

**WEST VIRGINIA WORKFORCE  
DEVELOPMENT BOARD BYLAWS**

**ARTICLE I  
AUTHORITY**

The West Virginia Workforce Development Board is established by the Workforce Innovation and Opportunity Act of 2014 (80FR 20689) WIOA and is hereinafter referred to as the “Board.”

**ARTICLE II  
EFFECT OF BYLAWS**

These Bylaws are intended to govern the operation of the Board where state and federal law does not provide a procedure or requirement. Upon adoption by the full Board, the Bylaws shall govern the conduct of business by the Board. These Bylaws shall be construed consistently with the federal WIOA and with all applicable state and federal law, and in the event of any conflict the federal WIOA or such other law shall prevail.

**ARTICLE III  
STATEMENT OF PURPOSE**

The Board shall assist in implementing and overseeing a comprehensive state workforce system that prepares West Virginia citizens for employment opportunities offered by West Virginia businesses. The Board shall make recommendation regarding program implementation, operation, and modifications to all state agencies administering workforce investment programs. The Board shall also assist and encourage West Virginia’s educational institutions and public assistance systems to improve their ability to prepare people for gainful employment.

**ARTICLE IV  
FUNCTIONS AND RESPONSIBILITIES**

The Board shall carry out its functions and responsibilities as delineated by the Workforce Innovation and Opportunity Act of 2014 (80FR 20689) and the federal WIOA legislation. The Board may adopt additional functions and responsibilities that are not inconsistent with any and all applicable state or federal law or these Bylaws.

**ARTICLE V  
MEMBERSHIP**

The Board membership is established by the Workforce Innovation and Opportunity Act of 2014 (80FR 20689)

## **B. RESIGNATION, TERMINATION AND REPLACEMENT OF NON-STATUTORY (NON-EXOFFICIO) MEMBERS**

### **1. Resignation**

Any member, in his or her capacity as a Board member, committee member, or officer, may resign such position by so stating at any meeting of the Board or by giving written notice to the chair of the Board and/or the Governor. Any resignation of a member from his or her position as a member or as the chair or vice chair of the Board shall be effective unless rejected by the Governor. The effective date of any resignation shall be the time specified in the statement made at the Board meeting or in written notice given to the chair and/or the Governor, or immediately if no time is specified.

### **2. Replacement**

Any non-statutory member of the Board may be replaced by the Governor for the following reasons:

- a. Receipt of notification or resignation, as set forth in these Bylaws;
- b. Failure to attend as least fifty percent (50%) of the regularly scheduled meetings of the Board as a whole in a one-year period (attendance by teleconference is allowed);
- c. Failure of a member to continue to hold the qualifications that were the basis for his or her initial appointment; or
- d. Failure to represent the Board in a manner deemed appropriate by the Board.

### **3. New Members**

In the event of a vacancy on the Board, a new member shall be selected as specified in the criteria set forth in Article V of these Bylaws: Provided that if Article V of these Bylaws be in conflict with applicable state and/or federal law then the appropriate state and/or federal law shall govern. The new member will serve the remainder of the term of the vacated position. The new member shall have the same qualifying as the departing member.

## **C. PROXY**

Use of the proxy will not be permitted, with the exception of the following: Certain members of the Board serving as ex officio members have the right to name a designee to represent them on the Board (pursuant to the Workforce Innovation and Opportunity Act of 2014 (80FR 20689)), and any designee so named will have voting privileges and equal to those that would have been enjoyed by the ex officio Board member designating replacement.

## **ARTICLE VI OFFICERS**

### **A. CHAIR**

The Governor shall appoint a chair of the Board from among the private sector/business members of the Board to be the presiding officer. The chair shall have the authority to call meetings of the Board (both regular and special) establish committees and advisory committees, and appoint chairs, vice chairs and members of such committees. The chair shall be the Board's liaison with the Governor and ensure the actions, recommendations, plans and resolutions of the Board are communicated to the Governor in a timely fashion. The chair shall perform such other duties and have such other authority as the Board may lawfully delegate. The chair shall preside at all meetings of the Board (both regular and special) and serve as an ex officio member of each committee and advisory committee.

### **B. VICE-CHAIR**

The Governor shall appoint a vice-chair of the Board from among the private sector/business members of the Board. The vice-chair shall, in the absence, or inability to act, of the chair, preside at meetings of the Board and exercise the authority and perform the duties required of the chair. The vice-chair shall have the authority to perform such additional duties as may be designated from time to time by the chair.

## **ARTICLE VII EXECUTIVE COMMITTEE, STANDING COMMITTEES, and ADVISORY COMMITTEES**

### **A. EXECUTIVE COMMITTEE**

The chair of the Board shall designate members of an Executive Committee. The Executive Committee shall consist of the chair, vice-chair, standing committee chairs.

