

**NORTHERN PANHANDLE  
WORKFORCE DEVELOPMENT BOARD, INC.  
BY-LAWS**

**ARTICLE ONE: PREAMBLE**

The NORTHERN PANHANDLE WORKFORCE DEVELOPMENT BOARD, INC., (hereafter "NPWDB,") is a non-profit Corporation of the State of West Virginia, formed for the purposes set forth in its Articles of Incorporation.

The Northern Panhandle Workforce Development Board, Inc. has elected to incorporate as authorized by applicable federal and state law. Nothing in these By-Laws shall be construed to authorize the NPWDB or its members to perform any functions, or to act in any manner, contrary to the powers granted by applicable law, rule, or regulation, or contrary to the procedures for operation and conduct of a business established by law for the operation of public bodies. The Corporation intends to act in accordance with all applicable laws.

The Northern Panhandle Workforce Development Board, Inc. intends, with approval from Local Elected Officials, to approve and submit a Local Workforce Development Plan to the Governor on an annual basis. The Northern Panhandle Workforce Development Board, Inc. also intends to develop and enter into Memorandums of Understandings with required Partners; develop a budget and provide policy oversight for the area's local workforce development system and career and training activities for adults, youth and employers, including those individuals with barriers to employment and disabilities; conduct workforce research and collect regional labor market data; convene, broker and leverage local workforce development system stakeholders to ensure economic growth in the region; develop strategies for meeting employment and skill needs of workers and employers; lead efforts to develop and implement career pathways by aligning employment, training, education and support services that are needed by adults and youths, including those individuals with barriers to employment and disabilities; develop strategies for using technology to maximize accessibility and effectiveness of the local workforce development system; negotiate local performance accountability; and select an Operator(s) and Providers.

As set forth in the Articles of Incorporation, the members of the Corporation consist of those persons duly appointed to membership on the Northern Panhandle Workforce Development Board, Inc. The Northern Panhandle Workforce Development Board, Inc. will employ staff to execute the Board's duties and responsibilities assigned through these By-Laws. The Northern Panhandle Workforce Development Board, Inc. will achieve its mission and goals by increasing private sector employment opportunities for eligible individuals. Participation of the local business community, including small business and minority business enterprises, in career and training activities designed for eligible individuals, will be provided pursuant to the programs, services and activities of the Workforce Innovation & Opportunity Act of 2014. Neither the Northern Panhandle Workforce Development Board, Inc. nor its staff may be certified or designated a One

Stop Operator unless the Chief Elected Official and the Governor agree to such in accordance with Section 117 (D) (2) of the Workforce Innovation & Opportunity Act.

## **ARTICLE TWO: DEFINITIONS**

### **Section 1.**

- (a) "Chief Local Elected Official" means the chief elected executive officer(s) of a unit of general local government in a local area; and in a case in which a local area includes more than one (1) unit of general local government, the individuals designated as described in section 107 (c)(1)(B) of the WIOA.
- (b) "Executive Director" means an individual who is tasked by the local workforce development board and chief elected official(s) to oversee day-to-day Workforce Investment & Opportunity Act (WIOA) operations.
- (c) "One Stop Partner" means an entity described in section 121(b)(1); and an entity described in section 121 (b)(2) of the WIOA that is participating, with approval of the local board and chief elected official(s), in the operation of a one-stop delivery system.
- (d) "One Stop Operator" means one (1) or more entities designated and certified under section 121(d) of the WIOA that is responsible for coordinating the service delivery of required one-stop partner programs and service providers.
- (e) "Provider" means an entity that provides a program of training services.

## **ARTICLE THREE: OFFICERS**

**Section 1.** The Corporation shall, at the first regular or special meeting of the Corporation, following the adoption and approval of these By-Laws by Local Elected Officials, elect a Chairperson, a Vice - Chairperson, Secretary and Treasurer. When possible, said meeting and election shall be held no later than the beginning of the program year beginning July 1. The persons so elected shall serve a term of one (1) year beginning on the date of election. The Chairperson may not serve more than two (2) consecutive terms. The Chairperson shall be a representative from the private business sector. The Chairperson shall be selected from among members of the Corporation.

**Section 2.** The Chairperson shall preside at all meetings of the Corporation and shall have such other powers and duties as are set forth in these By-Laws.

