



PIEDMONT REGION

A proud partner of the [americanjobcenter](#) network

# **BYLAWS**

**Adopted: July 1, 2015**

**Amended: January 17, 2019**

<u>ARTICLE/SECTION</u>	<u>PAGE</u>
<b>ARTICLE I – NAME, MISSION AND AUTHORITY</b>	<b>3</b>
<b>ARTICLE II – SERVICE AREA</b>	<b>3</b>
<b>ARTICLE III – MEMBERSHIP</b>	<b>3</b>
Section 1 – Appointment of Members	
Section 2 – Composition	
Section 3 – Term of Office	
Section 4 – Removal and/or Resignation	
Section 5 – Compensation	
<b>ARTICLE IV – VOTING RIGHTS</b>	<b>3</b>
Section 1 – Voting	
Section 2 – Majority	
Section 3 – Quorum	
Section 4 – Voting Prohibitions	
<b>ARTICLE V – OFFICERS</b>	<b>4</b>
Section 1 – Officers	
Section 2 – Election Term	
Section 3 – Removal of Officers	
Section 4 – Duties of the Chair	
Section 5 – Duties of the Vice-Chair	
Section 6 – Duties of Board Staff	
<b>ARTICLE VI – COMMITTEES</b>	<b>5</b>
Section 1 – Creation of Committees	
Section 2 – Standing Committees	
Section 3 – Executive Committee	
Section 4 – Finance Committee	
Section 5 – Marketing and Business Outreach Committee	
Section 6 – WIOA Committee	
Section 7 – Program Planning & Service Delivery Committee	
<b>ARTICLE VII – MEETINGS</b>	<b>5</b>
Section 1 – Regular Meetings	
Section 2 – Special Meetings	
Section 3 – Notice of Meetings	
Section 4 – Meetings Open to the Public	
Section 5 – Executive Session	
Section 5 – Compliance with Sunshine Laws	
<b>ARTICLE VIII – CONFLICT OF INTEREST AND CONFIDENTIALITY</b>	<b>6</b>
<b>ARTICLE VIV – MISCELLANEOUS PROVISIONS</b>	<b>7</b>
Section 1 – Seal	
Section 2 – Program Year	
Section 3 - Amendments	

**ARTICLE I**  
**NAME, MISSION AND AUTHORITY**

These bylaws are established by the Virginia Career Works – Piedmont Region (VCW – Piedmont) Board, hereinafter referred to in these bylaws as the Board. The mission of the Board is to be a proactive partner with employers and economic development leaders in order to provide a qualified workforce that meets current and future job demand. The Board and its authority to operate shall conform to the provisions of Public Law 113-128, Workforce Innovation and Opportunity Act (WIOA) of 2014, and to all federal and state guidelines for the Act. It shall also conform to any grant requirements for any other funding source. The Board is authorized to hire and/or contract with persons to provide administrative and/or technical support.

**ARTICLE II**  
**SERVICE AREA**

The Board shall serve Local Workforce Development Area 6 (LWDA 6) as defined in the Virginia Career Works – Piedmont Region’s Chief Local Elected Officials Agreement.

**ARTICLE III**  
**MEMBERSHIP**

**Section 1 – Appointment of Members**

The Consortium of Chief Local Elected Officials for LWDA6, also known as the Virginia Career Works – Piedmont Region Council, hereinafter referred to as the “Council”, shall appoint the Board in accordance with WIOA law and Virginia Board of Workforce Development Policy 200-02. A vacancy may occur by removal or by resignation. The Council must fill vacancies within 90 days. Appointments to fill vacancies shall be carried out in the same manner as an original appointment.

**Section 2 – Composition**

The Board composition shall be in accordance with WIOA, Section 107, Virginia Board of Workforce Development Policy 200-02 and will be detailed in the VCW – Piedmont Policy titled “Workforce Development Board Composition”.

**Section 3 – Term of Office**

All VCW – Piedmont Board members will have three (3) year terms, with the exception of Economic Development and Community Based Organization representatives, which will have one (1) year terms.

**Section 4 – Removal and/or Resignation**

Any Board Member may be removed after missing more than three consecutive meetings or for a violation of the conflict of interest provision set forth in these Bylaws. Removal would occur after contact with the Board Member and notification in writing by the Council. Removal of Board Members is the responsibility of the Council. Members desiring to resign should remain on the Board until a replacement has been appointed.

**Section 5 – Compensation**

No Board or Council Member shall receive compensation for services provided in that capacity.

**ARTICLE IV**  
**VOTING RIGHTS**

**Section 1 – Voting**

Each Member of the Board shall have one equal vote in all matters before the Board. Robert’s Rules of Order shall guide the Board in all proceedings, except as otherwise provided for in these Bylaws.

**Section 2 – Majority**

Unless indicated otherwise in these bylaws, all actions of the Board shall be approved by a simple majority vote of the member present and voting.

