

**BYLAWS  
REGION C  
WORKFORCE DEVELOPMENT BOARD  
WIOA  
May of 2020**

**ARTICLE I. NAME AND SERVICE AREA**

Section 1. NAME. The name of this organization shall be the Region C Workforce Development Board, hereinafter referred to as the Board.

Section 2. LOCAL AREA. The area served by the Board shall be the Counties of Rutherford, McDowell, Cleveland, and Polk.

**ARTICLE II. FUNCTIONS OF THE BOARD**

Section 1. GENERAL. The purpose of the Board is to act as a governance board for **NCWorks Career Centers** in the Region C Local Area. The Board also has the responsibility of providing policy guidance for and exercising oversight with respect to activities under the **Workforce Innovation and Opportunity Act (WIOA) Workforce Development Local Area Plan** in partnership with the Region C Workforce Development Consortium.

**ARTICLE III. BOARD MEMBERSHIP (WIOA Sec. 107 (b) (1), (2), and (3) )**

Section 1. GENERAL. The membership of the Board will be established in accordance with applicable Federal and State laws and rules governing the Board. Members shall be appointed by the board of commissioners of the county being represented by the specific appointment based on nominations from the following: local business organizations; local economic development agencies; local education agencies; vocational education institutions; state or local labor organizations and other appropriate entities. Generally, the appointing body will be notified of Workforce Development Board vacancies two months prior to the expiration of members' terms or immediately upon a resignation or other reason for a vacancy.

Section 2. MEMBERSHIP. The Board shall be made up of 19 members.

- A. Private Sector Members. **A minimum of 10 (51%) members shall be representatives** of private industry and shall be selected equitably from among the four counties.
  
- B. Agency Members. The remaining membership will be selected from local agencies and interested <sup>David Pharr</sup> organizations in a manner insuring broad regional representation and will consist of the following:
  - (a) 2 - representatives of Education
    - 1 – Higher Education**
    - 1 – Adult Education**
  - (b) 1 - representative of Rehabilitation Agency
  - (c) **4 (20%) - representatives of community based organization, organized labor, and/or apprenticeship (any combination)**
  - (d) 1 - representative of the Public Employment Service
  - (e) 1 - representative of an Economic Development Agency

Section 3. TERMS OF APPOINTMENT. Members shall be appointed for staggered three year terms. Appointments to fill an unexpired term of a previous member shall be filled by the prescribed procedure and will be considered a new term. Any member may be reappointed to the Board. All appointments shall be made in accordance with Article III Section I of these Bylaws.

Section 4. COUNTY DISTRIBUTION OF MEMBERSHIP. Membership of the Board shall be equitably distributed among the four counties served, in such a manner as determined acceptable by the Chief

Elected Official of the Consortium. Such distribution may be changed when deemed appropriate by the Chief Elected Official of the Consortium. A current distribution listing shall be maintained at all times by the Isothermal Planning and Development Commission.

#### **ARTICLE IV. OFFICERS**

Section 1. GENERAL. The Board shall have two officers - Chairman and Vice-Chairman.

Section 2. CHAIRMAN. The Chairman shall be elected from among the representatives of private industry by the Board membership. The Chairman shall preside at all meetings of the group, shall appoint committees and their chairmen and vice-chairmen as needed, and shall in general perform all the duties incident to the office of Chairman. The Chairman shall vote as any other member.

Section 3. VICE-CHAIRMAN. The Vice-chairman shall be elected from among the representatives of private industry by the Board membership. The Vice-Chairman shall perform such duties as delegated by the Chairman, and in the absence or disability of the Chairman, shall perform the duties of that office and shall serve the unexpired term of the Chairman if the office becomes vacant.

Section 4. TERMS OF OFFICE. The term of office of the Chairman and Vice-Chairman shall be for a period of one year beginning July 1 and ending June 30. Officers may succeed themselves.

Section 5. ELECTIONS. Officers shall be elected by the membership at the last regularly scheduled meeting of each program year.

#### **ARTICLE V. STAFF**

BOARD SUPPORT. By agreement of the Chief Elected Official of the Consortium and the Board, the Board shall be supported in its responsibilities by the Workforce Development Administrator and/or Workforce Development staff employed by Isothermal Planning and

Development Commission as the Local Area Administrative/Fiscal Agent.