**Section 3.** The Vice-Chairperson shall have the powers and duties of the Chairperson in the Chairperson's absence.

**Section 4.** The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Corporation and shall give all notices required by law and these By-Laws.

Section 5. The Treasurer shall keep accurate financial records of the Corporation.

Section 6. Except for those powers and duties specifically set forth in these By-Laws, neither the Chairperson, Vice-Chairperson, Secretary nor Treasurer shall exercise any executive functions with respect to the operation and proceedings of the Corporation except as those specifically authorized by the members of the Corporation at any regular or special meeting. Such persons shall have no greater authority than any other member of the corporation other than the duties prescribed by these By-Laws.

Section 7. The Corporation intends these bylaws to establish the above-described officers to assist in the orderly and proper transaction of the Corporation's business.

#### **ARTICLE FOUR: MEETINGS**

Section 1. The Corporation shall hold a regular meeting at least once in each calendar quarter. Whenever possible, the meeting will be scheduled on the third Thursday of the third month of the calendar quarter. The place(s), date(s), and time(s) of meetings shall be determined by the Corporation. The Secretary will have the responsibility of recording minutes of each meeting. A copy of meeting minutes will be provided to all members.

Section 2. The Secretary shall mail each member of the Corporation a meeting notice with agenda for each regular meeting of the Corporation no less than ten (10) days prior to such meetings.

Section 3. Special meetings may be called by the Chairperson, or in his or her absence, the Vice-Chairperson, or by a written request signed by at least thirty percent (30%) of the members of the Corporation. To do so, the meeting caller must give all members of the Corporation a seven (7) day notice. That notice shall include the specific agenda items to be discussed at the special meeting. The Chairperson or Vice-Chairperson shall determine the place, date and time of any special meeting.

Section 4. Robert's Rules of Order shall be recognized as the parliamentary authority at all meetings of the Corporation insofar as the provisions thereof do not conflict with the charter or By-Laws of the Corporation, or with any laws, rules, or regulations which the NPWDB must follow. Notwithstanding the foregoing, the Corporation may, by resolution, adopt such additional or supplementary rules of procedure as it may deem appropriate.

Section 5. A quorum, *i.e.*, a simple majority of members, is necessary for the transaction of Corporation business at any regular or special meeting. If a quorum of members is not expected or present at a regular meeting, the meeting shall be canceled, with members convening again at their next regularly scheduled meeting. If a quorum of members is not expected or present at a special meeting, the meeting shall be adjourned and shall be deemed reconvened within thirty (30) days after the date of the adjourned meeting.

Section 6. The Secretary shall publish a notice of all regular or special meetings of the Corporation in those newspaper(s) of general circulation in the Northern Panhandle region no less than ten (10) days prior to the meeting.

Section 7. The Chairperson shall preside at all meetings of the Corporation, or in his or her absence, the Vice-Chairperson shall preside. In the absence of the Chairperson and Vice-Chairperson, the Secretary shall preside. In the absence of all three (3) officials, a quorum of members present at any regular or special meeting of the Corporation shall elect a presiding officer for that meeting.

Section 8. Meetings may have hybrid attendance, with some members being physically located at the meeting site, with other members joining remotely using video conferencing software.

Section 9. Nothing in this section is intended to, and cannot, supersede the West Virginia Open Meetings Act, W. Va. Code § 6-9A-4, *et seq.*, which governs all meetings by public entities.

## **ARTICLE FIVE: COMMITTEES**

Section 1. The members of the Corporation may establish such Committees as they, from time to time, deem appropriate. Standing Sub-Committees include, but are not limited to: Executive, Personnel and Policy, One Stop, Youth and Committee to Assist Special Populations. The Chairperson will select the Chairpersons of Sub-Committees prior to July 1st every two (2) program years. The Chairperson will appoint members to Sub-Committees prior to July 1st every two (2) program years.

## **ARTICLE SIX: EXECUTIVE COMMITTEE**

Section 1. The Executive Committee of the Corporation will consist of no less than one (1) member from each county and city which includes the Chairperson, Vice-Chairperson, Secretary and Treasurer. The Chairperson, Vice-Chairperson, Secretary and Treasurer will be elected by the members of the Corporation. Remaining Executive Committee members will be appointed by his/her respective Local Elected Official. The Executive Committee shall have and may exercise, all of the authority of the Corporation and the management of the Corporation and shall meet at least four (4) times per program year and whenever an urgent or important matter arises except that the Executive Committee shall have no authority in reference to amending the Articles of Incorporation, amending, altering or repealing any provisions of these By-Laws; or electing or removing members or officers of the Corporation or members of the Executive Committee. . Local Elected Officials, or their appointed designee who must be an elected official, will participate in Executive Committee meetings.

