

**BYLAWS FOR THE WORKFORCE DEVELOPMENT BOARD
OF FLAGLER AND VOLUSIA COUNTIES, INC.
(WDB-FVC, Inc.)
d/b/a CAREERSOURCE FLAGLER VOLUSIA**

ARTICLE I - NAME

Section 101.

The name of the Corporation shall be the Workforce Development Board of Flagler and Volusia Counties, Inc. (WDB-FVC, Inc.) d/b/a/ CareerSource Flagler Volusia hereinafter referred to as "the Corporation."

ARTICLE II - PURPOSE

Section 201.

The Corporation will have and exercise all rights and powers granted to local workforce boards (LWDB) under the laws of the state of Chapter 445, Florida Statutes and under Public Law No. 113-128, Title I, Section 107 of the Workforce Innovation and Opportunity Act (WIOA), and all other applicable federal and state workforce laws, regulations and directives.

The Corporation is designed to serve as a strategic convener to promote and broker effective relationships between local governmental officials, economic, education and workforce partners.

The Corporation will provide for enhanced coordination, cooperation, collaboration, and outcomes, by and between the several entities, both public and private, which are involved at the local level in providing the workforce with opportunities to develop and continuously upgrade their knowledge and skills in order to advance economically and socially throughout their lifetime. As the business community (employers) is the primary customer of the workforce system, the Corporation also focuses on providing employers with the skilled workforce necessary to be competitive in local, state, national, and/or global markets. In order to provide such enhanced coordination, cooperation, collaboration, and outcomes, the Corporation either directly or through contracted service providers, may provide for the delivery of such services as may be required in order to assist them in providing market-driven services to employers, workers and job seekers in the LWDA. The duties and functions of the Corporation include:

- Developing, with input from the local elected officials, partners and community, the LWDB's comprehensive and operating plan;
- Establishing and evaluating performance standards and measures for programs administered in the LWDB;
- Contracting with public and private entities as necessary to carry out the programs;

- Identifying occupations for which there is a demand in the LWDB and selecting training institutions that may provide training, in accordance with the Corporation's policies and procedures;
- Selecting a Career Center Operator through a competitive process;
- Developing an annual budget for review and approval by the local elected officials and submitted to CareerSource Florida, Inc.;
- Soliciting the input and participation of the local community in the provision of services for the residents of the LWDB;
- Providing policy guidance and procedures for programs established by the Corporation;
- Reporting to appropriate state agencies;
- Selecting sub-recipients, in accordance with procurement guidelines and procedures;
- Prioritizing of services;
- Providing oversight and monitoring activities.

The Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE III - BOARD OF DIRECTORS

Section 301. Authority and Responsibilities The affairs, business and property of the Corporation shall be managed and controlled by its Board of Directors,. The Board of Directors of the Corporation, shall be nominated and appointed in accordance with the Workforce Innovation and Opportunity Act (WIOA), and any subsequent amendments, Florida Statutes, Chapter 445 and the counties of Volusia and Flagler. Any individual who subscribes to the purpose and basic policies of the Corporation may be designated a Director of the Board subject only to compliance with the provisions of the Bylaws. Directorship shall be available without regard to sex, race, creed, disability, or national origin.

Section 302. Qualifications - Members of the Board of Directors shall be citizens of the United States of America, live and work in Flagler or Volusia, be currently employed and comply with financial disclosure requirements. Members of the Board of Directors shall be duly appointed and shall at all times comply with criteria established by the State of Florida. Additionally, Members should be senior-level managers as preferred by WIOA.

