



**BY-LAWS OF THE
NORTH COUNTRY WORKFORCE DEVELOPMENT BOARD
APPROVED – OCTOBER 3, 2019**

ARTICLE I – NORTH COUNTRY WORKFORCE DEVELOPMENT BOARD

Section 1. The name of this body shall be the North Country Workforce Development Board, hereinafter referred to as the NCWDB. The NCWDB is established by the Chief Elected Officers of Clinton, Essex, Franklin and Hamilton Counties as per the Chief Elected Officials' (CEO) agreement in Appendix A and certified by the Governor of the State of New York, pursuant to the Workforce Innovation and Opportunity Act of 2014, hereinafter referred to as WIOA.

Section 2. The NCWDB shall act on behalf of the North Country Regional Workforce Development Area, herein referred to as RWDA and shall provide policy guidance for and exercise oversight of the RWDA as set forth in WIOA.

Section 3. The address of the principal office of the NCWDB is:

194 U.S. Oval
Plattsburgh, NY 12903

Section 4. The NCWDB may also have offices at such other places within or without this state as the Board may from time-to-time determine the business of the NCWDB may require.

ARTICLE II - PURPOSES

The objects and purposes of the NCWDB shall include the following:

Section 1. It shall be the purpose of the NCWDB to conduct oversight, administer, monitor, and provide policy guidance for the Workforce Investment Development System so as to enable the provision of a quality, integrated Workforce Investment

System as mandated by New York State and Federal laws, as the same may hereafter be amended within the counties of Clinton, Essex, Franklin and Hamilton in the State of New York.

Section 2. It shall further be the purpose of the NCWDB to administer, monitor, and develop policy in a manner to ensure that skilled workers are available to area employers, help job seekers and the underemployed to find work, prepare students and youth for the local job market, foster economic development, and create a world-class workforce enabling North Country workers and employers to compete successfully in the global economy through the provision of integrated services.

Section 3. To receive and administer funds to consolidate, coordinate and improve employment, training, literacy, and vocational rehabilitation programs.

Section 4. To do any other lawful thing incidental to, connected with or useful, suitable or proper for the furtherance or accomplishment of the foregoing purposes or any other lawful purpose permitted by the laws of the State of New York.

Section 5. The Board shall develop and execute a strategic plan that shall meet all applicable statutes, regulations and local government mandates.

ARTICLE III - BOARD OF DIRECTORS' COMPOSITION

Section 1. Board representation required under WIOA Sec. 107(b)(2) includes:

- Election of a Chairperson, who shall be a business representative;
- A minimum of 51% of the members must be business representatives;
- There shall be two organized labor representatives, including, at a minimum, one apprenticeship representative;
- One Title III Wagner-Peyser representative;
- One Title II Adult Education and Literacy representative;
- One Higher Education representative;
- One Economic and Community development representative;
- One Title IV Vocational Rehabilitation representative;
- One community-based representative;

WIOA allows optional and discretionary appointments, and allows members to represent multiple, required representation slots.

All members shall be nominated and appointed in conformance with WIOA Sec. 107(b)(1) and (2).

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Management of the NCWDB.

(a) The NCWDB shall be managed by the Board of Directors that shall consist of not fewer than nineteen (19) directors.

(b) The Board of Directors shall be appointed to represent a geographical cross-section of the jurisdictions of Clinton, Essex, Franklin, and Hamilton counties, shall reflect its social, ethnic, and gender diversity, and shall include representatives of private and public sector organizations, with private sector directorships being in the majority.

(c) The membership of the Board of Directors must meet the requirements of the Workforce Innovation and Opportunity Act, section 117.

Section 2. Appointments. Appointments to the NCWDB shall be made by the Chief Elected Officials of Clinton, Essex, Franklin, and Hamilton counties based on legally appropriate nominations and recommendations for appointment made by the NCWDB.

Section 3. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board shall be filled by new appointments by the CEO of the members' respective County. A director shall be appointed to hold office for the unexpired term of his/her predecessor.

Section 4. Removal of Directors. In the event that the removal of a director may become warranted, an ad hoc committee shall be appointed by a Board resolution to investigate and return a recommendation for action to the Board.

The action adopted by the Board will be transmitted to the appropriate CEO and the action will be deemed final if it concerns a member of a NCWDB Committees.

Section 5. Resignation. Any director may resign at any time by giving written notice to the Board, the Chair, or the Secretary of the NCWDB, and the appointing authority.

