

BYLAWS OF THE STATE OF WEST VIRGINIA

REGION VII WORKFORCE DEVELOPMENT BOARD, INC.

ARTICLE I - NAME, OFFICES, AND PURPOSE

Section 1. Name

The name of the organization shall be "The State of West Virginia Region VII Workforce Development Board, hereinafter sometimes referred to as WDB.

Section 2. Principal Office

The principal office of the organization shall be located at 151 Robert C. Byrd Industrial Park Road, Suite 2, Moorefield, WV 26836, which shall also be the registered office of the organization.

Section 3. Other Offices

The organization may have offices at such other places, either within or without the State of West Virginia, as the Board of Directors may from time to time determine.

Section 4. Purpose

- (a) To operate exclusively for charitable, educational, religious and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the "Code");
- (b) To engage in any lawful activity for which organizations may be organized under (Reference West Virginia Codes) so long as the organization does not engage in any activity or activities not in furtherance of one or more tax exempt purposes;
- (c) To provide policy guidance for, and exercise oversight with respect to, activities under the job training plan for its service delivery area in partnership with the unit or units of general local government, hereafter referred to as Local Elected Officials (LEOs), within its service delivery area or the Workforce Innovation and Opportunity Act of 2014(hereinafter referred to as "WIOA") to work to increase the involvement of the business community in the employment and training system; and to work to increase private sector employment opportunities for eligible participants.

Section 5. General Powers

In cooperation with and under the auspicious of the Local Elected Officials (LEOs) of Region VII, the powers of the WDB shall include, but are not limited to:

- (a) Plan and oversee the delivery of all workforce development programs specified as responsibilities of the Workforce Development Board (WDB) under the Federal Workforce Innovation and Opportunity Act (WIOA) of 2014 and of the Workforce West Virginia system;

- (b) Advise local elected officials, employers, local education agencies, community colleges, State and local employment and training agencies and citizens about policy, programs and other information relative to their services area workforce;
- (c) Serve as a point of contact for business, industry, and the public sector to communicate their workforce needs;
- (d) Develop a local plan in coordination with appropriate community partners that addresses the workforce development needs of their service area, which is responsive to the goals, objectives, and performance standards established by the Governor;
- (e) Develop industry analyses in order to set training priorities in the Region VII area;
- (f) Charter 'One-Stop' Career Centers, monitor activities, and evaluate the performance of the career centers, programs and activities;
- (g) Develop linkages with regional and local economic development efforts and activities in the Region VII area and promote cooperation and coordination among public organizations, community organizations, education agencies and private businesses; and
- (h) The corporation may apply for and receive grants, contracts, gifts, bequests, fees or donations from the Federal Government, State of West Virginia or other public or private sources; and to negotiate contracts to carry out the objectives listed in this Article.

ARTICLE II - BOARD OF DIRECTORS

Section 1. General Powers

The Board of Directors shall manage the affairs of the corporation organization in accordance with the provisions of the applicable law, the Articles of Incorporation and these bylaws.

Section 2. Number and Qualifications

The number of Directors of the organization shall not be less than the minimum number required by the Workforce Innovation and Opportunity Act of 2014 and shall not exceed thirty-five.

(a) The membership shall be composed as follows:

1. the majority (51%) of the members of the Local Board must be representatives of business in the local area. At a minimum, two members must represent small business as defined by the U.S. Small Business Administration. Business representatives serving on Local Boards may also serve of the State Board. Each business representative must meet the following criteria:
 - be an owner, chief executive officer, chief operating officer, or other individual with optimum policymaking or hiring authority;
 - provide employment opportunities in in-demand industry sectors or occupations, as those terms are defined in WIOA section 3(23); and provide high-quality, work-relevant training and development opportunities to its workforce or the workforce of others (in the case of organizations representing business as per WIOA Section 107(b)(2)(A)(ii); and
 - are appointed from among individuals nominated by local business organizations and business trade associations.