Develop a strategy to continuously improve and strengthen the workforce development system through innovation in and alignment of employment, training and education programs to promote economic growth. Local Board members must establish a platform in which all members actively participate and collaborate closely with the required and other partners of the workforce development system including public and private organizations. This is crucial to the Board's role to integrate and align a more effective, sector workforce development system

- General. All corporate powers will be exercised by or under the authority of the Board of Directors, and the business and affairs of the Corporation will be managed under the Board's direction.
- Functions. The Directors' general functions will be to:
 - Establish policies and guidelines for the operation of the Corporation;
 - Exercise and fulfill the specific powers and responsibilities of the Board, as specified in the Articles and these Bylaws and as required under applicable law; and
 - Discharge their duties in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances, and each Director will act in a manner he or she reasonable believes to be in the best interests of the Corporation.
 - Powers and Responsibilities of Directors. Without limiting the generality of the functions in Section 2 of this Article, the Directors' specific powers and responsibilities will be to:
 - Adopt, amend, repeal or alter the Articles and these Bylaws;
 - Elect and remove the officers of the Corporation
 - Ensure accountable management of real and personal property and the general business of the Corporation, including authorization and approval of material contracts and agreements on behalf of the Corporation, all in accordance with applicable law, the Articles and these Bylaws;
 - Approve general rules and regulations for the administration of the Corporation and its personnel, and approve any substantial change in employee benefits of the Corporation
 - Establish and develop additional committees necessary or appropriate to fulfill the responsibilities of the Corporation's mission and purposes
 - Designate the person or persons authorized to make and sign bills, notes, checks, contracts, or other documents that are binding on the Corporation
 - Delegate authority to the President/CEO of the Corporation

Section 303. Sub-Grant and Administrative Entity/Fiscal Agent - In accordance with the Interlocal Agreement between the Flagler and Volusia Counties, the Board of Directors shall act as the sub-grant recipient and shall also be the administrative entity/fiscal agent for the service delivery area defined as LWDB 11 pursuant to all applicable Federal, State, and local laws, rules, and regulations. The Board of Directors thereby assumes all fiscal and administrative liability for program operations in said service delivery area.

Section 304. Restricted Activities - No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the

publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 305. 501(c)3 Limitations - Notwithstanding any other provision of these articles, the Corporation shall not conduct any other activities not permitted to be conducted (a) by a corporation exempt from Federal Income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code)

Section 306. Tenure.

Unless otherwise indicated under the terms of a Director's appointment, the term of each Director's appointment will be three (3) years, beginning the first day of July of the year of appointment, and continuing through the last day of June in the year three (3) years hence, except that a Director may serve until December of the last year of the term, or until action regarding that Director's seat is taken, whichever occurs first. Subject to applicable law, one third (1/3) of all terms will expire annually. Directors will be eligible for re-appointment without re-nomination for an additional term having a maximum of three (3) years.

Section 307. Membership of the Board of Directors

Appointment. Members of the Board of Directors will be appointed by the local chief elected officials in accordance with applicable local intergovernmental agreements and in compliance with criteria established by the state of Florida and the federal government, and will be composed of at least the following:

- representatives of the private sector, who must constitute a minimum of fifty-one percent (51%) of the Board, and (i) are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority; (ii) represent businesses, including small businesses, or organizations representing businesses described in this clause, 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; and (iii) are appointed from among individuals nominated by local business organizations and business trade associations;
- not less than 20 percent of the members of the board shall be representatives of the workforce within the local area, and shall include (i) representatives of labor organizations who have been nominated by local labor federations, shall include (ii) 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; (iii) may include representatives of community-based organizations 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 (iv) 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;

- the board shall include representatives of entities administering education and training activities in the local area, who— (i) shall include a representative of eligible providers administering adult education and literacy activities under title II; (ii) shall include a representative of institutions of higher education providing workforce investment activities (including community colleges); (iii) may include representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment;
- the board shall include representatives of governmental and economic and community development entities serving the local area, who— (i) shall include a representative of economic and community development entities; (ii) shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area; (iii) shall include an appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741), serving the local area; (iv) may include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and (v) may include representatives of philanthropic organizations serving the local area; and
- the board may include such other individuals or representatives of entities as the local chief elected official may determine appropriate.

The Chair of the Board of Directors shall be a representative of the private sector and shall be selected by the membership of the Board of Directors. The chair shall serve for a term of no more than one year and shall serve no more than two terms.