## **ARTICLE SEVEN: VOTING BY MEMBERS**

Section 1. There shall be no voting by proxy on any matters of business brought before the Corporation. Members of the Corporation may vote by being present

at a meeting or by participating virtually in a meeting of the Corporation and having their vote duly recorded. All members, whether participating in-person or virtually, will have an equal voice. All members will offer a voice vote on matters brought before the Corporation. If a member who is participating virtually cannot offer a voice vote, he or she may type their vote of "I move that," "I so move," "Yea" or "Nay" in the chat box. Each member of the Corporation will have one (1) vote. Local Elected Officials, or their appointed designee who must be an elected official, will be permitted to vote on any matters of business brought before the Corporation on behalf of a member from their respective county/city who is not present at the meeting. Each Local Elected Official, or their appointed designee who must be an elected official, will have one (1) vote.

## **ARTICLE EIGHT: REMOVAL OF MEMBERS**

Section 1. If a member misses three (3) meetings within one (1) program year without a valid excuse, the Chief Elected Official will be responsible for reviewing the matter. A letter will be sent to any member missing three (3) or more meetings. The Local Elected Official who appointed said member will be carbon copied on the letter. The Chief Elected Official, along with the Local Elected Official who made the appointment, may wish to review a member's attendance at meetings when considering the reappointment, or removal, of that member. The Chief Elected Official may remove a member from the Corporation if it has been determined that the member was involved in illegal or malicious activities or in some other way which violated the bylaws or Articles of Incorporation.

Section 2. The Chief Elected Official may remove a member from the Corporation if it has been determined that the member was involved in involved with activities which violate any federal, state, or municipal law, rule, code, ordinance, or activities which violated these By-Laws or Articles of Incorporation.

## **ARTICLE NINE: INDEMNIFICATION**

Section 1. Each member of the Corporation, now or hereinafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject to by reason of serving or having served as such a member or by reason of any action alleged to have been taken, omitted or neglected by him or her as such a member and the Corporation shall reimburse each person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability provided the action taken was not illegal, willful or malicious.

Section 2. The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved.

Section 3. The Corporation intends to indemnify and hold harmless each member from and against all claims, damages, losses and expenses, including reasonable attorney's fees, in case it shall be necessary to file any action or in case a member is named as a party in any lawsuit, in all matters directly or indirectly involving this Corporation, provided the member's action was not illegal, willful or malicious.

Section 4. The right of indemnification herein above provided for shall not be exclusive of any rights to which any member of the Corporation may otherwise be entitled by law.

## **ARTICLE TEN: MEMBERSHIP AND NOMINATION**

Section 1. Member appointments to the NPWDB will be the responsibility of Local Elected Officials. Local Elected Officials of such units shall appoint members from individuals formally nominated or recommended by local business and community organizations, groups and business trade associations, etc.

Section 2. NPWDB membership shall be comprised of the following:

(a) Representatives of the private business sector, who shall constitute a majority of the Board and who shall be owners of businesses, chief executives or operating officers of business in the local area or other business executives or employers with optimum policymaking or hiring authority.

To the extent possible, these representatives shall include representatives from small businesses or organizations representing businesses that provide employment opportunities that, at a minimum, include high quality work relevant training and development in in-demand industry sectors or occupations in the local area. Representatives from the private sector shall constitute at least fifty-one percent (51%) membership of the Northern Panhandle Workforce Development Board, Inc.

(b) At least twenty percent (20%) of the members of the local board shall be representatives of the workforce within the local area, who:

Represent labor organizations, for a local area in which employees are represented by labor organizations, and 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;

To the extent possible, these representatives shall include a representative who shall be a member of a labor organization or a training director, from a joint labor management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists;

May include representatives of community-based organization that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and,

May include representatives of organizations that have 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.