- Executive committee to be as least 51% business representatives.
- Executive committee to consist of:
  - *One at-large (from a population of two) organized labor member to be appointed by Board chair*
  - *One member at large (to make odd number) elected by Board*
  - *Executive committee total numbers—minimum of 5 and maximum of 9*
  - *Only one-fourth of the Executive Committee can be from any one WIB region*
- The State Board Chair will chair the Executive Committee and the Vice-Chair of the State Board will be vice-chair.

The Executive Committee is primarily responsible for activities involving advocacy and leadership, legislative communications, employer involvement, emergency actions, and administrative issues. The executive committee shall not have the authority to amend, alter, or repeal these Bylaws or adopt new Bylaws, or alter any resolution of the Board that by its terms provides that it shall not be amendable or repealable by a committee. The Executive Committee shall have and may exercise all of the authority of the Board at an emergency meeting of such Executive Committee if, in the judgment of the Governor, or the chair, or, in the absence of the chair, the vice-chair, emergency action is warranted and it would not be practicable to call as special meeting of the Board. Cases of emergency are limited to imminent threats to public health and safety or reasonable unforeseeable situations requiring immediate action by the Board. The Governor, the chair, or, in the absence of the chair, the vice-chair, may call an emergency meeting of the Executive Committee. Any actions taken at the emergency meeting by the Executive Committee must be communicated to the full Board by the close of the next business day.

## **B. STANDING COMMITTEES**

The Board will name standing committees for focused topic areas that advance the work of the Board and ensure adequate attention is given to priority issues.

The chair of the Board will appoint committee members composed of members of the Board, and shall appoint a chair and vice-chair of each such committee. Each committee shall be composed of a majority of private sector/business members of the Board. The chair of the Board has the authority to increase or decrease the number of committee members, and add or remove committee members.

Except as otherwise provided, each committee member shall serve until the member ceases to be a member of the Board, or until the chair of the Board abolishes the committee, or until he or she is removed by the Board chair.

The function of each committee shall be to consider matters as defined by its charter or as assigned to it by the chair of the Board and to make recommendations with respect to such matters to the Board. The Board may reverse, modify, supplement, and/or approve any actions taken by a committee. All committees shall report actions taken to the full Board.

The chair of a committee should call meetings of the committee, but must notify the chair of the Board and ensure the appropriate legal notice has been given as to the time and place of the meeting.

## **C. ADVISORY COMMITTEES**

The chair of the Board may appoint advisory committees composed of members of the Board and persons who are not members of the Board. The chair of the Board shall appoint a chair and vice-chair of each such advisory committee, with the advisory committee chair to be chosen

from among the members of the advisory committee who are also members of the Board. Each advisory committee shall be comprised of a majority of private sector/business members of the Board. The number of advisory committee members may be increased or decreased from time to time by the chair of the Board.

An advisory committee may be abolished at any time by the chair of the Board. Each advisory committee member shall serve as such at the pleasure of the chair of the Board, and is subject to removal from the advisory committee by the chair of the Board. Except as otherwise provided, each advisory committee member shall serve until the member's Board term expires, the member is removed by the chair of the Board, or until the chair of the Board abolishes the advisory committee.

The function of each advisory committee shall be to advise the Board on special matters assigned to it by the chair of the Board and to the Board. An advisory committee may not exercise any designated part of the authority or perform any designated duties of the Board, except as provided by these Bylaws. The Board may reverse, modify, supplement, and/or approve any recommendations made by an advisory committee.

The chair of an advisory committee shall call meetings of the committee, but must notify the chair of the Board and ensure the appropriate legal notice has been given as to the time and place of the meeting.

## **ARTICLE VIII STAFF**

WorkForce West Virginia shall provide administrative and other services to the Board, as the Board requires.

## **ARTICLE IX MEETINGS**

### **A. Frequency**

The Board shall meet at least quarterly and as such other times as the chair deems necessary.

### **B. NOTICE OF REGULAR MEETINGS**

Public notice of regular Board meetings will be provided to all members no less than seven days before the day of the meeting. All meetings of the Board will be publicly announced in advance and open and accessible to the general public.

### **C. QUORUM**

At any Board or committee meeting, a quorum is required for the transaction of business. The act of a simple majority of the Board members or committee members, as the case may be,

present at such a meeting shall be the act of the Board or committee. Provided, however, that a majority of the members making up the quorum of the Board or committee are private sector business members of the Board. No votes shall be taken by secret ballot. If a committee is unable to take action on an item due to a lack of a quorum, the members present may make a recommendation in writing to the full Board for it to take action on the item at a regular meeting. For purposes of determining of quorum, electronic participation by telephone or through the use of other technology shall be permitted.

#### **D. RULES OF ORDER**

All meetings of the Board and each committee thereof shall be conducted in accordance with, and shall be governed by, Roberts Rules of Order, latest edition, insofar as they are not inconsistent with these Bylaws or applicable state or federal law.