Nominations for the private sector seats shall be submitted to the respective County Council and County Commissions by local business organizations and business trade associations in accordance with WIOA and Florida Statutes. Such nominations shall be representative of the business community.

Each member is required to file financial disclosure pursuant to s.8, Art. II of the State Constitution or s. 112.3144, shall file a statement of financial interests pursuant to s. 112.3145.

Section 308. Voting Rights and Voting

Each Director of the Board in attendance at a duly called meeting shall be entitled to one vote on each matter submitted to a vote of the Directors.

All matters before the Board shall be determined by a majority vote of members present at the meeting with a quorum present. Whenever a conflict of interest exists, or is thought to exist, the conflict must be declared in an open meeting and the member must abstain from voting. **See Section 406-Conflict of Interest.**

Section 309. Designee and Designee Rights

Each Director of the Board, will serve personally. Designees may attend meetings, but may not vote, make a motion, or be counted towards a quorum.

Section 310. Vacancies

Any vacancy occurring on the Board of Directors shall be filled in accordance with the Florida Statutes, Chapter 445, and any subsequent amendments, WIOA and any agreements between the Corporation and the counties of Volusia and Flagler. The appointment shall fill the unexpired term of the predecessor.

Section 311. Compensation

Directors may be reimbursed for expenses, in accordance with Corporation policy, arising out of their service as Directors, but shall not be compensated for participation on the Board.

Section 312. Termination

Directors failing to attend three consecutive Board meetings may be considered by the Board for termination as a Director of the Board. Members may be terminated for failure to file financial disclosure, actions adverse to the Corporation and a change in employment or residency. Directors will be notified that they may be subject to termination after missing two consecutive meetings. Termination in accordance with this section requires a two-thirds vote of the members present at a regular meeting of the Board.

Section 313. Suspension/Expulsion

Any Director may be suspended or expelled from directorship in the Corporation for cause by unanimous vote of the remaining Directors of the Board present at a duly called meeting. Notification will be made to the nominating authority.

ARTICLE IV - MEETINGS

Section 401. Regular Meetings

The Board of Directors shall meet at a minimum semi-annually to conduct the business of the Corporation.

Section 402. Annual Meeting

An annual meeting of the Directors shall be held during the month of November, unless

determined otherwise by the Board, for the purpose of electing officers and for the transaction of any other business that may come before the Board.

Section 403. Notice

Reasonable notice in writing of each meeting, whether annual, regular, special or emergency, will be provided to each member of the Board of Directors of the Corporation at his or her contact place on file with the Corporation. Such notice may be by e-mail or other reliable means of electronic transmission. The Corporation's meetings will be publicly announced in accordance with Section 286.011, Florida Statutes.

Section 404. Special or Emergency Meeting

The Chair may call, or at least three Board members may direct the Chair or Vice Chair to call, a special or emergency meeting. Notice shall be provided specifying the purpose of such meeting and no other business may be considered once the agenda has been adopted. Meeting notices shall be posted as prescribed by law.

Section 405. Quorum

One-third of the voting Directors shall be considered a quorum and shall be authorized to conduct Corporation business. Robert's Rules of Order shall apply.

Section 406. Conflict of Interest

No member shall cast a vote, nor participate in any decision-making capacity, on the provision of services by such member (or any organization which that member directly represents) or on any matter that would provide any direct financial benefit to that board member. Any potential conflict, whether real or perceived, must be disclosed and requires that the board member not discuss, deliberate, or in any other way attempt to persuade the issue for which a conflict of interest has been declared. A conflict of interest is present if the individual board member, any member of the individual's immediate family, the individual's business partner, or any organization which employs, or is about to employ, any of these individuals has a financial or other interest in the firm or organization selected for a financial award by the board.

The Corporation shall not, either directly or indirectly purchase, rent, or lease any realty, goods or services from any business entity of which any member, the member's spouse or child is an officer, partner, director, or proprietor or in which they have any material interest.

