of his or her office, agency, or employment. The right to indemnification for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. Notwithstanding the foregoing, this provision shall not be construed to limit in any way the requirements of 15 Pa.C.S.A. § 5743, as amended, regarding mandatory indemnification.

Section 2: Discretionary Indemnification. The Corporation shall have the right to provide indemnification to any person to the fullest extent permitted under Chapter 57, Subchapter D, of the Nonprofit Corporation Law of 1988, as amended (15 Pa C.S.A. §§ 5741-5750), or any successor provisions thereto.

Section 3: Rights Not Exclusive. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director, officer, agent or employee may be entitled.