

CHESTER COUNTY WORKFORCE DEVELOPMENT BOARD
BY- LAWS

Article 1- Purpose and Duties

Section 1.

The Chester County Workforce Development Board (hereinafter referred to as the “WDB” or “Board”) is established in accordance with the Workforce Innovation and Opportunity Act , 29 U.S.C. §§3101 et seq, (“WIOA”) and the WDB shall provide development and exercise oversight with respect to the strategic vision of the WIOA in the Chester County Local Workforce Area, in partnership with the Chester County Board of Commissioners, consistent with WIOA.

Section 2.

The WDB shall enter into a partnership agreement with the Chester County Board of Commissioners (“Commissioners”) designating the recipient of WIOA funds, the fiscal agent, staff to the WDB, the Team PA CareerLink local operator and site, and other areas required by the Act. The overall duties and authority of the WDB will remain in accordance with the provisions of the Act and shall be consistent with the partnership agreement.

Section 3.

The Director of the Chester County Department of Community Development shall function as the Director of and Secretary to the Board. Under the Director’s supervision, DCD staff will prepare minutes on the Board activity and maintain records pertaining to Board business. The Director will prepare and present to the Board at its regular meeting, status reports on WIOA activities.

Articles II Membership

Section 1.

The WDB’s composition will be in accordance with the provisions set forth in the WIOA and its regulations. At least 51% of WDB members will be representatives of businesses in the local area.

Section 2.

In accordance with the provisions of the Act, the number of members on the WDB will be established by the Commissioners and the Board will then be certified by the Governor. Nominations for WDB membership shall be made in accordance with the provisions outlined in the Act.

Section 3.

On June 18, 2015, the Commissioners appointed the initial members to the WDB with two (2) and three (3) year staggered initial terms. Thereafter, the initial term of each new member appointment will be two (2) years. Each subsequent reappointment, including the subsequent term for members initially appointed on June 18, 2015, will be for a four (4) year term. After

completing their initial term, a member may serve one (1) additional term, for a total of two (2) consecutive terms on the WDB, and must have at least a one (1) year break in service before returning to WDB membership.

Section 4.

WDB members shall not delegate their duties to proxies or alternates.

Article III – Meetings and Quorums

Section 1.

A quorum shall be a simple majority of the active members. A motion can be 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 Chair shall cast the deciding vote.

Section 2.

The WDB shall hold regular meetings, in compliance with the Sunshine Act, at a time and place determined by the membership. Written notice of each regular and special meeting will be sent to the membership specifying time, date and location of the meeting.

Section 3.

WDB committees shall meet at the call of the WDB chair or committee chair.

Section 4.

Minutes shall be kept of all full WDB and committee meetings and shall be approved at the next full WDB meeting.

Article IV- Chairman

Section 1.

The Chair of the WDB shall be the principal executive officer of the WDB.

Section 2.

The Chair shall be elected by the WDB membership from among the business sector representatives on the WDB in accordance with the provisions outlined in the WIOA. The Vice Chair shall be elected by the WDB membership from among the members on the WDB. The term of office for the Chair and the Vice Chair shall be two years, beginning October 1st of each year beginning in 2012, and each may be re-elected for subsequent terms. The Chair and Vice Chair shall remain in office until such time as they are re-elected or their replacement takes office. Other officers, determined as needed by the Chair, may be elected by the membership.

Section 3.

The Chair shall preside at all the meetings of the WDB. In the absence of the Chair, the Vice Chair or the Board secretary may preside.

Section 4.

The Chair, Vice Chair and other officers that may be elected by the membership may be removed by the Board in the event the officer no longer holds the position or status that makes him/her eligible to be a WDB member, if the member has been removed by the Commissioners, as may be determined by the Board from time to time or where may be required by law.

Article V- Voting

Section 1.

Each member of the Board shall have one vote, except that no member may cast a vote that directly or indirectly affects the organization they represent.

Section 2.

Only Board members in attendance at Board meeting may vote on matters brought before the WDB.

Section 3.

The WDB will abide by the Conflict of Interest Laws of the Commonwealth of Pennsylvania and the Code established by the Human Resource Investment Council (attached hereto) and the following in regard to conflicts of interest:

- A. A WDB member may not vote on any matter that would provide direct financial benefit to the member or the member's immediate family, or on matters of the provision of services by the member or the entity the member represents.
- B. A WDB member shall avoid even the appearance of a conflict of interest. Prior to taking office, each WDB member shall sign the Conflict of Interest Code form and complete Financial Interest Statement forms. The WDB shall appoint an individual to timely review the disclosure information and advise the WDB Chair and appropriate members of potential conflicts.
 - a. Signed Conflict of Interest Codes shall be maintained by the WDB and be available for review by the Pennsylvania Department of Labor and Industry.
 - b. Members appointed to the WDB meet the definition of public officials as outlined in the Commonwealth of Pennsylvania Management Directive 205.10 Amended and Financial Disclosures required by the Public Official and Employee Ethics Act. Public officials are required to complete and file Financial Interest Statements each year the position is held and the year following the end of service. Forms shall be submitted on or before May 1 for the prior calendar year, or at such other time as may be established by the Commonwealth.
- C. Prior to a 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 or 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 be maintained as part of the official record.

- D. It is the responsibility of each WDB member to monitor potential conflicts of interest and bring it to the WDB's attention in the event a member does not make a self declaration.
- E. The WDB shall ensure that the WDB, WDB staff, the fiscal agent and the fiscal agent's staff do not direct and are not involved in the daily activities of its PA CareerLink Operator Consortium, workforce service providers, workforce system partners or contractors.
- F. WDB members or their organizations may receive services as a customer of local workforce service providers or workforce system partners.