2. not less than 20% of the members of the Local Board must be workforce representatives. These representatives:
- must include two or more representatives of labor organizations, where such organizations exist in the local area. Where labor organizations do not exist, representatives must be selected from other employee representatives;
 - must include one or more representatives of a joint labor-management, or union affiliated, registered apprenticeship program within the area who must be a training director or a member of a labor organization. If no union affiliated registered apprenticeship programs exist in the area, a representative of a registered apprenticeship program with no union affiliation must be appointed, if one exists;
 - one or more representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of individuals with barriers to employment, including organizations that serve veterans or provide or support competitive integrated employment for individuals with disabilities; and
 - one or more representatives of organizations that demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.

3. the balance of Local Board membership must include:

- at least one eligible provider administering adult education and literacy activities under WIOA Title II;
- at least one representative from an institution of higher education providing workforce investment activities, including community colleges;
- at least one representative from each of the following governmental and economic and community development entities:
 - economic and community development entities;
 - the state Employment Service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area; and
 - the programs carried out under Title I of the Rehabilitation Act of 1973, other than Section 112 of Part C of that title.

4. the Chief Local Elected Officials may appoint other appropriate entities in the local area, including:

- entities administering education and training activities who represent local educational agencies or community-based organizations with demonstrated expertise in addressing the education or training needs for individuals with barriers to employment;
- governmental and economic and community development entities who represent transportation, housing, and public assistance programs;
- philanthropic organizations serving the local area; and

- other appropriate individuals as determined by the chief local elected officials.

(b) The composition of the Region VII WDB shall at all times conform to the requirements of the WIOA Law and accompanying regulations.

Section 3. Selection of Directors

Directors shall be selected by the LEO Board and appointed by the Chief Local Elected Official of the LEO Board in accordance with Section 107 (c)(2)(A) of the WIOA Act. If the Chief Elected Official desires to reappoint a member of the Region VII WDB to another two (2) year term, the initial nominating process described in the Act need not be followed. If the Chief Elected Official does not desire to reappoint a member of the Region VII WDB to another two (2) year term, the nominations to fill the vacancy shall be sought in accordance with the process described in the Act and accompanying regulations.

Specifically, in order to abide by West Virginia WIOA Guidance Notice No. 02-15, the Region VII Local Elected Officials will re-appoint Board members for staggered two-year terms. Board members representing the Potomac Highlands counties of Grant, Hampshire, Hardy, Mineral, and Pendleton will be re-appointed during “odd” years. Board members representing the Eastern Panhandle counties of Berkeley, Jefferson, and Morgan will be re-appointed during “even” years. Should a mandatory membership become vacant, such appointment could be made at any time by the Local Elected Officials but every effort must be made to fill the vacancy within sixty (60) days. Also, a new Board member could be appointed at any time by the Local Elected Officials, in the event a business representative is required for quorum or WIOA compliance, again, every effort must be made to fill the vacancy within sixty (60) days. In both instances, their subsequent re-appointment would follow the “odd/even” staggered schedule of Region VII Workforce Development Board membership.

Please see Region VII Workforce Development Board Member Nomination and Board Certification Policy to describe the purpose of and criteria for establishing and certifying a local workforce development board under the Workforce Innovation and Opportunity Act (WIOA) of 2014.

Section 4. Chairperson

In accordance with Section 107 (E)(3) of the Act, the Chairperson shall be selected from the private industry members of the WDB in accordance with requirements of the Act. The Chairperson shall be elected by the WDB to a one- (1) year term.

Section 5. Vice Chairperson

The Vice-Chair shall be selected from the private sector general membership. In the absence of the Chairperson, or in the event of his/her inability to act, or if that office be temporarily vacant, the Vice-Chairperson shall exercise all the powers and perform all the duties of the Chairperson. The Vice-Chairperson shall be elected by the WDB to a one- (1) year term.

Section 6. Treasurer

The Treasurer shall be selected from the general membership. The Treasurer shall be elected by the WDB to a one- (1) year term. In the absence of the Vice-chairperson, or in the event of his/her inability to act, or if that office be temporarily vacant, the treasurer shall exercise all the powers and perform all the duties of the Chairperson

Section 7. Removal

The elected Local Elected Officials Board, working through the Chief Local Elected Official, may remove directors from the board at any time with or without cause. The Region VII WDB may, on occasion, recommend the removal and replacement of a member for violating attendance requirements or for unethical behavior.