At the Board's discretion the following may be exempted from the above paragraph, in accordance with Section 112.313(12) Florida Statutes if:

A contract with an agency (as defined in s. 112.312(2), including, but not limited to, those statutorily required to be board members) when said agency is represented by a

board member and said member does not personally benefit financially from such contracts;

- The business with the member is transacted under a rotational system whereby the business transactions are rotated among all qualified suppliers of the goods and services within the LWDA 11 service delivery area;
- The business is awarded under a system of sealed competitive bidding to the bidder that is most responsive to the needs outlined in the request;
- The member, the member 's spouse or child, has in no way participated in the determination of the bid specifications or the determination of the bidder;
- The member, the member's spouse or child, has in no way used or attempted to use their influence to persuade CareerSource Flagler Volusia or any personnel thereof to enter into such a contract other than by the mere submission of the bid;
- When the Corporation enters into a contract with an organization or an individual represented on the Board of Directors, the contract must be approved by a two-thirds vote of the of the Board of Directors, a quorum having been established.
- A contract under \$25,000 between the corporation and a member of the Board of Directors or between a relative, as defined in s. 112.3143(1)(b), of a member or of an employee of the Board of Directors is not required to have the prior approval of CareerSource Florida Inc., but must be approved by a two-thirds vote of the Board of Directors, a quorum having been established.
- If a contract cannot be approved by CareerSource Florida Inc., a review of the decision to disapprove the contract may be requested by the Corporation or other parties to the disapproved contract.
- Any other exemption created under Section 112.313(12) Florida Statutes or any other applicable Florida or United States statutes applies.

ARTICLE V - ORGANIZATION

Section 501. General Powers

The policies and affairs of the Corporation shall be determined by the Board of Directors.

In accordance with Florida Statutes, Chapter 286, CareerSource Flagler Volusia operates under Florida's Sunshine Law

Section 502. Officers

The Officers of the Corporation shall be a Chair, a Vice-Chair, and a Secretary. The Board of Directors may create such other offices, and elect such other officers, as it shall deem desirable.

Section 503. Election and Term of Office

The Officers of the Corporation shall be elected by majority vote at the annual meeting of the Board of Directors. If the election is not held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office for one-year term or until a successor shall have been duly elected. Each officer shall hold no more than two terms of office.

Section 504. Eligibility

Only Directors of the Board shall be eligible to hold elective office of the Corporation. All officers of the Corporation shall each be a representative of the private sector.

Section 505. Vacancies

A vacancy in any office shall be filled for the unexpired term of the Officer at a regularly scheduled meeting, or a specially called meeting of the Board, in accordance with the provisions of these Bylaws.

Section 506. Chair

The Chair shall preside at all meetings, sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation. The Chair shall appoint all committees with the approval of the Board.

Section 507. Vice Chair

In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such duties as from time to time may be assigned by the Chair or the Board. Additionally, the Vice Chair will serve as Chair of the Finance Committee.

Section 508. Secretary

The Secretary shall keep the minutes of all meetings of the Board, see that all notices are duly given in accordance with these Bylaws or as prescribed by law, be custodian of the corporate records, keep a register of the post office address of the Directors of the Board, and in general perform all the duties incident to the office of Secretary and such other duties as from time to time be assigned by the Chair or by the Board.

Section 509. President & CEO

The President shall be the chief executive officer of the Corporation and shall be responsible for oversight and direction of the affairs and business of the organization,

subject to the policies and direction of the Board, and shall be its managing head. The President shall have sole responsibility for the employment and discharge of staff.

In addition, the President shall have the authority to sign on behalf of the Corporation all necessary papers in connection with the routine administrative matters of the Corporation, and shall have the authority to make contracts and expenditures within the approved program and budget parameters set forth by the Board. The President or designee shall be advisory and support staff to the Board and all committees of the Corporation, and shall be the liaison between the Board and staff and ensure that adequate and effective communications exist between them. In general, the President shall perform all functions necessary and proper to assure that the policies, objectives and aims of the Corporation are carried out.

