

**ATLANTA REGIONAL WORKFORCE DEVELOPMENT BOARD
BYLAWS**

ARTICLE I - NAME

The name of the organization shall be the Atlanta Regional Workforce Development Board, hereinafter referred to as the ARWDB.

ARTICLE II - PURPOSE OF THE WORKFORCE DEVELOPMENT BOARD

The ARWDB's purpose is to:

- A. Provide strategic and operational oversight in collaboration with the required and additional partners and workforce stakeholders to help develop a comprehensive and high quality workforce development system in the local area and larger planning region;
- B. Assist in the achievement of the state's strategic and operational vision and goals as outlined in the Unified State Plan or Combined State Plan; and
- C. Maximize and continue to improve the quality of services, customer satisfaction, effectiveness of the services provided.

The ARWDB shall be responsible for providing policy guidance for and exercising oversight with respect to, a local workforce development system conducted under the Workforce Innovation and Opportunity Act in partnership with the Chief Local Elected Official (CLEO) of the Atlanta regional area. The ARWDB shall operate in a workforce area as designated by the Governor representing Cherokee, Clayton, Douglas, Fayette, Gwinnett, Henry and Rockdale counties.

The ARWDB shall in accordance with an agreement with the CLEO:

- A. Develop and submit a 4-year local plan as a part of the regional plan.
- B. Develop and submit a regional plan in collaboration with other local areas in the same planning region.
- C. Conduct workforce research and regional labor market analysis to include requirements in Sec. 679.37(c)(1) through (c)(3) of WIOA regulations.
- D. Convene stakeholders to assist in the development of the local plan and in identifying non-federal expertise and resources leverage support for workforce development activities.
- E. Lead efforts to engage with a diverse range of employers and other entities in the region in order to: promote business representation on the local board; develop effective linkages with employers in the region; ensure workforce activities meet the needs of employers and support economic growth by enhancing communication, coordination and collaboration among employers, economic development entities and service providers; and develop and implement proven and promising strategies to meet the employment and skill needs of workers and employers (such as the establishment of industry and sector partnerships) that provide the skilled workforce needed by employers in the region and that expand employment and career advancement opportunities for workforce system participants in in-demand industry sectors or occupations.
- F. With representatives of secondary and post-secondary education programs, lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly

- individuals with barriers to employment.
- G. Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and jobseekers, and identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs.
 - H. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and jobseekers.
 - I. In partnership with the chief elected official for the local area:
 - a. Conduct oversight of youth workforce activities authorized under WIOA Sec. 129(c), adult and dislocated worker employment and training activities under WIOA Sec. 134 (c) and (d); and entire one-stop delivery system in the local area;
 - b. Ensure the appropriate use and management of the funds provided under WIOA subtitle B for the youth, adult, and dislocated worker activities and one-stop delivery system in the local area; and
 - c. Ensure the appropriate use management, and Investment of funds to maximize performance outcomes under WIOA sec. 116.
 - J. Negotiate and reach agreement on local performance measures with the CLEO and the Governor.
 - K. Negotiate with CLEO and required partners on the methods for funding the infrastructure costs of one-stop centers in the local area in accordance with § 678.715 or notify the Governor if they fail to reach agreement at the local level and will use a state infrastructure funding mechanism.
 - L. Select the following providers in the local area, and where appropriate, terminate such providers in accordance with 2 CFR part 200:
 - a. Providers of youth workforce activities through competitive grants or contracts based on the recommendations of the Youth Standing Committee.
 - b. Providers of training services consistent with state requirements and WIOA Sec. 122;
 - c. Providers of career services through the award of contracts, if the one-stop operator does not provide such services; and
 - d. One-stop operators in accordance with §678.600 through §678.635.
 - M. In accordance with WIOA Sec. 107(d)(10)(E) work with the state to ensure there are sufficient numbers and types of providers of career services and training services serving the local area and providing the services in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities. Consumer choice requirements shall be met by complying with §678.380.
 - N. Coordinate activities with education and training providers in the local area, including:
 - a. Reviewing applications to provide adult education and literacy activities under Title II for the local area to determine whether such applications are consistent with the local plan;
 - b. Making recommendations to the eligible agency to promote alignment with such plan; and
 - c. Replicating and implementing cooperative agreements to enhance the provision of services to individuals with disabilities and other individuals, such as cross training of staff, technical assistance, use and sharing of information, cooperative efforts with employers, and other efforts at cooperation, collaboration and coordination.
 - O. Develop a budget for the activities of the local board, with approval of the CLEO and consistent with the local plan and the duties of the local board.
 - P. Assess, on an annual basis, the physical and programmatic accessibility of all one-stop centers in the local area, in accordance with WIOA sec. 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.).

