

**Genesee, Livingston, Orleans & Wyoming Counties
Workforce Investment Board**

BY – LAWS

ARTICLE I – NAME

This organization shall be known as the Genesee, Livingston, Orleans & Wyoming Counties Workforce Investment Board, (hereinafter, referred to as the “WIB”).

ARTICLE II – PURPOSES

- (a) To develop programs for and on behalf of the Counties of Genesee, Livingston, Orleans and Wyoming and other program sponsors under and pursuant to programs of the United States Government, as approved by the United States Department of Labor, under the Workforce Investment Act and other related and successor programs;
- (b) To develop and ensure, in cooperation with the Chief Elected Officials (hereinafter, referred to as the “CEOs”), the implementation of a unified and effective strategy for addressing local workforce development issues and meeting service delivery goals through a one-stop system;
- (c) To help individuals to attain the skills necessary for employability;
- (d) To help employers become competitive in a global economy by providing job-ready skilled workers who meet their needs;
- (e) To designate, certify, and oversee, in cooperation with the CEOs, the operation of the One-Stop Centers;
- (f) To identify and certify eligible providers of training services;
- (g) To establish performance measures, in cooperation with the CEOs;
- (h) To establish a local youth council and provide grants for youth activities;
- (i) To engage in all lawful activities including those which are not otherwise stated in these by-laws which are incidental to and in furtherance of any of the above stated purposes;
- (j) For the purpose of carrying out the above sections (a - i), the WIB shall maintain an appropriate office and staff.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1 – Membership

Members of the WIB shall be by written appointment of the CEOs, in accordance with the WIB legislation. The WIB shall include a majority of representatives of local businesses, as well as local educational entities, labor organizations, community-based organizations, economic development agencies, representatives from the One-Stop Partners, and the Department of Social Services. At least 51% of members must be business representatives. Business representatives shall be executive level officer and/or employees with significant policy making or hiring authority.

SECTION 2 – Terms of Appointment

- (a) The CEOs shall ensure, at all times, that the membership composition of the WIB is kept in compliance with federal and state criteria requiring a minimum of 51% majority of business representatives, and the inclusion of local education agencies, labor organizations, community based organizations, economic development agencies, representatives from the One-Stop partners, the Department of Social Services, and other statutory organizations. Accordingly, WIB members who depart the business or organization position from which they were initially appointed to the WIB shall cease to be members of the WIB, irrespective of their term of office, unless otherwise re-appointed by the CEOs.
- (b) Business representatives appointed to the WIB will not have a term limit.
- (c) Representatives from organizations that have a statutory role on the WIB shall serve at the pleasure of the CEOs or until they depart the organization statutorily represented on the WIB. The CEOs are responsible for making replacement appointments for organizations statutorily represented on the WIB.
- (d) Members of the WIB shall serve without compensation.
- (e) All Private Sector WIB nominees will be submitted to the WIB Private Sector membership for review through the WIB Chairman, and upon consideration and recommendation by a majority of the WIB Private Sector members, the WIB Chairman will present recommended by a majority of WIB Private Sector members, the WIB Chairman will present recommended nominees to CEO's who will consider such recommendation in making the final determination for appointment to the GLOW WIB. In addition, Section C of the CEO/WIB Agreement will be amended to include this section.

SECTION 3 – Process for Replacing Members

The Chair of the WIB shall notify the CEOs as to vacancies. The CEOs will then solicit names for recommendation in the same manner as the original appointments were made, consistent with WIB legislation.

SECTION 4 – Termination of Membership

- (a) Any member may resign from the WIB upon written notice to the appointing CEO.
- (b) Any member may be removed from the WIB, whenever in its judgment, the best interest of the WIB would be served. Removal of a member(s) shall be effected by an affirmative vote by two-thirds of the total WIB after discussion at a meeting called for this purpose.

SECTION 5 – Voting

Only those members appointed to the WIB by the CEOs in writing may vote at WIB meetings. Youth Council members, not otherwise appointed to the WIB, are voting members of the Youth Council and nonvoting members of the WIB. Voting shall be accomplished at WIB meetings, as long as notice has been given to each WIB member of such proposed vote. No proxies will be allowed.

ARTICLE IV – MEETINGS

SECTION 1 – Frequency

The WIB shall meet regularly at the call of the WIB Chair, or at the request of the CEOs. Notice of WIB meetings shall be mailed, faxed, or e-mailed to all members at least ten (10) days in advance.

SECTION 2 – Quorum

At least 51% of the appointed overall WIB membership shall constitute a quorum.

SECTION 3 – Rules of Order

Robert's Rules of Order shall govern meetings of the WIB.

SECTION 4 – Annual Meeting

- (a) There shall be an Annual Meeting of the WIB held for the election of officers, for receiving the annual report of officers, directors and committees, and the transaction of other business.
- (b) Notices of such Annual Meetings, signed by the Secretary, shall be mailed to the last recorded address of each members at least ten (10) days and not more than forty (40) days before the time appointed for the meeting. All notices of Annual Meetings shall set forth place, date and time, and purpose of the meeting.

