

The Executive Committee has reviewed, and recommends the adoption of, the Western Virginia Workforce Development Board of Directors' bylaws. The proposed changes are highlighted below. Official notification for consideration will be issued at least 10 days prior to the October 7, 2005 meeting, at which time the revisions will be presented for adoption.

BY-LAWS
Western Virginia Workforce Development Board, Inc.
Approved February 27, 2004

ARTICLE I: NAME

The name of this corporation shall be the Western Virginia Workforce Development Board, hereafter referred to as "The Board."

ARTICLE II: OFFICES

The Board's principal office shall be at 108 N. Jefferson Street, Suite 809, Roanoke, VA 24016 or as subsequently changed by resolution of the Board. The Board may conduct its affairs, carry on its operations, have other offices and exercise its powers within or without the Commonwealth of Virginia, as the Board may, from time to time, determine or the business of the Board may require.

ARTICLE III: PURPOSE

Section 1. The purpose of The Board shall be to plan and coordinate the provision of regional workforce development services for Area III (counties of Alleghany, Botetourt, Craig, Franklin, Roanoke, and cities of Covington, Roanoke, Salem), within the requirements of the Workforce Investment Act (WIA), Public Law 105-220.

Section 2. The Board shall be nonsectarian and nonpartisan.

Section 3. The Board shall have and exercise all powers necessary or convenient to affect its purposes.

Section 4. The Board or its name shall not be associated with any commercial, sectarian, or partisan interest or concern or any purpose contrary to the objectives of the Board.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Number of Directors. The Board shall consist of **no more than 20** [Change from "no fewer than 40 and no more than 60"] directors who shall manage the affairs of The Board.

Section 2. Selection. Directors of The Board shall be appointed by the Chief Local Elected Officials Consortium (CLEO) and must be residents of the Commonwealth of Virginia. Each director shall serve for three (3) years, and may be appointed for an additional three (3) year term. Those persons selected are expected to attend training sessions related to board service. The composition of the Board of Directors shall be at least 51 percent private sector Board Members.

Section 3. Compensation. No form of compensation shall be paid to any director in return for such director's participation on The Board or for attendance at any meeting of The Board. Nothing contained herein shall preclude any director from serving The Board in any other capacity and receiving compensation therefore.

Section 4. Absence from meetings; Removal. The secretary shall inform the Chair in any instance when an appointed director is absent from two (2) consecutive, regularly scheduled meetings of The Board. The Chair shall then call the absences to the attention of the director in writing. If the director is absent from the next regularly scheduled meeting, the director may be removed from The Board. The Board will forward the name of the director being removed from The Board to the CLEO for their action regarding the appointment of another Board director.

Section 5. Resignations. Any Board director, officer, or committee member may resign such office at any time, such resignation to be made in writing and to take effect from the time of its

acceptance by The Board. Resignations by a director from The Board will be forwarded to the CLEO for their action regarding the appointment of another Board director.

Section 6. Conflict of Interest. A conflict of interest shall be deemed to exist if a director may benefit from the selection of a contractor or vendor to perform services on behalf of or directed by The Board by reason of (i) any ownership interest in the provider business; or (ii) any compensation in any form derived from that business (RFPs and IFBs). Where a conflict or potential conflict of interest exists, no affected director (or alternate) shall cast a vote on the matter involved. If any director is excluded from voting, the number of directors needed to constitute a quorum shall be reduced by the number of directors excluded from voting.

Section 7. Role. Board Members are expected to be knowledgeable of its Mission and to interact within their professional circles so as to ascertain the workforce needs within the region, report those needs to the board, and promote collaboration among as many organizations as possible. Board Members representing the private sector are expected to provide recommendations to the CLEO for future board appointments, keeping in mind the requirement that the board consist of CEOs and/or senior executives, while striving for geographic and demographic balance with particular attention to the diversity of the area.

ARTICLE V

Officers

Section 1. Number. The officers of The Board shall be the Chair of The Board, a Vice Chair, a Secretary and a Treasurer.

Section 2. Method of Election. The directors shall elect all officers for a term of one (1) year, with all officers being members of the board of directors, and can be reelected for one (1) additional one (1) year term. All vacancies in any office shall be filled by the directors without due delay at its regular meeting or at a meeting specifically called for that purpose.

Section 3. Duties of Officers. The duties and powers of the officers of The Board shall be as follows:

- a. Chair. The Chair of The Board shall preside at all meetings of The Board and shall perform such executive and administrative functions as may be prescribed from time to time by The Board or by the bylaws. The Chair shall be a private sector board member.
- b. Vice-Chair. The Vice-Chair shall chair all meetings in the absence of the Chair.
- c. Secretary. The Secretary shall give notice of and attend all meetings of The Board, and keep records of Board activities; conduct all correspondence and carry into execution all orders, votes, and resolutions not otherwise committed; collect and record any fees, annual dues, and contributions; notify the directors and officers of their election to office; notify applications of their approval or disapproval for membership; and notify persons of their appointment on committees. In case of absence or disability of the secretary, the Chair may appoint a secretary pro tem.
- d. Treasurer. The treasurer shall be responsible for maintaining The Board's financial records and the preparation of financial statements and tax returns.

Section 4. Office-holding Limitations. [Addition of hyphen] No individual shall hold more than one (1) office at a time, and no individual shall be eligible to serve more than two consecutive terms in the same office.