- Q. Certification of one-stop centers in accordance with § 678.800.
- R. Enter into an agreement with the Chief Elected Officials (CEOs) that describes respective roles and responsibilities of the board and CEOs.

ARTICLE III - MEMBERSHIP

The members of the ARWDB must be selected by the CLEO consistent with criteria established under WIOA Sec. 107 (b) and criteria established by the Governor and must meet the requirements of WIOA Sec. 107 (b) (2). **The ARWDB will consist of a minimum of nineteen (19) members. An individual may be appointed as a representative of more than one entity if the individual meets all the criteria for representation, including the criteria described in paragraphs (C) through (G) of § 679.320.** The board composition shall meet the requirements stipulated in WIOA:

- A. **A minimum of 51% who are representatives of business** in the local area and who shall be owners, chief operating officers, chief executive officers or other individuals **with optimum policy making or hiring authority; and whose businesses provide employment opportunities in in-demand industry sectors or occupations.** WIOA sec. (23) A minimum of two business representatives shall represent small business.
- B. At least 20% of the total board shall be:
 - a. A minimum of two (2) representatives of organized labor or other representatives of employees, if existing in the area.
 - b. A representative of a joint labor-management or union-affiliated registered apprenticeship, if those programs exist or a representative of a registered apprenticeship program if one exists in the local area.
 - c. May include one or more community-based organization qualifying for § 679.320 (c) 3.
 - d. May be representatives of organizations with experience and expertise in addressing services to eligible youth per § 679.320 (c) 3.
- C. At least one (1) representative of providers of adult education and literacy § 679.320 (d)(1).
- D. At least one (1) representative from institutions of higher education providing workforce activities § 679.320 (d)(2).
- E. At least one (1) representative each from (a) economic and community development entities; (b) State Employment Service (Wagner-Peyser Act); and (c) programs under Title I of the Rehabilitation Act of 1973 other than sec. 112 on Part C of that title.
- F. The memberships of the WDB may include other representatives per § 679.320 (e) (1) through (e) (4).

All representatives will have optimum policy-making authority within the entities they represent. Nominations will be from designated organizations in accordance with § 679.320 (g) (1) through (3).

ARTICLE IV - APPOINTMENT, VACANCY/ REPLACEMENT, OR REMOVAL OF DIRECTORS

During the WIOA transition, prior members of the Atlanta Regional Workforce Board will be considered without new nomination forms from those categories, if the prior nomination came from organizations as cited previously above and all other membership requirements are met as provided in the WIOA. Members of the ARWDB shall be appointed or replaced by the CLEO with nominations solicited for appropriate organizations:

- A. Business representatives shall be appointed from among individuals who are nominated by local

- business organizations and business trade associations.
- B. Labor representatives shall be appointed from among individuals who are nominated by local labor federations (or, for a local area in which no employees are represented by such organizations, other representatives of employees; and
 - C. Institutions providing adult education and literacy activities under Title II and institutions of higher education providing workforce investment activities as described in WIOA 107(b)(2)(C)(i) or (ii) shall provide nominations through solicitation from those particular entities (WIOA sec 107(b)(6)).
 - D. Required WIOA partners and other organizations shall be requested to provide nominations for representatives.

ARTICLE V - TERMS OF OFFICE

Initial appointments will be staggered with one-half of the members having terms of three years; one-half having an initial term of two years. Other than the initial period terms, the terms of office of the directors of the WDB are determined by the CLEO as specified in the Memorandum of Agreement to be three (3) year terms. Appointments begin on July 1, 2015 and end on June 30, 2017 or June 30, 2018, according to whether it is a one or two or three year term.

It shall be the duty of the CLEO to appoint members to fill all vacancies. A position on the ARWDB is considered vacant on the date the term expires, a member becomes ineligible, and a member is removed, resigns or dies. In the case of an appointment to fill a vacancy on the Board, the replacement member's term shall begin on the date of concurrence by the CLEO as to the member's replacement unless otherwise specified, and shall end on the date designated for the original appointment for whom the replacement is selected. The CLEO shall be notified regarding board vacancies within 10 days of the notification from the member resignation, removal or death.