(c) The local board shall also include representatives of entities administering education and training activities in the local area, who:

Shall include a representative of eligible providers administering adult education and literacy activities under Title II; and,

Shall include a representative of institutions of higher education providing workforce investment activities, including community colleges; and,

May include representatives of local educational agencies, and of community-based organization with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment.

(d) The local board shall include a representative(s) from: Governmental and economic and community development entities serving the local area; the State Employment Service Office under the Wagner-Peyser Act serving the local area; and programs carried out under Title I of the Rehabilitation Act of 1973.

(e) The local board may also include representatives of agencies or entities administering programs serving the local area relating to transportation, housing and public assistance, representatives of philanthropic organizations serving the local area, as well as such other individuals or representative of entities as the Chief Elected Official in the area may deem appropriate.

Section 3. The initial number of members of the board shall be twenty-four (24). Membership of the Corporation cannot exceed twenty-four (24) members.

(g) In a service area there should be at least one (1) private business sector representative from each county and city on the board.

## **ARTICLE ELEVEN: TERMS OF MEMBERS**

Section 1. Members will be appointed for staggered terms. Terms shall be for two (2) years or three (3) years. Of those members appointed, at least one half (1/2) should be appointed to three (3) year terms and at least one half (1/2) for two (2) year terms. Board members must either reside in or have a place of business located in the county and/or city that they represent.

(a) All terms of membership shall begin on July 1 and end on June 30.

(b) Members who retire from their place of employment while serving may be allowed to complete the current term of service. Once the term of service is completed, the member may not be nominated for another term.

(c) Members who resign from their place of employment while serving may be allowed to continue the term of service only if the member obtains other

employment whereas the member continues to represent the same sector of the community as in the initial appointment.

(d) In order to ensure the prompt replacement of a board member due to a vacancy, the Chief Elected Official, and the Local Elected Official who made the appointment, will be notified in writing by the Executive Director within five (5) days of the board member vacancy. Vacancies shall be filled promptly in the same manner as the original appointment.

(e) The Chief Elected Official may use different forms of technology to improve board functions, broker relationships with stakeholders and any other conditions governing appointments or membership on the local board as deemed appropriate.

(f) All other requirements stated in these By-Laws addressing member appointment must also be met.

## **ARTICLE TWELVE: INSURANCE**

Section 1. The Corporation shall be authorized to purchase insurance to cover the Corporation and its members, including, but not limited to, general liability insurance, errors and omissions insurance, and public officials' liability insurance. The Corporation shall also be authorized to purchase insurance to bond those members of the Corporation and Corporation personnel for whom such bonding is deemed necessary by the members of the Corporation.

## **ARTICLE THIRTEEN: FISCAL YEAR**

Section 1. The fiscal year of the Corporation shall be July 1 through June 30.

## **ARTICLE FOURTEEN: PERSONNEL POLICIES, PROCEDURES, AND DOCUMENTATION**

Section 1. The Corporation shall, in order to insure consistent and equitable treatment of all employees, ensure compliance with all applicable federal, State and local laws and ensure that all personnel fully understand the terms and conditions of employment, develop and publish Personnel Policies and Procedures to all officers and employees. Said publications shall include job descriptions and a description of available benefit plans. Procedures, and any other related documents, shall also be made available to all employees of the Corporation through its Executive Director and/or another designee.

Section 2. The Corporation shall maintain personnel records that include the following: appropriate records of all personnel actions, including but not limited to, hiring, promotions, discipline, demotions, transfer, evaluations, discharge, etc. and time and attendance records. All personnel records and any documents required by federal, state and local laws, codes, rules, and other regulations shall be maintained by the Executive Director.



## **ARTICLE FIFTEEN: CODE OF ETHICS**

Section 1. The Corporation hereby adopts a Code of Ethics which incorporates standards of ethical behavior governing personal behavior, particularly when the conduct relates to a procurement.

The fundamental objective of the NPWDB, its officers and employees, is to enhance the overall quality of life, dignity and well-being of every individual eligible for, and seeking training and employment services under the Workforce Innovation & Opportunity Act. The Board seeks to create a more equitable, accessible, effective and efficient training and employment system for those served by the NPWDB.

Members and staff have an obligation to act in ways that will merit the trust, confidence and respect of employment and training officials, professionals, and the general public. Since every management decision affects the well-being of individuals and our community, the Board of Directors and its executives must evaluate the possible outcome of every decision and accept full responsibility for the consequences. The Board of Directors and its executives must safeguard and foster the rights, interest, and prerogatives of service providers, participants or others served.

