GEORGIA MOUNTAINS WORKFORCE DEVELOPMENT BOARD CONSTITUTION & BY-LAWS

Article I – Name

The name of the organization will be the Georgia Mountains Workforce Development Board, hereinafter referred to as the WDB.

Article II – Purpose of the Workforce Development Board

The WDB will be responsible for providing policy guidance for, and exercising oversight with respect to, the workforce development system conducted under the Workforce Innovation and Opportunity Act in partnership with the Georgia Mountains Council of Chief Local Elected Officials (CLEOs). The WDB will operate in a Workforce Development Area representing Banks, Dawson, Forsyth, Franklin, Habersham, Hall, Hart, Lumpkin, Rabun, Stephens, Towns, Union and White Counties.

The WDB will in accordance with an agreement with the CLEOs:

A. Develop and submit a regional plan in partnership with the CLEOs
B. Designate or certify one-stop operator(s) with the agreement of the CLEOs; and terminate the eligibility of such operator(s) where necessary in accordance with established policies for designation or termination
C. Identify eligible youth providers
D. Identify eligible training providers and identify providers of intensive services using a competitive process
E. Develop a budget for the purpose of carrying out the duties of the WDB
F. Conduct program oversight of youth and employment training activities along with the region's one-stop delivery system, in partnership with the CLEOs
G. Negotiate local program measures in cooperation with the CLEOs and the Governor
H. Assist the Governor in developing a statewide employment statistics system
I. Ensure coordination of workforce development activities with the area's economic development strategies; and develop employer connections to such activities
J. Promote participation of private employers in Georgia's workforce development system and assist those employers in meeting hiring needs through the regional workforce system
K. Establish, in cooperation with the CLEOs, a Youth Committee to include:
    1. WDB members having special interest in, or expertise with, youth policy
    2. Youth services agencies
    3. Parents of youth who are eligible for WDB services
    4. Individuals having experience with WDB youth activities
    5. Job Corps recruiters and representatives

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6. Other individuals identified by the WDB

L. Create a Youth Committee that builds on existing regional youth service activities

M. Coordinate and collaborate with other regional workforce and economic development agencies and organizations

Article III – Membership

The Georgia Mountains WDB will consist of:

A. Representatives of the private sector who are business owners or executives with substantial management or policy responsibilities

B. Representatives of organized labor

C. Representatives of local education agencies to include school boards, providers of adult education and literacy activities, and post-secondary institutions

D. Representatives of economic development organizations

E. Representatives of community-based organizations

F. Representatives of the one-stop partners

Article IV – Appointment, Replacement or Removal of Members

WDB members will be appointed or replaced in accordance with the procedures used to appoint the member for whom a replacement is needed.

Vacancy/vacancies shall be filled within a reasonable time not to exceed sixty (60) days from the date of notice. Board actions taken on vacancies outside the sixty day (60) limit must be preapproved by the Department of Economic Development Workforce Division.

Vacancy/vacancies created by GMWD Policy or By-Laws shall begin at the date of the fourth consecutive meeting missed. Acceptable documentation shall include dated e-mails or letters from the board member indicating intent to resign from the board and/or attendance records from meetings.

The CLEO may make any necessary appointments or reappointments to the Workforce Development Board.

Article V – Terms of Office

Other than the terms of office initially established when the WDB was created, members will serve three year terms.

It will be the responsibility of the CLEOs to appoint members to fill all vacancies. A position on the WDB will be considered vacant on the date the term expires, a member becomes ineligible or a member is removed, resigns or dies.

In the case of an appointment to fill a WDB vacancy, the replacement member's term will begin on the date of appointment and end on the expiration date of the member being replaced.

Article VI – Officers and Duties

The officers of the WDB will consist of a Chairman, Vice Chairman and Secretary elected by the WDB. The Chairman and Vice Chairman will be representatives of the private sector. Officer terms will initially begin October 24, 2011 and end June 30, 2013, or until successors are duly elected. Subsequently, terms of office will be for two years, July 1 through June 30. Officer vacancies may be filled at any meeting.

The WDB will elect a new Chairman and/or Vice Chairman should these individuals during their term of office no longer represent the private sector.

The Chairman will preside at meetings of the WDB and ensure that all orders and resolutions of the WDB are communicated to the proper persons or entities for implementation. The Chairman will also execute documents on behalf of the WDB.

The Vice Chairman will perform duties of the Chairman in his/her absence. Should the Chairman vacate his/her office prior to the expiration of his/her term, the Vice Chairman will assume the Chairmanship until the election of a new Chairman. Should the Vice Chairman vacate his/her office, a new Vice Chairman will be elected by the WDB membership.

The Secretary or his/her designee will attend and keep minutes of all WDB meetings. He/she will in general perform all duties required of the Secretary, subject to the discretion and direction of the WDB.

The WDB may appoint other officers as the business of the WDB may require, each of whom will hold office and have authority to perform duties as the WDB may determine.