Section 5. Subordinate Officers. The Board may appoint other officers or agents, each of whom shall hold office for such period, have authority and perform such duties as the Board may determine. The Board may delegate to any officer the power to appoint any such subordinate officers or agents and to prescribe their respective authorities and duties.

Section 6. The Chief Administrative Officer. The President shall be appointed chief administrative officer by the Board. The President shall be the administrator of the Board and, subject to the control of the Board, shall in general supervise and control the business affairs and property of the Board. The President may sign all certificates, contracts, obligations and other instruments

of the Board and shall do and perform such duties and may exercise such other powers as from time to time may be assigned by these By-laws or by the Board. [Changes in staff title]

ARTICLE VI

Directors' Meetings

Section 1. Meetings. The Board shall hold at least six (6) directors' meetings per year (regular or special), at such place within or without the Commonwealth of Virginia as they may from time to time determine, or they may meet at such place and time as shall be fixed by resolution. Special meetings may be called by the Chair on 24-hours' notice to each director, either personally, by mail, e-mail, or facsimile transmission or telegram. [Hyphen added]

Section 2. Annual Meetings. The last regular meeting of the program year is the annual meeting. The purpose of the annual meeting is to elect officers, receive reports from officers and committees, and for any other business that may arise.

Section 3. Quorum. A quorum shall exist if at least one-third (1/3) of the total directors are present, and at least one-third (1/3) of the private sector directors are present. Except as otherwise required by the law or the bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of The Board.

[Deletion of entire Section 4]

Section 4. Alternates. Directors have the option of designating a single individual to serve as their alternate/representative when they must be absent. The name of this individual must be transmitted in writing to the Secretary for The Board. Directors are responsible for keeping alternates apprized of all matters concerning The Board. Alternates will be allowed to vote, based on instructions for such proxy vote(s) from the director. Directors will receive instructions on this procedure as part of their orientation package.

Section 5. Funds. All funds raised and revenues received by The Board shall be distributed for the promotions of The Board's objectives and purposes, as authorized by the affirmative vote of a majority of the Directors present at a duly constituted meeting of The Board. On matters involving funding, a roll-call vote will be required by the Chair.

ARTICLE VII

Committees

Section 1. Executive Committee. The Executive Committee is comprised of Board Officers, plus chairs of the standing committees and others that The Board may deem appropriate, not to exceed seven (7) The Executive Committee shall have and exercise the authority of The Board in the management of The Board, except as otherwise provided by law. The designation and appointment of the Executive Committee and delegation thereto of authority shall not operate to relieve The Board, or any individual director, of any responsibility imposed on it or a director by law.

The Executive Committee shall be empowered to act on behalf of the full board of directors on business that cannot be held until the next regularly scheduled meeting as determined by the Chair, with the affirmative vote of at least a majority of its members. The full board of directors shall be informed of the action taken by the Executive Committee at the next regularly scheduled directors' meeting.

The Executive Committee, unless otherwise ordered by The Board, shall meet before each of the six (6) regularly scheduled board of directors' meetings. Special meetings of the Executive Committee may be called by the Chair.

Section 2. Finance Committee. A Finance Committee composed of the Treasurer and four other directors shall be appointed by the Chair at the April board of director's meeting. It shall be the duty of this committee to prepare a budget for the program year beginning the first day of July, and to submit it to The Board at its regular meeting in June. The Finance Committee may, from

time to time, submit amendments to the budget for the current program year, which may be adopted by a majority vote at a duly constituted board of director's meeting.

Section 3. Nominating Committee. At the regularly scheduled directors' meeting of **The Board in April, a Nominating Committee of three directors shall be elected by The Board.** It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual meeting in June. The Nominating Committee shall report at the annual meeting in June. Before the election at the annual meeting, additional nominations from the floor shall be permitted. **[Change in number on committee]**

Section 4. Youth Council. The Board, in conjunction with the CLEO, will appoint a Youth Council as provided for in the Workforce Investment Act.

Section 5. Other Committees. The Board may at any time appoint standing or ad hoc committees to consist of as many directors as seems advisable. The members of such committees shall hold office until the appointment of their successors.

Section 6. Chairpersons. One member of each committee shall be appointed chairperson by The Board.

Section 7. Committee Quorum. A majority of any committee of The Board shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Section 8. Committee Vacancies. The board of directors shall have the power to fill vacancies on the committees.

ARTICLE VIII

Program Year/Fiscal Year

The program year/fiscal year shall begin the first day of July each year.

ARTICLE IX

Indemnification

The Board shall indemnify its directors and officers in the manner, against the matters, and to the full extent provided and permitted by the Virginia Non-stock Corporation Act.

ARTICLE X

Seal

The corporate seal, if any, shall be in such form as adopted by resolution of the Board. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided, however, that the use of the seal is not required to validate any writing or document to which the Board is a signatory or party.

ARTICLE XI

Amendments

These by-laws may be amended, repealed, or altered in whole or in part by a vote of a majority of the directors, at a duly constituted Board meeting. The proposed change shall be mailed, e-mailed, or faxed to the last recorded address of each director at least ten (10) days prior to the meeting at which such change is to be considered.

The foregoing by-laws of the Western Virginia Workforce Development Board, Inc. were duly adopted at the board of directors meeting held on **[DATE]**.

Secretary