ARTICLE VI - STANDING COMMITTEES

Section 601. Formation

The Chair may create such committees as deemed necessary, including both Board and Advisory committees. The Chair shall also define powers, duties, functions, and scope of each committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. Any committee may include members appointed by the Chairman of the Board who are voting members of the committee but not members of the Board of Directors. Any item voted on by a committee will be reported to the Executive Committee at its next meeting as a recommendation for Executive Committee or Board approval.

Section 602. Membership

The Chair shall appoint the committee. The Chair shall also have the option of appointing the committee chair or assigning that responsibility to the committee. The Workforce Innovation and Opportunity Act encourages the use of standing committees to expand opportunities for stakeholders to participate in decision-making, particularly for representatives of organizations that may no longer sit on the Local WDB but continue to have a stake in the success of Local WDB decisions. Such committees also expand the capacity of the Local WDB in meeting required functions and expand opportunities for stakeholders to participate in Local WDB decision-making. For this reason, it is important to require the appointment of non-Board members.

The Board of Directors may establish standing committees that include individuals who are not formal members of the Board of Directors, but who have expertise to advise on issues that support the Corporation's ability to attain the goals of the State, local and regional plans, and the objective of providing customer-focused services to individuals and businesses. Standing committees must be chaired by a member of the Board of Directors.

Section 603. Quorum

Unless otherwise provided for by the Board or the Chair, a majority of the whole committee shall constitute a quorum and the act of a simple majority of the members present at a meeting shall be the act of the committee.

Section 604. Rules

All committees shall be considered ad hoc and rules governing these committees shall be consistent with these Bylaws or with rules adopted by the Board.

Section 605. Protocol

Committee findings, recommendations and reports shall be submitted to the Board for official action. No committee findings or recommendations shall be published without the approval of the Board and/or the Executive Committee acting on behalf of the Board.

Section 606. Expenses

No committee shall incur any debt payable by the Corporation without prior approval of the Board.

Section 607. Executive Committee

The Executive Committee will consist of the officers, the past Chairs, and Committee Chairs or Co-Chairs. The Chair will preside. The Executive Committee shall exercise, in the intervals between meetings of the board, all of the powers that may legally be delegated in the management of the affairs of the organization. The Executive Committee shall report any and all actions taken to the full Board of Directors at the next regularly scheduled meeting.

Section 608. Finance Committee

The Finance Committee shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors and, in general, perform such other duties as from time to time may be assigned by the Chair or the Board of Directors. The Finance Committee serves as the Audit Committee. The Vice Chair of the Corporation shall serve as Chair of the Finance Committee.

ARTICLE VII - CHECKS, DEPOSITS AND FUNDS**Section 701. Checks, Drafts, etc.**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 702. Bonding

The Board shall require bonding of Officers, Directors, or Agents of the Board with responsibility for funds in such amounts as it deems necessary and adequate.

Section 703. Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 704. Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII - BOOKS AND RECORDS

Section 801.

The Corporation shall keep accurate and complete books and records of account and shall also keep minutes of the proceedings of its Board and Committee meetings. An independent audit of the Corporation's books and records of account shall be provided annually to the Board and to the Chief Elected Official of each of the member counties.

ARTICLE IX - INSURANCE

Section 901.

The Corporation shall purchase and maintain adequate liability protection for the Corporation, its Directors, Officers, and Staff. In addition, the Corporation shall also purchase any other insurance protection the Board deems appropriate and necessary.

ARTICLE X - FISCAL YEAR

Section 1001.

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

ARTICLE XI - ANNUAL REPORT

Section 1101.

A report of the Corporation's business for the preceding fiscal year shall be presented to the Board at the annual meeting following the end of that fiscal year and to the Chief Elected Official of each of the member counties.

ARTICLE XII - BYLAWS REVISION

Section 1201.

These Bylaws shall be subject to modification, amendment, or revision, by a two-thirds

majority vote of the Directors present at a regular or special meeting of the Board. Each suggested change in the Bylaws must be mailed to each Director at least thirty days before the date of the meeting at which the proposed amendment is to be considered.

May, 2017