Article VII – Committees

A. Executive Committee – The Executive Committee will exercise authority and manage the business of the WDB during intervals between board meetings. The officers serve as the members of the Executive Committee, except for the power to amend the Policies and the By-Laws.
B. Finance Committee – The Finance Committee will provide oversight over WDB fiscal expenditures and of other contributions and grants received from public or private sources on their behalf.
C. Marketing & Communications – The Marketing & Communications Committee will develop effective marketing strategies, publications, website usage and reports to promote the workforce development system in the Georgia Mountains area.
D. Youth Committee – The Youth Committee will provide oversight and develop recommendations for the WDB in regard to the allocation of funds and the delivery of youth services.

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The Chairman of the WDB will have the authority to appoint standing or ad hoc committees to achieve the stated and approved objectives of the WDB. The term of a standing committee will expire at the conclusion of the year in which it was appointed, with the exception of the Youth Committee. The term of any ad hoc committee will expire when the task for which it was created is completed.

Article VIII – Meetings

The WDB will hold quarterly meetings on the fourth Thursday of the month, beginning January 2013, unless otherwise directed by the Chairman. Due notice will be provided for all meetings to members and the public at least 48 hours in advance, and summaries and minutes will be made available to the public, each as defined in the "sunshine provision" of the Workforce Investment Act, Section 117(e) and the Georgia Open Meeting Act – O.C.G.A. 50-14-1. The Chairman may call a special meeting at his/her discretion.

Article IX – Quorum

A minimum of 30% of WD Board members must be present to maintain a quorum.

Article X – Voting

Member must be present to vote.

In all voting matters, members will adhere to the WDB Code of Conduct/Conflict of Interest provisions as provided in Article XI.

Article XI – Conflict of Interest

A WDB member may not vote on a matter under consideration by the WDB:

A. Regarding the provision of services by such member, or by an entity that such member represents
B. That would provide direct financial benefit to such member or the immediate family of such member
C. That would engage him/her in any activity determined by the Governor to constitute a conflict of interest as specified in the State Plan
D. That would cause him/her, or a member of the Youth Committee or staff to:
    1. Solicit or accept gratuities, favors or anything of monetary value from suppliers or potential suppliers, including subcontractors under recipient contracts
    2. Participate in the selection, award, or administration of a WIOA procurement where the individual is aware that he/she, any member of his/her immediate family, 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
E. That would create potential conflict of interest situations

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1. It will be the responsibility of a WDB/Youth Committee member to disclose the existence of his/her financial interest, reasons for a potential conflict and refrain from voting on or participating in related discussions regarding the award
2. The WDB/Youth Council will determine the existence of a direct relationship of conflict of interest. The interested WDB member will leave the meeting while the determination of a conflict of interest is discussed and voted on by the remaining members. If it is determined conflict of interest exists, the WDB/Youth Committee will enter into the board minutes the nature of, and reasons for, the conflict of interest

F. Definitions:
   1. Interested person – Any WDB or Youth Committee member
   2. Financial interest – A WDB/Youth Committee member has financial interest if he/she has
      a) Directly or indirectly, through business, investment or family ownership or investment interest in any entity with which the WDB/Youth Committee has a transaction or arrangement
      b) A compensation arrangement with the WDB/Youth Committee or with any entity or individual with which the WDB/Youth Committee has a transaction or arrangement
      c) Potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the WDB/Youth Committee is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration, gifts or favors that are substantial in nature.
   3. Immediate Family – Husband, wife, son, son-in-law, daughter, daughter-in-law, mother, mother-in-law, father, father-in-law, brother, brother-in-law, sister, sister-in-law, aunt, uncle, niece, nephew, step-parent, stepchild, grandparent or grandchild.

G. Each Board member is required by the Georgia Department of Economic Development, Workforce Division to sign an Affidavit in compliance with O.C.G.A. 34-14-2(2012). (Sample form attached)

Article XII – Rules of Order

All meetings of the WDB/Youth Committee will follow rules of order established for the conduct of such meetings as set forth in the Roberts Rules of Order, unless otherwise provided for in these By-Laws.

Article XIII – Insurance

The WDB may direct the Georgia Mountains Regional Commission to purchase and maintain Members' and Officers' liability insurance on behalf of any person who is and/or was a member or officer of the WDB, against any liability asserted against him/her and incurred by him/her arising out of his/her status as such.

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Article XIV – Amendments to By-Laws

The By-Laws may be amended, supplemented or superseded only by the affirmative vote of not less than two-thirds of the members that are present, with the majority of at least fifty-one present in attendance provided there is a quorum and members were given at least 10 days written notice of such proposed amendments.

Approved by Board _____

Chairman Signature **Date**

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Conflict of Interest Provision

Name: _____

Public Office or Position: _____

Local Workforce Development Area: _____

Mailing Address: _____
_____

Telephone Number: _____

I hereby affirm and attest that I have read and understand the duties, obligations and restrictions imposed upon me by the Conflict of Interest and Code of Conduct Policy contained at Ga. Comp. R. & Regs. r. 159-2-1-.06, and that to date, I have not engaged in any conduct that would constitute a violation of the Conflict of Interest and Code of Conduct Policy. I hereby further affirm and attest that I will adhere to the duties, obligations, and restrictions identified in the Conflict of Interest and Code of Conduct Policy, and that I will not engage in any conduct which violates that policy so long as I hold the Public Office or Position identified above.

This _____ day of _____, 201_____.

Signature: _____

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