#### **E. Minutes**

Minutes of the proceedings of each meeting of the Board shall be recorded by Workforce West Virginia staff. The chair shall review and correct such minutes. Meeting minutes will be posted and available for review on the WorkForce West Virginia's website at

<http://workforcewv.org/public-information/public-notice/workforce-development-board.html>

Hard copies of the Minutes will be maintained at the WorkForce West Virginia's central office. The minutes will be prepared and distributed to each Board member at least seventy-two hours prior to the next scheduled meeting for approval by the Board at the next regular meeting. All minutes and agendas, as well as any supporting and informational material of any meeting of the Board, will be made available to the public upon request to the Board.

#### **F. SPECIAL MEETINGS**

Subject to these Bylaws, special meetings of the Board may be called by the chair upon notice to the Board two working days prior to the meeting. Notice of each special meeting shall state the date, time, and location (within the State of West Virginia) of the meeting, and an agenda will be included stating the purpose of the meeting. Such special meetings will comply with the West Virginia Open Meetings law.

At any special meeting of the Board, no business other than the stated agenda shall be transacted.

#### **G. EXECUTIVE SESSIONS**

Only to the extent and for the purposes authorized, and only upon the notice required under applicable law, the Board shall be permitted to meet in executive sessions called by the chair or vice-chair of the Board. No such executive session shall be held unless a quorum of the Board first meets in an open meetings or session for which notice has been given in accordance with applicable law and during which open meeting the chair or vice-chair of the Board has publicly

announced that an executive meeting of the Board or a committee thereof will be held and has identified the provision of law (including the applicable section of the West Virginia Open Meetings Law) authorizing the holding of such an executive session.

## **H. COMPENSATION AND EXPENSES**

Members of the Board and committees thereof shall not receive any salary or wages for their services as such, but may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties. Reimbursement will be offered to members on a per diem basis only, and only in accordance with applicable law. Reimbursement for expenses other than those incurred to attend Board meetings shall be submitted to the chair for approval in accordance with the law. The chair of the Board must approve meetings of committees of the Board where expenses will be incurred before such a meeting is held. Nothing herein shall be construed to prevent members of the Board from receiving regular or special compensation from their respective employers, subject to the provisions of these Bylaws. Members of the Board who are employees or appointed officials of other agencies of the State should seek reimbursement of expenses from such other state agency.

## **ARTICLE X CONFLICT OF INTEREST**

The Board shall adopt a policy addressing conflict of interest or the appearance of conflict of interest according to West Virginia State Code §6B-2-5 and agreed upon guiding principles.

## **ARTICLE XI MISCELLANEOUS**

### **A. APPROVAL OF THE GOVERNOR**

Where provided by the federal WIOA or other applicable state or federal law or these Bylaws, certain strategic plans, recommendations and decisions of the Board are subject to approval by the Governor. In such instances, the chair of the Board shall convey the appropriate documents to the Governor in a timely manner.

### **B. AMENDMENT OF BYLAWS**

These Bylaws may be amended at any regularly scheduled meeting of the Board by a two thirds vote of the members present, provided that the item is included in the agenda for the meeting, has been submitted in writing to the chair not less than 45 days prior to the meeting, and provided the amendment and such procedure to adopt it are in compliance with any applicable state or federal laws and regulations. Any proposed notification of amendment(s) to the Bylaws will be submitted to Board members in writing 30 calendar days prior to the meeting the amendment(s) will be voted on.

**C. INVALID PROVISION**

If any provisions of these Bylaws is held to be illegal or invalid under present or future state or Federal law, such provision shall be fully severable and these Bylaws construed and enforced as if such illegal or invalid provision had never comprised a part hereof. Remaining provisions shall remain in full force and effect and shall not be affected by the illegal or invalid provision or by its severance here from. Further, in lieu of such illegal or invalid provision, there shall be added automatically by Board chair as part of the Bylaws a legal and valid provision as similar in terms to such illegal or invalid provision as may be possible. The latter provision shall be approved by a majority of the Board.

**D. INTERPRETATION AND CONSTRUCTION**

The Executive Committee shall resolve any conflict relating to the meaning of these Bylaws. The headings inserted in these Bylaws have been used for convenience only and shall not constitute matter to be construed and interpreted in connection with these Bylaws. Unless the context clearly requires otherwise, words in the masculine general shall include feminine and the neuter, words in the singular and plural shall include the other, and the word "including" and derivative or similar words or terms shall mean "including but not limited to."

THE UNDERSIGNED chair of the Board hereby certifies that the Board adopted the foregoing Bylaws on the 30<sup>th</sup> day of OCTOBER, 2015, in witness whereof I have hereunto affixed my signature.

  
(Signature) \_\_\_\_\_, CHAIR

John J. Sorrenti \_\_\_\_\_, CHAIR  
(Type Name)

**For the convenient reference, the approved (March 19, 2003), “Conflict of Interest Guidelines and Policy,” is attached.**