

GEORGIA MOUNTAINS WORKFORCE DEVELOPMENT BOARD CONSTITUTION & BYLAWS

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 (WIOA) in partnership with the Georgia Mountains Council of Local Elected Officials (LEOs). 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, in accordance with an agreement with the LEOs, will:

- 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 Local Elected Official (CLEO) for the local area:
 1. 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;
 - 2. 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
 - 3. 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:
- 1. Providers of youth workforce activities through competitive grants or contracts based on the recommendations of the Youth Standing Committee.
 - 2. Providers of training services consistent with state requirements and WIOA Sec. 122;
 - 3. Providers of career services through the award of contracts, if the one-stop operator does not provide such services; and
 - 4. 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:
- 1. 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;
 - 2. Making recommendations to the eligible agency to promote alignment with such plan; and
 - 3. 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. A local workforce investment area's chief local elected official shall sign and submit to the Workforce Division a budget within ten business days of such budget's approval.
- 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 Local Elected Officials (LEOs) that describes respective roles and responsibilities of the board and LEOs and the Chief Local Elected Official (CLEO).
- S. Provide updates of Board actions to the CLEO and the LEOs of the WDB by sending notice of meetings, links to meeting packets and minutes of prior meetings.

Article III – Membership

The members of the WDB 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 WDB will consist of a minimum of twenty (20) 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:
 - i. A minimum of two (2) representatives of organized labor or other representatives of employees, if existing in the area.
 - ii. 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.
 - iii. May include one or more community-based organization qualifying for § 679.320 (c) 3.
 - iv. 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, Replacement or Removal of Members

Members of the WDB shall be appointed or replaced by the CLEO with nominations solicited from 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.

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 pre-approved by the WFD.

Vacancy/vacancies created by GMWD Policy or By-Laws shall begin at the date of the third 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. A WDB member shall be automatically removed and replaced for failing to attend three consecutive board meetings without cause.

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

Upon appointment to the Board, each member shall sign and date a copy of the WDB bylaws and the conflict of interest provisions, which shall be submitted to the State Workforce Division and retained by the WDB for review.

Article V – Terms of Office

Initial appointments under WIOA 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, subject to reappointment by the CLEO. Initial Appointments begin on July 1, 2015 and ended on June 30, 2017 or will end June 30, 2018, according to whether it is a one or two or three year term.

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. The CLEO shall be notified regarding board vacancies within 10 days of the notification from the member resignation, removal or death.

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. Terms of office shall be no more than three years, subject to reappointment by the CLEO; Officer vacancies may be filled at any meeting.

Upon the election of a LWDB Chairman, the LWDA must notify WFD within 10 business days. This notification must include contact information for the individual and documentation that supports the assumption of the new role. Examples of acceptable documentation may include LWDB minutes, a letter of appointment from the CLEO in accordance with the local policy, or an offer letter.

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 (Standing Committee) – The Executive Committee will exercise authority and manage the business of the WDB during intervals between board meetings. Decisions made by the Executive Committee during intervals between board meetings shall be ratified at the next full WDB meeting. Actions of the Executive Committee shall be the actions of the board unless rejected at the next full WDB meeting.

- B. Youth Committee (Standing 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.

The Chair of the WDB will have the authority to appoint standing or ad hoc committees to achieve the stated and approved objectives of the WDB. Should an ad hoc committee be created, the term of the ad hoc committee will expire upon the completion of the task for which it was created.

Standing Committee requirements: There are two primary requirements for LWDB standing committees. The first requirement is that the standing committee be chaired by a seated member of the LWDB. The second requirement is that a standing committee include an individual who does NOT sit on the LWDB. Such an individual must be appointed to the standing committee by the full LWDB and must be determined to have the “appropriate experience and expertise” to assist the committee. Non-WDB committee members are considered non-voting committee members.

Article VIII – Meetings

The WDB will hold quarterly meetings on the fourth Thursday of the month, unless otherwise directed by the Chairman. The Chairman may call a special meeting at his/her discretion.

The WDB has the responsibility to conduct all activities and meetings in compliance with the provisions of the Georgia Open Meeting Laws and the Sunshine Provision requirement in 29 U.S.C. § 3122 Section 107(e), 20 CFR 679.390, and O.C.G.A. §§ 50-14.

The WDB shall prescribe the time, place, and dates of regular meetings. Such information shall be available to the general public and a notice containing such information shall be posted at least one week in advance and maintained in a conspicuous place available to the public at the regular place of business as well as on the agency's website.

Prior to any meeting, the WDB or committee holding such meeting shall make available an agenda of all matters expected to come before the WDB or committee at such meeting. The agenda shall be available upon request and shall be posted at the meeting site, as far in advance of the meeting as reasonably possible, but shall not be required to be available more than two weeks prior to the meeting and shall be posted, at a minimum, at some time during the two-week period immediately prior to the meeting.