Section 2. Members have a right to vote on all matters before the NPWDB, except when that member has a conflict of interest pursuant to Sec. 107(3)(H) of the Act, these By-Laws, or the West Virginia Ethics Act, W. Va. Code § 6B-2-5, *et seq.*

A conflict of interest arises when someone involved in a procurement process has opposing interests that will affect their ability to be fair and impartial. A conflict of interest may be personal or organizational. The Workforce Innovation & Opportunity Act specifically prohibits anyone, or a member of their immediate family, who participates directly or indirectly in a procurement process from having a financial interest in the procurement or from receiving actual or anticipated personal gain or the actual or anticipated gain in any other person or organization.

Section 3. All procurement must be treated with confidentiality. Proposals/bids must be safeguarded against disclosure which could be prejudicial to the interest of the provider of services, potential participant, or to the general public. All individuals involved in any aspect of a procurement process must not reveal information to anyone outside of the official group involved in reviewing offers or making contract award decisions.

Section 4. The NPWDB and its members are responsible for making all requirements and information regarding procurement solicitations available to the public, to the extent possible by law.

Section 5. All individuals involved in a procurement process must be fair to all offers. Fairness and impartiality are extremely important when reviewing proposals/bids. A proposal/bid must be reviewed on what it says, taking into account past performance and capabilities of the proposer to fulfill the requirements of the proposal/bid when applicable.

Section 6. Members and staff of the Northern Panhandle Workforce Development Board, Inc. shall be bound by the following Code of Ethics. An executed copy of the same shall be made part of their permanent files.

1. Conduct all personal and professional activities with honesty, integrity, respect, fairness and good faith in a manner which will reflect well upon the Board;
2. Provide training and employment services consistent with available resources and assure the existence of a resource allocation process that considers the ethical ramifications thereof;
3. Assure the existence of a process to evaluate the quality of services rendered;
4. Avoid exploitation of relationships for personal advantage;
5. Avoid practicing or facilitating discrimination;
6. Assure the existence of procedures that will safeguard the confidentiality and privacy of providers, participants and others who are served;
7. Assure they are not in a position to benefit directly or indirectly by using authority or inside information, or allows a friend, relative or associate to benefit from such authority or information;
8. Assure they will not use authority or information to make a decision which intentionally affects the organization in an adverse manner;
9. Conduct all personal and professional relationships in such a way that all those affected are assured that decisions are made in the best interest of the organization and the individuals served by it;
10. Disclose to the appropriate authority any direct or indirect financial or personal interests that might pose potential conflicts of interest;
11. Do not accept gifts or benefits offered with the expectation of influencing a board decision;
12. Inform the appropriate authority and other involved parties of potential conflicts of interests related to appointments or elections to boards or committees inside or outside the organization;
13. Work to identify and meet the training and employment needs of the community;
14. Refuse to represent special interests or to use this board for personal gain and/or for the gain of friends of supporters;

15. Abide by the procedures, rules, and regulations of the Workforce Innovation & Opportunity Act of 2014, the policies adopted by the Council and all applicable laws of the United States and the State of West Virginia;

16. Neither accept no employment offers by any contracting agency, any organization or individual contracting with the agency during the Board's procurement process, nor authorize the employment of a present or former employee of the contracting agency by contractors during the Board's procurement process.

- (b) The above Code of Ethics is not intended to, and cannot, supersede the West Virginia Ethics Act, W. Va. Code § 6B-2-5, which governs all public entities.

### **ARTICLE SIXTEEN: APPROVAL OF BY-LAWS**

#### **APPROVAL OF BY-LAWS**

On \_\_\_\_\_, 20\_\_\_\_, the NPWDB, Inc. Board of Directors approved modified By-Laws as recommended by the Local Elected Officials Consortium in Region 5. These By-Laws shall become effective upon adoption by a simple majority vote of the membership. These By-Laws may be amended by a simple majority vote of the membership.

\_\_\_\_\_  
Chief Local Elected Official, Region 5

\_\_\_\_\_  
Date

\_\_\_\_\_  
Chair, NPWDB, Inc., Region 5

\_\_\_\_\_  
Date