SECTION 5 – Attendance

- (a) Members missing three consecutive regular meetings, unless excused prior to the meeting date, will be considered to have resigned form the Board and the appropriate Chief Elected Official will be contacted for final disposition.
- (b) In the event that members' attendance includes 3 missed meetings in a 6-month time period, for excused or unexcused absences, the WIB Area Manager will contact the member to determine their intentions. If the member missed 6 meetings in a twelve-month period, the WIB Area Manager will contact the Chief Elected Official of the county where the member resides and the CEO will contact the member to determine their intentions.

ARTICLE V – OFFICERS

SECTION 1 – Designations

WIB officers shall include a Chair, Vice Chair, Secretary, and such other officers as the WIB may deem necessary.

SECTION 2 – Election of Officers

- (a) Officers shall be elected annually by the WIB at the Annual Meeting after the appointment of new members. The elected officers shall serve terms of one year, but may serve no more than two (2) consecutive terms in the same position.
- (b) The Chair and Vice-Chair of the WIB must be a representative of the private sector.

SECTION 3 – Termination

- (a) Any officer may resign upon written notice to the Chair.

- (b) Any officer may be removed from the WIB whenever, in its judgment, the best interest of the WIB would be served. Removal of an officer shall be effected by an affirmative vote by two-thirds of the total WIB after discussion at a meeting called for this purpose.

SECTION 4 – Vacancies

The WIB may fill a vacancy in any office for the unexpired term of the office so vacated, at any meeting of the WIB, notice having been given of such proposed action.

SECTION 5 – Duties of Officers

(a) Chair

The Chair shall be the chief executive officer of the WIB and subject to the members of the WIB, shall have direction and superintendence of the business properties and affairs of the WIB. The Chair shall preside at the meeting of the members of the WIB and the Executive Committee. The Chair shall serve as an ex-officio member of all committees. The Chair shall delegate the responsibilities to other officers and committee chairpersons as may be necessary. The Executive Director of the WIB shall report to the Chair.

(b) Vice Chair

The Vice Chair shall perform, in the absence or incapacity of the Chair or when directed by the Chair of the WIB, the duties of the Office of the Chair of the WIB and such other duties as may be delegated by the members of the WIB or the Chair of the WIB.

(c) Secretary

It will be the responsibility of the WIB staff to take minutes at WIB meetings and forward these to the secretary of the WIB for approval. The WIB staff will give notice of the meetings of the WIB and keep a record of actions, conduct, and correspondence of the WIB. The WIB staff will maintain a list of current members of the WIB. The secretary shall also perform the duties usually incident to the office of secretary, and other such duties as are assigned by the members of the WIB, Executive Committee, or Chair.

Duties of Non-Officer Fiscal Agent - Grant Recipient

The Grant Recipient shall provide oversight of the monies received and expended for the use of the WIB. The Grant Recipient shall oversee the preparation of the annual budget and shall report to the WIB on disbursements. The Grant Recipient shall ensure the deposit of all sums received in the bank, banks, or trust companies approved by the WIB and make a report at the regular and annual performance of an independent audit of the financial records of the WIB. The Grant Recipient shall perform the fiscal duties pursuant to Grant Recipient Functions, Power, and Duties outlined in the GLOW CEO/WIB Agreement. The Fiscal Agent is not required to be a WIB member.

ARTICLE VI – COMMITTEES

SECTION 1 – Structure

- (a) The Executive Committee shall be considered a standing committee of the WIB.
- (b) There shall be other such committees as are deemed necessary by the WIB. These may include, but not be limited to:
 - 1. Structure of the WIB
 - 2. Marketing
 - 3. Finance
 - 4. Program Evaluation/Oversight Committee
 - 5. Youth Issues Committee
 - 6. Economic Development

SECTION 2 – Membership

- (a) The Executive Committee shall consist of the officers of the WIB, a CEO, two at-large/program members, the Chairs of each standing committee. Membership shall be structured so that each county has representation.
- (b) Seven members of the Executive Committee shall constitute a quorum for the transaction of business. A majority of the quorum must be representatives of business. A vote of a majority of those present shall carry all questions.
- (c) The WIB Chair shall appoint members to committees.
- (d) Committee chairs will be chosen by their committees.

ARTICLE VII - CONFLICT OF INTEREST

No WIB member shall vote on any proposal in which he or she has any financial interest, direct or indirect. Prior to discussion or voting on any such proposal, the WIB members or members, shall disclose such interest to the WIB Chair for inclusion in the written record.

ARTICLE VIII – LIABILITY

The WIB shall purchase Officers and Directors Liability Insurance that protect elected or other appointed members against any cost, liability, or expense arising out of that member's present and past activities in the course of their duties as a WIB member.

ARTICLE IX – AMENDMENTS TO BY-LAWS

These by-laws or any part thereof may be amended or repealed by two-thirds vote of the entire WIB at any regularly scheduled meeting of the WIB after notice that such action is a purpose of the meeting.

ARTICLE X – EFFECTIVE DATE

These by-laws shall take effect on July 1, 2000, and shall remain in effect until amended or repealed in accordance with Article IX.