Section 8. Resignation

A director may resign at any time by communicating such resignation to the Chief Elected Official of Region VII. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective. If no date is specified the resignation is effective immediately.

Section 9. Vacancies

A vacancy occurring in the Board of Directors may be filled through the nomination and appointment in accordance with the Act.

Section 10. Attendance

Strong participation on the part of each WDB member is critical to the successful execution of its responsibilities. When members miss three (3) consecutive meetings of the board in any twelve month period, the Chairperson may instruct staff to contact the member in writing with a friendly reminder of the importance of active board participation. The Chief LEO shall be copied on this reminder. If deemed necessary by the LEO Board, a WDB member may be removed for lack of attendance.

Section 11. Conflict of Interest

The Region VII WDB shall adopt a policy addressing conflict of interest or the appearance of conflict of interest according to West Virginia State Code 6B-2-5. This agreement will also have guiding principles to include a Director's Code of Ethics.

A member of the local board or committee must neither cast a vote on, nor participate in any decision-making capacity on the provision of services by such member or by an organization that such member directly represents, nor on any matter that would provide any direct benefit to such member or the immediate family of such member. Immediate family means a spouse residing in the individual's household and any dependent child or children and dependent parent or parents.

A board or committee member who participates in decisions relating to specific terms of a contract, the determination of performance standards in a contract, or the development of Request for Proposals or other processes leading to a contract, is prohibited from receiving any direct financial benefit from any resulting contract.

Any board or committee member with a potential conflict of interest must disclose that fact to the Local Workforce Development Board as soon as the potential conflict is discovered. If the potential conflict of interest is discovered during a board or committee meeting, the member must declare such potential conflict and excuse themselves from the remainder of the discussion and vote on that item. A board or committee member shall not engage in any business transaction or private for profit arrangement which accrues from that member's position on the board.

All members of the Region VII Workforce Development Board must sign a Conflict of Interest Statement.

If the board believes that a conflict of interest provision has been violated, it can recommend to WorkForce West Virginia and the chief elected official of the workforce area the member who has violated a provision to be removed as a board member.

The Local Elected Officials can remove a member of the board for a violation of conflict of interest code with or without a recommendation from the board.

ARTICLE III - MEETING OF DIRECTORS

Section 1. Annual Meeting

The annual meeting of the Board of Directors shall be held on the third Thursday of June of each year, if not a legal holiday, but if a legal holiday, then on the next business day which is not a legal holiday, for the purpose of electing Directors and officers of the organization and the transaction of such other business as may be properly brought before the meeting. If the annual meeting is not held on the day designated by these bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors, and such meeting shall be designated and treated for all purposes as the annual meeting.

Section 2. Regular Meetings

The WDB shall generally meet quarterly or a minimum of four (4) times per year. The Executive Committee will meet the month prior to full Board meetings.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called at any time by the Chairperson of the WDB on the written request (including email) of no less than 20% of the membership of the WDB at the time the request is made.

Section 4. Place of Meetings

Meetings of the Board of Directors may be held at the principal office of the corporation or at such other place, either within or without the State of West Virginia, as shall either (i) be designated in the notice of the meeting or (ii) be agreed upon at or before the meeting by a majority of the Directors then in office.

Section 5. Notice of Meetings

The chair or other person or persons calling a meeting for which notice is required shall give notice either personally or by mail or telephone at least ten (10) days before the meeting. Notice of special/emergency meetings shall be served in the manner described above no less than three (3) working days before such meetings. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board of Directors.

Section 6. Quorum

A quorum shall consist of thirty-three percent (33%) of Workforce Development Board directors being present, either in person or by telephone (as discussed below), immediately before a meeting begins to conduct business for the Region VII Workforce Development Board. Less than a quorum may convene a meeting, but these directors cannot conduct official business for the Region VII Workforce Development Board. Any vacancies, which may exist, shall not be counted in determining the total number of members.