**Section 3 – Quorum**

A quorum for a meeting, as required under §2.2-2472(J) of the Code of Virginia, shall consist of a majority of both the private sector and public sector members.

**Section 4 – Voting Prohibitions**

A member of the Board who has a personal interest in a proposal or contract that is presented to the Board is not in violation of the Act if, in negotiating for the proposal/contract, the member does not participate in any way as a Board member and this action is set forth as a matter of public record. No member of the Board shall cast a vote on the provision of services by that member (or any organization for which that member directly represents) or vote on any matter which would provide direct or indirect financial benefit to that member. A Board member who is associated with an entity that has submitted a RFP for a contract must abstain from the discussion process as well as the voting process when that entity is presented to the Board. Willful violation of conflict of interest standards may be cause for removal from Board membership. (See Article VIII on Conflict of Interest and Confidentiality.)

**Section 5 – Alternates**

If a member of the Board cannot attend a scheduled meeting of the Workforce Development Board, the member may designate an alternate from his/her organization to attend in his/her place. If the Board member wishes to designate an alternate, the member shall email the Assistant Director of the Virginia Career Works – Piedmont Region, noting the designated alternate and the ability for the designated alternate to vote on behalf of the Board member.

**ARTICLE V**  
**OFFICERS**

**Section 1 – Officers**

The Board shall elect a Chair, or Co-Chairs, and a Vice-Chair and any other such officers as are deemed necessary. The Chair(s) and Vice-Chair shall be Business Representatives and shall together represent both Planning District areas.

**Section 2 – Election Term**

Officers shall be elected at the last regular meeting of the Program Year for a term of one year to begin July 1<sup>st</sup> and end June 30<sup>th</sup>. Officers may be elected for subsequent years. No officer shall serve more than four (4) consecutive terms.

**Section 3 – Removal of Officers**

An officer may be removed by a majority action of the Board.

**Section 4 – Duties of the Chair**

The Chair(s) shall conduct the meetings of the Board, work with VCW – Piedmont Staff to create the agenda, appoint members to the committees, represent the Board or designate other members or staff to represent the Board at public functions and be the spokesperson for the Board. The Chair(s) may authorize the expenditure of up to \$5,000 without prior approval of the Board. In all such cases, the Chair will request approval by the Board of this expenditure at its next scheduled meeting.

#### Section 5 – Duties of the Vice-Chair

The Vice-Chair shall perform all functions of the Chair(s) in the absence of the Chair(s).

#### Section 5 – Duties of Board Staff

The Board Staff shall send out meeting notices and keep the official records of the Board including the minutes, agendas, financial statements, manage the finance of the Board, contracts, plans, and other such documents as pertain to the business of the Board.

### **ARTICLE VI** **COMMITTEES**

#### Section 1 – Creation of Committees

The Board may create one or more programmatic committees, in addition to the Executive Committee, and appoint Members to serve on such committees. The creation of a committee and appointment of Members to it shall be approved by the Board when the action is taken. Committee members may include non-Board members with expertise in areas that would assist the Committee and the Board in their decision-making. All Committees must be chaired by an appointed Board Member. The Board Chair shall appoint all standing Committee chairs.

#### Section 2 – Standing Committees

The following Programmatic Committees will be in place for the VCW – Piedmont Board:

- Finance Committee
- Marketing and Business Outreach Committee
- WIOA Committee
- Program Planning and Service Delivery Committee

The authority of the Committees shall be outlined in an official charge. At no time, unless otherwise noted, may a Committee act on behalf of the Board without consent of a quorum of the Board. Committees may schedule their meetings without notice to the full Board. Committees shall keep minutes of the meetings and submit them to the Board.

#### Section 3 – Executive Committee

The Executive Committee, appointed by the Board, will consist of the following:

- The Chair or Co-Chairs of the VCW – Piedmont Board
- The Vice-Chair of the VCW – Piedmont Board
- The Past Chair of the VCW – Piedmont Board
- All Standing Committee Chairs
- One At-Large Representative on the Board

The Executive Committee will be responsible for handling the business of the Board between meetings of the entire Board and is the only committee that may take formal actions on behalf of the full Board. These actions could include, but are not limited to the following:

- Approval of financial reports including annual budgets, transfer of funds requests, budget modifications and budget vs. actual expenditures
- Approval of committee reports
- Approval of programmatic reports

The VCW – Piedmont Council will also need to review and approve any financial report provided to the Executive Committee. Items approved by the Executive Committee will be reported to the Board at the next quarterly meeting and the corresponding documentation or reports will be made available in an online format. Any Board member can request to review an item approved by the Executive Committee at the next quarterly Board meeting in detail.

#### Section 4 – Quorum

Thirty percent (30%) of the number of current committee members shall constitute a quorum.