Article VI – Committees

Section 1.

The Chair may appoint or consolidate standing or adhoc committees when deemed necessary to facilitate the functions of the Board. Notwithstanding the foregoing, the PA CareerLink Operator Consortium, Youth and Disability Services Committees may not be consolidated without amendment to the bylaws.

Section 2.

The WDB's standing committees are:

- A. Executive. The purpose of the Executive Committee is to set the vision and agenda for WDB. This committee consists of WDB Executive Director, Chair, Vice Chair and one additional private sector WDB member.
- B. Governance. The purpose of the Governance Committee is to assist the WDB by: (1) keeping the WDB informed of current best practices in corporate governance; (2) reviewing governance trends for their applicability to the WDB; (3) updating the WDB's governance principles and governance practices; and (4) advising those responsible on the skills, qualities and professional or educational experiences necessary to be effective WDB members. This committee consists of the WDB Executive Director, Chairman, Vice Chair, and such other WDB members or staff as may be appropriate. Membership is by invitation.
- C. Programming. The purpose of the Programming Committee is to oversee and advise on issues related to WDB-funded programming for all job seekers, including populations in Chester County experiencing barriers to employment. Membership for this committee consists of PA CareerLink Chester County staff and interested WDB members.
- D. PA CareerLink Operator Consortium. The WDB designates the PA CareerLink Operator Consortium as one-stop delivery system committee. The purpose of the PA CareerLink

Operator Consortium is to provide workforce and economic development services to job seekers and employers and to serve as link between the WDB and CareerLink staff. Membership is subject to membership requirements set forth in the Pennsylvania Department of Labor & Industry's Workforce Delivery System Policy 02-2014 v.2, effective October 1, 2014, as may be amended from time to time.

- E. Youth. The WDB designates the Council for the Workforce of Tomorrow ("Youth Council") as its standing committee to provide information and to assist with planning, operational and other issues related to the provision of services to youth, for so long as the Youth Council meets the criteria for a youth committee under WIOA. The further purpose of the Council for the Workforce of Tomorrow is to facilitate a workforce development system designed to provide youth with access to opportunities for educational enrichment and career exploration. The CWT supports youth during the dynamic transition from adolescence to adulthood through the provision of services offering academic, career, and post-secondary preparation, and leadership training. Membership shall include community based organizations and is subject to the specific requirements of the WIOA and is by appointment.
- F. Employer Engagement. The purpose of the Employer Engagement Committee is to provide guidance to the Business Services Team, which is responsible for the direct outreach to local employers. This committee acts as the bridge between the Business Services Team and the WDB. Membership for this committee is open to interested WDB members.
- G. Industry Partnership. The purpose of the Industry Partnership Committee is to bring together those industry partners with an interest in workforce development in Chester County, including but not limited to; education providers, industry partnerships, HireOne, employment specialists and CareerLink. The committee discusses the challenges and opportunities for workforce development in Chester County. Membership for this committee is open to interested WDB members.
- H. Marketing, Data and Outreach. The purpose of the Marketing, Data and Outreach Committee is to handle marketing and outreach for the WDB and CareerLink initiatives, including promoting WDB initiatives to the community, implementing a marketing plan, and dissemination of data to WDB members and the community. Membership for this committee is open to interested WDB members.
- I. Disability Services. The purpose the Disabilities Services Committee is to provide information and to assist with operational and other issues relating to the provision of services to individuals with disabilities, including issues relating to compliance with WIOA, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 regarding providing programmatic and physical access to the services, programs, and activities of the one-stop delivery system, as well as appropriate training for staff on providing supports for or accommodations to, and finding employment opportunities for, individuals with disabilities. Membership on this committee is open to interested WDB members.

Section 3.

All committees shall be chaired by a member of the WDB. Committees may include other members of the WDB, and shall include other individuals appointed by the WDB who are not members of the WDB and who the WDB determines have appropriate experience and expertise.

Section 4.

All committees shall have access to the technical, professional and clerical services of the staff to the Board (Department of Community Development).

Section 5.

WDB members shall not receive compensation for their service on the Board. WDB members shall not be eligible for reimbursement for expenses related to WDB membership, unless such expenditures have been authorized in advance by the Board and the authorization is noted in the minutes. For expenses that may require immediate authorization prior to a Board meeting, the Executive Committee may authorize expenses eligible for reimbursement up to \$1,000.00. Such authorization shall be noted in the minutes of the Executive Committee and be presented to the Board at the next Board meeting.

Article VII- Amendments

Section 1.

Any proposed amendment to these by-laws shall be submitted to the entire Board at least 30 days before it is to be acted upon.

Section 2.

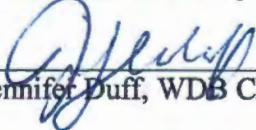
A recommendation to amend these by-laws may be passed by a majority vote of those members present at any regular Board meeting.

Article VIII – Compliance with Law

Section 1.

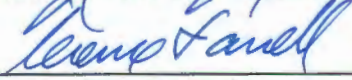
In the execution of its business, the WDB shall comply with WIOA and its regulations as well as policies and directives from the Department of Labor and Industries and the Pennsylvania Workforce Development Board.

FOR: Chester County Workforce Development Board



Jennifer Duff, WDB Chair

FOR: COUNTY OF CHESTER



Terence Farrell, Chair
Chester County Commissioners