Section 7. Manner of Acting

Except as otherwise provided by law or in the bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Also, all meetings will be conducted in accordance with Roberts Rules of Order unless otherwise provided in these bylaws.

Section 8. Meeting by Conference Telephone

Any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications device which allows all Directors participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting. All meetings must meet the standards and regulations of the State of West Virginia with regard to public notification of time and place.

Section 9. Vote

Each member of the WDB shall be entitled to one vote, and any act of a majority of the members present and voting at a WDB meeting shall constitute the act of the Board of Directors.

Use of the proxy will not be permitted, with the exception of the following: Certain members of the Board serve as ex officio members have the right to name a designee to represent them on the Board (pursuant to the Workforce Innovation and Opportunity Act of 2014), and any designee so named will have voting privileges and equal to those that would have been enjoyed by the ex officio Board member designating replacement.

Section 10. Public Notice of Meetings

All meetings of the WDB at which business will be conducted shall be held in public; however, directors may meet in Executive Session for reason specified in State code. Visitors may be permitted to address the board at the conclusion of the regular agenda items. Visitors shall be required to register their request to speak prior to the start of the meeting.

ARTICLE IV – COMMITTEES

Section 1. Executive Committee

The Board of Directors shall designate its three officers and four at-large board members to constitute an Executive Committee. The membership of the Executive Committee will be consistent with that of the general membership, reflecting a 51% majority from the private sectors (4 private and 3 public). The at-large members will be elected by the board at the same time officers are selected. The chairpersons from each standing committee may serve as ex-officio members to the Executive Committee.

The Executive Committee shall have and may exercise the authority of the Board in the management of the business and affairs of the corporation. Vacancies in the membership of the Executive Committee shall be filled by a majority of the whole Board of Directors at a regular meeting or at a special meeting called for that purpose. The Chairperson of the WDB shall chair the Executive Committee. A majority of Executive Committee members must be present at a scheduled meeting to conduct WDB business. The Executive Committee shall keep minutes of its proceedings and shall report to the Board of Directors on action taken. *The Board of Directors may at any time reverse or modify an action taken by the Executive Committee.* Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the corporation. The Board of Directors shall provide overall direction and assign responsibilities to other committees.

Section 2. Standing or Other Committees

The Region VII Workforce Development Board may name standing committees for focused topic areas that advance the work of the WDB and ensure attention is given to priority issues. Ad hoc committees may be formed from time to time to address specific issues or take on special projects as deemed important to the Region VII Board. Committees shall report significant actions taken between full board meetings and present motions requiring board action.

Standing or other committees having two or more members, or as indicated for each below, may be designated by a resolution adopted by a majority of the number of directors then in office. The chairperson of the board may nominate members of each committee and its chairperson for confirmation vote by the board. Other participants may be appointed as non-voting members. Vacancies in the membership of such committees shall be filled by appointment made in the same manner as provided in the case of the original appointment. All standing committees and ad hoc committees will be issued a written charter or purpose. See attachment titled Region VII WDB Committees for current listing of standing committees with brief descriptions of their purpose.

Section 3. Committee Composition

The Chairperson of the WDB shall appoint the members of all committees, except the Executive Committee. The Committee Chairperson must be a WDB member. In addition, the WDB Chairperson may appoint non-WDB members to serve as full voting members of the standing and ad hoc committees. However, such non WDB members will be subject to the "Conflict of Interest" provisions as stated in Article III, herein.

Local Elected Officials may be ex-officio members of any committee of the board including the Executive Committee.

Section 4. Committee Authority

No committees of the board (including the Executive Committee) shall be authorized to take the following action:

- (a) Authorize distributions to or for the benefit of the Directors or officers;
- (b) Approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the organization's assets.
- (c) Elect, appoint or remove Directors, or fill vacancies on the Board of Directors or on any of its committees, or
- (d) Adopt, amend, or repeal the Articles of Incorporation or bylaws.