Notice for WDB and Committee Meetings not previously posted should be posted at least 24 Hours in advance at regular place of meeting and notice provided to the legal organ. Written summaries of actions and members present must be made available within 2 business days of all meetings.

The local board shall make available to the public, on a regular basis through electronic means and open meetings, information regarding the activities of the local board, including information regarding the local plan or modifications to the plan prior to submission of the plan, List and affiliation of Local WDB members, the designation and certification of one-stop operators, and the award of grants or contracts to eligible training providers of WIOA activities including providers of WIOA youth activities, minutes of formal meetings of the local board and local WDB By-Laws.

Through information, training and involvement, WDB members will actively participate in WDB meetings and in convening the workforce development system's stakeholders, such as sector strategies, brokering relationships with a diverse range of employers, and leveraging support for workforce development activities.

A record shall be made of all meetings of the WDB in accordance with the aforementioned open meeting requirements. Minutes are to be made available immediately following next scheduled meeting (can be made available sooner) and must include names of members present, description of each motion and proposal, name of each person making and seconding each motion and proposal, and a record of each vote.

Article IX – Use of Technology

The local board shall develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers and jobseekers. Technology will be utilized as applicable for Board meetings, i.e., packets emailed to members prior to

meetings. All access will be in compliance with the Georgia Open Meeting Laws and the Sunshine Provision requirement in 29 U.S.C. § 3122 Section 107(e), 20 CFR 679.390, and O.C.G.A. §§ 50-14.

Article X – Quorum

The majority (51%) of the current members of the WDB shall constitute a quorum for the transaction of business at any meeting of the WDB. 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 XI – Voting

Each member shall be entitled to one (1) vote on each matter brought before the WDB. 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 Code of Conduct relating to Conflict of Interest as provided in Article XII.

Appointed non –WDB members may not vote on any action item. While a non-member cannot vote, it is important that the individual make known any potential or actual conflict if it arises during a standing committee meeting and adhere to the WDB Code of Conduct/Conflict of Interest Provisions as provided in Article XII.

Article XII – Conflict of Interest

Reference: OCGA 159-2-4-.04 Conflict of Interest & Code of Conduct Policy

“Conflict of Interest” shall be defined as the instance 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.

“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.

A. A Board Member shall not:

1. Vote on a matter under consideration by a Board if such vote:
 - a. involves the provision of services by such Board Member (or any entity or organization the Board Member represents, or in which he or she holds an ownership or pecuniary interest) or a Board Member’s Immediate Relative; or
 - b. would provide a direct or indirect financial benefit to the Board Member (or any entity or organization the Board Member represents, or in which he or she holds an ownership or pecuniary interest) or a Board Member’s Immediate Relative; or
 - c. involves any other conduct or activity determined to constitute a Conflict of Interest.
2. 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;

3. 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;
4. 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.

- B. A Board Member shall disclose and divulge the existence of an actual or potential Conflict of Interest prior to any vote or participation in the decision making process and such disclosure shall be expressly noted in the Board's minutes.
- C. 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.

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.

- D. In the event that a Board Member is uncertain as to 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.
- E. In the event that the Board determines that an actual or potential Conflict of Interest exists, the impacted Board Member shall follow 159-2-4.04(3) and recuse himself or herself from voting and participating in the decision making process.
- F. In the event that the Board determines that no actual or potential Conflict of Interest exists, the impacted Board Member shall be entitled to vote and participate in the decision making process. The Board shall recite in the meeting minutes the nature of the perceived Conflict of Interest and the reasons for determining why a Conflict of Interest did not exist.
- G. The Chairman of the Board shall inquire as to whether a Conflict of Interest exists among Board Members prior to any vote involving the following: a. the awarding or modification of a contract; or b. the provision of services; or c. a pecuniary interest.

A conflict of interest provision, as prescribed by O.C.G.A. § 50-7-91(a)(2) and indicated as Attachment A to this agreement, shall be signed and dated by each Board Member prior to their participation in any official board action, submitted to the State Workforce Division within ten business days of signature and retained by the board for review. In the event that a Board Member participates in an official

action, such as a vote, without signing and completing the Conflict of Interest Provision, such board action shall be void.

Article XIII – 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 XIV – 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.

Article XV – Amendments to By-Laws

The bylaws may be amended, supplemented or superseded only by the affirmative vote of the majority of current WDB members, provided that members were given at least 7 days written notice of such proposed amendments.

Approved by Board _____ *Andrea C. Sibby* _____ *6/1/18*
Chairman Signature Date

Georgia Mountains



Connecting Talent with Opportunity
A proud partner of the American Job Center network



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 OCGA 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: _____