## **ARTICLE VI. ORGANIZATION**

Section 1. COMMITTEES. The Chairman may establish such committees as deemed necessary to carry out the functions and responsibilities of the Board. The Chairman shall appoint all members and a chairman for committees established. Such committees may be designated as standing or ad hoc committees and shall meet at such times and places as designated by the respective committee chairman. No proxy voting shall be allowed in the conduct of committee business.

Committees will help to ensure that members actively participate in convening the workforce development system's stakeholders, brokering relationships with employers and leverage support for board's activities.

**Section 2.** STANDING COMMITTEES (WIOA Sec. 107(b)(4)) The chairman may designate and direct the activities of standing committees to provide information and assist in carrying out operational functions for specific activities. Committees shall be chaired by a member of the board and may include other members. Standing committees may include:

1. a committee to provide information and assist in the operational issues relating to the career center system and may include members of the center partners.
2. a committee to provide information and to assist with the operational issues relating to the provision of youth service which shall include organizations with demonstrated record of success in serving eligible youth.

## **ARTICLE VII. MEETINGS**

Section 1. REGULAR MEETINGS. The Board shall meet **quarterly** at the call of the Chairman. Notifications of meetings shall be at least one

(1) week prior to the meeting date. Regular meetings may be more frequent as deemed necessary by the Chair.

Section 2. SPECIAL MEETINGS. The board Chair or Committee Chair may call additional meetings to be held in person, via conference call, Skype, or other alternative media sources as deemed necessary. Voting on items requiring action may be accomplished through e-mail or other electronic medium.

Section 3. QUORUM. A quorum of the Board for voting purposes shall be considered 51 percent of the members being present, either in person or virtually.

Section 4. VOTING. A vote of a majority of the Board members present is necessary for official action by the Board. Any member present who fails to vote will be counted as a yeas vote. Any member leaving the meeting prior to the vote without approval of the Board membership will be counted a yeas vote.

The Chair shall not vote except in the case of a tie, in which event he/she shall cast the deciding vote. Once a quorum is established, a quorum will be deemed to exist for the remainder of the meeting, or for an adjourned meeting, even if the number of Board members present is reduced below the minimum number necessary to initially establish a quorum. Each Board member present shall be entitled to one (1) vote on each matter for which a vote is taken. Votes may be cast telephonically or via electronic medium.

Proxy Voting—A member may designate a representative to attend a meeting of the Board in his/her absence. The proxy must meet the membership criteria for the member's affiliation type. The proxy will count toward the appointed member's attendance. The representative may participate in discussions and may vote so long as the member provides written voting instructions to the Chair allowing his/her proxy representative to cast votes in accordance with the written voting instructions.

Section 5. ATTENDANCE. It shall be the responsibility of each member of the Board to attend all Board meetings. However, if a member is unable to attend due to business, illness, or other serious commitments, it becomes his responsibility to notify the designated

staff in advance of his expected absence. The designated staff shall notify the Board Chairman of projected attendance.

Unusual, unforeseen, and nonconsecutive absences shall be excused, whereas, habitual absence which is avoidable will jeopardize a member's standing with the Board. The Chairman shall discuss the possible termination of a member's responsibility on the Board when their absences are deemed excessive. The member shall be asked to resign when the Board Chairman deems it is in the best interest of the Board. At such time, the designated staff will notify the respective county board of commissioners of the vacancy on the Board. A new member will be chosen in a manner consistent with Article III, Section I of these Bylaws.

- Section 6. ORDER OF BUSINESS. The Chairman shall be responsible for orderly business of the Board and for calling items on the agenda. During the course of considering items on the agenda, only members of the Board shall participate in the discussion except (1) by permission of the Chairman upon request of a member of the Board and/or staff, or (2) during a public participation period.
- Section 7. AGENDA. Board staff in consultation with the Chairman shall develop the agenda for Board meetings.
- Section 8. RULES. The rules set forth in the current edition of Robert's Rules of Order, Newly Revised, shall govern the procedures of the Board.
- Section 9. OPEN MEETINGS. Meetings of the Board shall be open, and it shall be a stated policy that interested citizens or groups will be heard on Workforce Development matters in accordance with Article VII Section 6 of these Bylaws. Workforce Development Board meetings shall be publicized and operated in accordance with North Carolina's Open Meeting Law. Meetings will be held in accessible facilities with accessible materials available upon prior request.
- Section 10. CONFLICT OF INTEREST. A Board member shall be excused from voting on any and all matters where a direct conflict of interest exists. When needed, the Board shall determine whether a conflict of interest exists. For the purpose of this section, a conflict of interest shall be deemed to exist when the matter to be voted on has direct bearing on services to be provided by that member, his or her

family member, or any organization with which the member is associated. All members shall abide by the Region C WDB Code of Conduct which becomes part of these Bylaws by reference.