ARTICLE V – OFFICERS

Section 1. Titles

The officers of the organization shall be: Chair, Vice-Chair and Treasurer. The Board of Directors may also elect such other officers, as it shall deem necessary. Except as otherwise provided by these bylaws, the additional officers shall have the authority and perform duties as from time to time may be prescribed by the Board of Directors. The Chief Local Elected Official of the Region VII Workforce Development Board shall appoint and revoke Directors of the organization.

Section 2. Election and Term

The Board of Directors shall elect the officers of the corporation at the annual June meeting. Each officer shall hold office until the next annual meeting and until a successor is elected and qualifies.

Section 3. Resignation

An officer or agent may resign at any time by communicating such resignation to the Chair of the WDB. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section 4. Vacancies

Vacancies among any of the officers may be filled for the unexpired term by an election at the next regularly scheduled board meeting following after which notice of the vacancy was received. Vacancies may only be filled by qualified members in good standing on with the board.

Section 5. Chairperson

The Chairperson shall preside at meetings of the WDB. The Chairperson shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Board of Directors to some other officer or agent. In general, the Chairperson shall perform all duties incident to the office of Chairperson in carrying out the wishes of the board. Other duties as may be assigned by the Board of Directors from time to time. The Chairperson shall also preside over the Executive Committee and be ex-officio member of all other committees. The Chairperson, with the assistance of staff, shall also prepare regular reports and shall perform such other duties as may be assigned to him/her from time to time by the WDB.

Section 6. Vice Chairperson

The Vice Chairperson, if such officer is elected, shall exercise the powers of the Chairperson during that officer's absence or inability to act. Any action taken by a Vice Chair in the performance of the duties of the Chairperson shall be presumptive evidence of the absence or inability to act of the Chairperson at the time the action was taken. The Vice Chairperson shall have such other powers and perform such other duties as may be assigned by the Board of Directors.

Section 7. Treasurer

The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors; provided, that the board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall in general perform the duties incident to the office and such other duties as may be assigned from time to time by the Board of Directors. Also, in the absence of the Chairperson or Vice-Chairperson, or in the event of their inability to act, or if that office be temporarily vacant, the Treasurer shall exercise all the powers and perform all the duties of the Chairperson. The Treasurer shall have such additional powers and perform such other duties as may be assigned him/her from time to time by the WDB.

ARTICLE VI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. General Policy

It shall be the policy of the organization to indemnify to the maximum extent permitted by the Statutes of the State of West Virginia any one or more the Directors, officers, employees, or agents and former Directors, officers, employees, or agents of the organization, and persons who serve or have served at the request of the corporation as directors, officers, partners, trustees, employees or agents of another foreign or domestic organization, partnership, joint

venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a "proceeding") and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 2. Use of Corporation Funds

The corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the corporation for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section 1 of this Article shall be deemed a proper expense of the corporation.

ARTICLE VII - GENERAL PROVISIONS

Section 1. Seal

The seal of the corporation shall bear the name of the corporation.

Section 2. Waiver of Notice

A Director or other person entitled to receive a notice required to be given under the provisions of these bylaws or by applicable law, may waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3. Checks

All checks, drafts or orders for the payment of money shall receive two signatures, the corporation's executive director and one officer, typically the treasurer. Other individuals may be designated by the Board of Directors to sign in the absence of the officers or for convenience.

Section 4. Bond

The Board of Directors may by resolution require any or all officers, agents or employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

Section 5. Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6. Fiscal Year

The fiscal year of the corporation shall be the period ending June 30 of each year.

Section 7. Amendments

These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of two-thirds of the entire Board of Directors at any meeting of the Board; provided, that notice of the meeting shall have been give which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such notice may be waived as provided in these bylaws.

THIS IS TO CERTIFY that the above bylaws of Region VII Workforce Development Board were duly adopted by the Board of Directors by action effective as of June 15, 2017.



Layne Diehl
Chairperson, Region VII Workforce Development Board



T.J. Van Meter
Executive Director, Region VII Workforce Development Board