ARTICLE VI - OFFICERS AND DUTIES

The officers of the ARWDB shall consist of two (2) Co-Chairman and a Vice-Chairman. A Co-Chairman and the Vice -Chairman will be elected by the ARWDB. The ARC Chair shall appoint a Co-Chair from among the ARC Board members representing the private sector. The Co-Chairman and Vice-Chairman must be representatives of the private sector. The terms of the officers shall begin in July 2015 and shall be for three (3) years with opportunities for reappointment. The ARWDB may fill vacancies for officers at any meeting. Initial elections shall be through June 30, 2018 with the three (3) year term to commence July 1, 2015.

If during their term of office, the Co-Chairman or Vice-Chairman should no longer be a representative of private sector, the position shall be declared vacant and be filled in accordance with Article IV of these Bylaws.

The Co-Chairman shall preside at the meetings of the ARWDB and shall see that all orders and resolutions of the WDB are communicated to the proper persons or entities for implementation. The Co-Chairman shall execute all documents on behalf of the ARWDB.

The Vice-Chairman shall perform the duties of the Co-Chairman in their absence and shall assume the elected Co-Chairman's office should the office be vacated prior to the completion of the term.

The ARWDB may appoint such other officers as the business of the ARWDB may require, each of whom shall hold office for such period and have such authority to perform duties as are provided by the Bylaws or as the ARWDB may determine.

ARTICLE VII - COMMITTEES

The ARWDB shall have an Executive Committee which shall be composed of the Co-Chairman, Vice-Chairman, and four (4) members to be elected from the ARWDB. The Executive Committee may have such authority as may be designated by the WDB. The Executive Committee shall be responsible for coordinating and overseeing the activities of the board and committees to ensure the satisfactory performance of functions stipulated by the Governor, the Bylaws and all pertinent statutes and regulations. The Executive Committee shall also guide the administrative management of the board.

The Executive Committee shall have general supervision of the affairs of the board in the intervals between board meetings. The Executive Committee may meet as often as it deems necessary. The Executive Committee shall make recommendations to the board and exercise such powers as may be delegated to it by the board. The Executive Committee shall act on behalf of the board between regularly scheduled board meetings. Actions of the Executive Committee shall be the actions of the board unless rejected by the board at its next meeting.

The Executive Committee shall act on behalf of the board when quorums are not established at a board meeting. When the Executive Committee acts on behalf of the board in the absence of a board quorum, the acts of the Executive Committee shall be the acts of the board.

The ARWDB shall have a **standing Youth Committee** to provide information and to assist with planning, operational, oversight and other issues relating to the provision of services to youth. The Youth Committee members shall include: a member of the ARWDB who chairs the committee, members of community based organizations with a demonstrated record of success in serving eligible youth and other individuals with appropriate expertise and experience who are not members of the ARWDB. The Youth Committee shall reflect the needs of the local area. Members may represent agencies such as education, training, health, mental health, housing, public assistance, and justice or be representatives of philanthropic or economic and community development organizations and employers. The Youth Committee may also include parents, participants and youth. (WIOA sec. 129 (c)(3)(C)). The Youth Committee members may be voting members of the committee but non-voting members of the ARWDB. The ARWDB may designate the existing Youth Council if it fulfills the requirements above.

The Co-Chairman shall have the authority to appoint standing or special committees for any legitimate purpose, at his/her discretion. A legitimate purpose is defined as one needed to achieve the stated and approved objectives of the ARWDB. The term of any special committee shall expire upon the completion of the task for which it was created.

ARTICLE VIII - MEETINGS

The ARWDB shall meet at least quarterly. The regular meetings shall be held at a location to be designated by the Co-Chairman. Notice of regular meetings, specifying time, date, location and agenda, shall be provided, in writing or electronically, to board members seven (7) days prior to scheduled meetings. All meetings shall be in compliance with the open meeting requirements of the Georgia Open Meeting Act 50-14-1. A record shall be made of all meetings of the ARWDB in accordance with the

aforementioned requirements. The date and frequency of meetings may be revised at the discretion of the Chairman except that meetings will not be held less frequently than quarterly. Special meetings of the board may be called by the Co-Chairman or CLEO, or by written request of a majority of board members. Notice of special meetings shall be provided to board members at least three business days prior to the special meeting and shall state the purpose of the meeting. Public notice of meetings shall be provided pursuant to the provisions of The Georgia Open Meeting Act 50-14-1 (f). The ARWDB shall make available to the public, on a regular basis through electronic means and open meetings, information regarding the activities of the ARWDB, including information regarding the local plan prior to submission of the plan, and regarding membership, the designation and certification of one-stop operators, and the award of grants or contracts to eligible providers of youth workforce investment activities, and on request, minutes of formal meetings of the ARWDB.