### **ARTICLE VII** **MEETINGS**

#### Section 1 – Regular Meetings

Regular meetings will be held at least quarterly at a place within the region. The Board may adopt a schedule of additional meetings that shall be considered regular meetings for purposes such as developing a plan, preparing the budget, or other such purposes as required.

#### Section 2 – Special Meetings

Special meetings may be called by the Chair(s) or the Executive Committee for any purpose.

#### Section 3 – Notice of Meetings

Written notice, including a tentative agenda, will be transmitted to the Board and posted on the VCW – Piedmont website ([www.vcwpiedmont.com](http://www.vcwpiedmont.com)) no less than five (5) business days prior to the regularly scheduled meeting. Members of the Board shall be provided written notice of special meetings a minimum of 48 hours in advance of the special meeting. Such notice shall include a description of the matter(s) for which the special meeting is called. Only business specified in the special meeting notice may be considered. Public notice of the date, time, and place of the Board Meetings shall be provided as required by law.

#### Section 4 – Meetings Open to the Public

All meetings of the Board and its committees shall be open to the public. The Board shall make available to the public, on a regular basis through its open meetings, information regarding activities of the Board, including information on the Local Plan, information regarding members, and the minutes of Board meetings.

#### Section 5 – Executive Session

Closed executive sessions may be used according to the provisions of the Virginia Freedom of Information Act. Such sessions may be held during or after an open meeting, or may announced for a future time. The purpose for holding a closed executive session must be announced at the open meeting either immediately prior or subsequent to the closed executive session. Official action on any matter discussed at a closed executive session must be taken at an open meeting.

#### Section 5 – Compliance with Sunshine Laws

The Board shall comply with all applicable aspects of the Sunshine provision which are outlined in the CLEO-Board Agreement.

**ARTICLE VIII**  
**CONFLICT OF INTEREST AND CONFIDENTIALITY**

No official or employee of the Board authorized in their official capacity to negotiate, make, accept for approval, or to take part in the negotiating, making accepting or approving any contract or subcontract in connection with the project; shall have directly or indirectly any financial or personal interest in such contract or subcontract. It shall be against the policy of the Board for any employee or volunteer to directly or indirectly, corruptly ask, for themselves or any other person or entity in return for: being influenced in their performance of their job or position; being influenced to commit or aid in committing, or to collude in, or allow, any fraud, or to make opportunity for the commission of any fraud on the Board; being induced to do or admit to any act in violation of their official duties

**Section 1 – Voting and Conflict of Interest**

Section 107(h) of the WIOA and these Bylaws prohibit a member of the Board from voting on a matter under consideration by the Board when:

- The matter concerns the provision of services by the member or by an entity that the member represents; or
- The matter would provide direct financial benefit to the member or the immediate family of the member. (For purposes of this policy, immediate family means wife, husband, son, daughter, mother, father, brother, brother-in-law, sister, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, aunt, uncle, niece, nephew, grandson, granddaughter, grandparent, stepparent, stepchild, or any person residing in the same household); or
- The matter concerns any other activity determined by the Board to constitute a conflict of interest as specified in the Local Plan.

**Section 2 – Appearance of Conflict**

Members of the Board are expected to avoid unethical behavior in the course of performing their official duties. The Board not only expects its members to avoid impropriety, but also to avoid the appearance of impropriety whether or not any actually exists. Members must avoid the appearance of: using their position for private gain; giving preferential treatment to any person or entity; losing their independence or impartiality in making decisions; acting in any way that might erode public confidence in the integrity of the Board.

**Section 3 – Confidentiality**

All information, whether transmitted orally or in writing, that is of such a nature that it is not, at that time, a matter of public record or public knowledge is deemed confidential by the Board. Members shall not disclose confidential information obtained in the course of or by reasons of his/her membership on the Board to any person or entity not directly involved with the business of the Board.

- No member shall use confidential information obtained in the course of or by reason of his/her membership on the Board in any matter with intent to obtain financial gain for the member, the member's immediate family or any business with which the member is associated.
- No member shall disclose confidential information obtained in the course of or by reason of his/her membership on the Board in any manner with the intent to obtain financial gain for any other person.

**ARTICLE VIV**  
**MISCELLANEOUS PROVISIONS**

**Section 1 – Seal**

The Board may adopt a seal or logo for identification of the Board.

**Section 2 – Program Year**

The Program Year of the Board shall be July 1<sup>st</sup> to June 30<sup>th</sup>.

**Section 3 – Amendments**

These Bylaws may be amended by a simple majority vote of the current members of the Board and are subject to the approval of the VCW – Piedmont Council.

**Signatures**

\_\_\_\_\_  
*VCW – Piedmont Council Chair Signature*

\_\_\_\_\_  
*VCW – Piedmont Board Chair Signature*

\_\_\_\_\_  
*VCW – Piedmont Council Chair Printed Name*

\_\_\_\_\_  
*VCW – Piedmont Board Chair Printed Name*

\_\_\_\_\_  
*Date*

\_\_\_\_\_  
*Date*