Section 11. RESIGNATION. If any member cannot fulfill his obligations to the Board for any reason, he may submit a letter of resignation to the Chairman with a copy to the respective county board of commissioners and Board staff. The vacancy will be filled utilizing the appointment process outlined in Article III Section one of these bylaws.

Section 12. MINUTES. The Local Area staff shall keep minutes and provide copies of minutes to all WDB members prior to the next scheduled meeting.

Section 13. BOARD NOTEBOOK. Local Area staff shall maintain the current listing of members, their applications for appointment, copies of the minutes, and any supporting data provided for the Board members in a notebook. This notebook will be kept at the IPDC offices.

#### **ARTICLE VIII. BYLAWS AMENDMENT PROCEDURE**

These Bylaws may be amended at any regular meeting of the Workforce Development Board by a majority vote of the members present, provided the proposed amendment has been submitted in writing to the Board and Consortium members two weeks prior to the meeting.

  
David T. Pharr (May 5, 2021 20:45 EDT)  
WDB Chairman

May 6, 2021  
Date

## CODE OF CONDUCT

The Region C Workforce Development Board members, committee, Workforce Development Board staff members, and program contractor/service provider staff shall adhere to the following Code of Conduct.

No member shall:

1. use the name, endorsement, or services of the Local Area for to secure personal privileges or exemptions any person, or would give the appearance of such
2. accept or seek for oneself or any other person any financial advantage or gain of other than nominal value offered as a result of Board affiliation;
3. disclose any confidential WDB information to any person not authorized to receive such information or use such information to the disadvantage of the Local Area or accept any position or engage in a business which will require such;
4. engage in conduct, write, or otherwise communicate that would give a reasonable person the impression that official duties may be improperly influenced
5. accept any position whether compensated or uncompensated, which will impair independence of judgment in the exercise of official duties;
6. when officially representing the Board or during official meetings, take part in any religious, anti-religious, or partisan political activities in violation of the federal Hatch Act;
7. promote or oppose unionization in the discharge of official duties;
8. take any action in violation of the WDB's conflict of interest policy or state or federal statute;
  - A. Conflict of interest arises when any of the following may be positively or negatively affected by an action under consideration by the WDB:
    - (1) the WIOA staff member or program operator or any member of their immediate family has a financial interest pertaining to the procurement;
    - (2) a business or organization in which the WIOA staff member/or program operator or any member of their immediate family has a financial interest pertaining to the procurement; or



(3) any other person, business or organization with whom the WIOA staff member or program operator or any member of their immediate family is negotiation or has any arrangement concerning prospective employment is involved in the procurement

- B. Members must declare any potential conflict of interest upon joining the Board and thereafter at the first meeting of each Program Year. When a potential conflict of interest arises during the year, the members will immediately notify the Workforce Development Administrator in writing.
- C. WDB members must make a conflict declaration upon the introduction of any agenda item that raises a real or apparent conflict of interest and must abstain from voting after declaring the conflict. Meeting minutes must show all conflict declarations and abstentions. Such situations would include, but are not limited to, the following:
- (1) participating in the provider selection process including discussion or voting on one's own or a rival proposal (one which competes for funding from the same source);
  - (2) voting on issues affecting one's own program operation of funding level(s).

NOTE: For the purposes of this document, immediate family shall be defined as a member's spouse, parents, children and siblings.

It is the responsibility of each member of the Workforce Development Board to govern the actions of all Board members in complying with the Conflict of Interest Policy. If a member thinks there is a possibility of a conflict of interest, real or apparent, on the part of another member, it is his or her responsibility to bring the matter to the attention of the Board or committee.

Upon the assertion of a possible violation of this policy, the Chairman shall review the complaint. If the Chairman determines the complaint to be valid, the course of action to be taken in dealing with the complaint is at the discretion of the Chairman. In the case of a serious violation, action may include, but is not limited to, a request to the Consortium to replace the member. In addition, civil penalties may be sought in the event the WDB incurs disallowed cost or damages due to violation of this Code of Conduct.

This Code of Conduct, which conforms to the Federal Uniform Administrative Requirements (Common Rule), becomes effective on 1/1/2018 and shall be referenced in the WDB Bylaws and other appropriate documents.

*Steve Lockett*

Signature

5/5/2021

Date