ARTICLE IX - QUORUM

The **majority** of the current members of the ARWDB shall constitute a quorum for the transaction of business at any meeting of the ARWDB. The members present at a meeting at which a quorum was determined to be present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to have less than a quorum.

ARTICLE X - VOTING

Each member shall be entitled to one (1) vote on each matter brought before the ARWDB. The member must be present in order to cast a vote. Proxy voting is prohibited. The action of the majority of the quorum present at any meeting shall be the action of the board. In all voting matters members shall adhere to the ARWDB Code of Conduct relating to Conflict of Interest.

ARTICLE XI – CONFLICT OF INTEREST AND CODE OF CONDUCT

“Conflict of Interest” shall be defined as the principle in which a Public Official’s private and or personal interest might prevent or appear to prevent the Public Official from exercising his or her official judgment, discretion, powers or duties in an unbiased manner.

“Board” shall include any Local Elected Official Board or any Local Workforce Development Board.

“Board Member” shall include any Local Elected Official Board, any Local Workforce Development Board, or any councils or standing committees created under any aforementioned board.

“Immediate Relative” shall be defined as means a spouse, partner, parent, grandparent, child, brother, sister, uncle, aunt, nephew, niece, grandchild, first cousin, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepparent, stepchild, stepbrother, stepsister, half-brother, or half-sister, or individual residing in the same household.

Policies:

- 1. A Board Member shall not:**
 - a. vote on a matter under consideration by a Board if such vote:**

- i. involves the provision of services by such Board Member (or any entity or organization the Party represents or holds an ownership or pecuniary interest) or a Board Member's Immediate Relative; or
 - ii. would provide a direct or indirect financial benefit to the Board Member (or any entity or organization the Party represents or holds an ownership or pecuniary interest) or a Board Member's Immediate Relative; or
 - iii. involves in any other conduct or activity determined to constitute a Conflict of Interest.
 - b. Directly or indirectly accept or solicit any gratuities, favors, or anything involving more than de minimis monetary value from any person with whom the Board Member interacts in his or her capacity as a recipient of federal funds. This section includes without limitation, any potential or actual supplier, contractor, subcontractor, grant recipient or other service provider.
2. Participate in the selection, award or administration of a procurement supported by federal funds in any case where the Board Member is aware that any member of his or her immediate family, business partner, or any organization that employs or is about to employ any of those persons, has any financial or material interest in any organization that may be considered for an award of federal funds. advocate for or cause the advancement, appointment, employment, promotion, or transfer of an Immediate Relative to any office or position administering or handling federal funds under Public Law 113-128, including without limitation, any potential or actual supplier, contractor, subcontractor, grant recipient or other service provider. A Board Member has a duty to disclose and divulge the existence of an actual or potential Conflict of Interest prior to any vote or participation in the decision making process involving the actual or potential Conflict of Interest.
3. Such disclosure shall be expressly noted in the Board's minutes and such member shall refrain from participating in any further discussion on the matter.

Conflict Process:

A Board member shall not vote or participate in the decision making process on an issue involving a potential or actual Conflict of Interest unless the following steps are taken:

1. In the event that an actual or potential Conflict of Interest exists, the affected Board Member shall recuse himself or herself from voting on the impacted topic and shall also refrain from participating in any discourse involving the impacted topic other than bringing the actual or potential Conflict of Interest to the Board's attention.
 - a. Additionally, in the meeting minutes, the Board shall recite the nature of the actual or potential Conflict of Interest and the recusal of the impacted Board Member with respect to the vote and discussion of the impacted topic.
2. In the event that a Board Member is uncertain whether an actual or potential Conflict of Interest exists, the Board Member shall notify the Board and the remainder of the Board shall vote to determine whether an actual or potential Conflict of Interest exists.
 - a. In the event that the Board determines that an actual or potential Conflict of Interest exists, the impacted Board Member shall comply with the provisions of step 1 above.