Section 6. Attendance Required.

(a) In order to effectively and efficiently carry out the responsibilities of the Board, it is required for all Directors to attend both regular and special meetings. In the absence of extraordinary circumstances, failure to attend a minimum of 65% of scheduled Board meetings within any 12-month period shall constitute a basis for the passage of a resolution requesting the removal of such Director and a copy of such resolution sent to the appointing authority.

(b) Members who will be unavailable for several meetings due to business, health or other pressing issues may ask the Board for a leave of absence for a specific time period by written request to the NCWDB Chair. If granted by resolution of the Board, that member's seat shall not be considered in the definition of quorum in these B-laws. The requirements New York State Law governing public bodies is not changed by this Bylaw.

Section 7. Quorum of Directors. A quorum shall exist when a majority of the business representatives are in attendance.

Section 8. Action of Board. Unless otherwise required by law, the vote of a majority of the Directors, if a quorum is present at the time of the vote, shall be the act of the Board. Each Director present shall have one (1) vote.

Section 9. Place and Time of Board Meetings. A minimum of three (3) regular meetings shall be held each calendar year, one of which shall be the Annual Meeting.

Section 10. Board members are limited to the authority they have in acting as a Board member or committee member and those powers specifically granted by the Board to act on its behalf. Otherwise, members have no authority to act as an individual on behalf of the Board.

ARTICLE V - BOARD OF DIRECTORS, RESPONSIBILITIES, AND DUTIES

Section 1. Notice of Meetings. Notice of meetings of the Board, regular meetings of the Board shall be held upon ten (10) days prior written notice to all Directors, at such a time and place as it shall from time to time be determined.

Section 2. Special Meetings. Special meetings of the Board shall be held upon notice to all Directors and may be called by the Chair upon five (5) days' notice to each Director either personally, by mail, by e-mail or by fax. Special meetings shall be called by the Chair or by the Secretary in a like manner on written request of two (2) Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice, whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him/her. At any special meeting, only business specified in the special meeting notice may be transacted.

Section 3. Accessibility. The NCWDB will ensure that the public (including people with disabilities) has access to NCWDB meetings and information regarding NCWDB activities, including membership and meeting minutes as affirmed in Assurance #19. NCWDB meetings will follow New York State's Open Meetings Law and the sunshine provisions of article 24(a) of the State Labor Law.

Section 4. Meeting Information. Information regarding time and place of NCWDB meetings is made available through notices placed in local print media. All records of

NCWDB actions and policies as well as minutes of all meetings shall be maintained at the principle office of the NCWDB. Additionally, information is posted on the North Country Work Force Development Board's website at www.ncworkforce.com and includes meeting Minutes and Agendas.

Section 5. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

Section 6. Conflict of Interest.

(a) Section 111(f) of the WOIA prohibits a Director from voting on a matter under consideration by the NCWDB when:

- The matter concerns the provision of services by or to the member or by or to an entity that the member represents; or
- The matter would provide direct financial benefit to the member or the immediate family of the member; or
- The matter concerns any other activity determined by the NCWDB to constitute a conflict of interest as specified in the Regional Plan.

(b) Directors are expected to avoid unethical behavior in the course of performing their official duties. The NCWDB expects its members to avoid impropriety, but also avoid the appearance of impropriety whether or not any actually exists. Board Members must avoid:

- Using their position for private gain;
- Giving preferential treatment to any person or entity;
- Losing their independence or impartiality in making decisions; or
- Acting in any way that might erode public confidence in the integrity of the NCWDB.

(c) Directors should individually abstain from voting on issues and matters that will result in a direct or indirect conflict of interest. Abstentions, and the general reasons therefore, should be duly recorded in the minutes of the meeting. Directors shall declare any anticipated conflict at the time the Agenda is adopted.

Section 7. Confidentiality. All information, whether transmitted orally or in writing, that is of such a nature that it is not, at that time, a matter of public record or public knowledge is deemed confidential by the NCWDB. Directors shall not disclose confidential information obtained in the course of or by reason of his or her membership on the NCWDB to any person or entity not directly involved with the business of the NCWDB. Further:

- (a) No Director shall use confidential information obtained in the course of or by reason of his or her membership on the NCWDB in any matter with intent to obtain financial gain for the member, the member's immediate family or any business with which the member is associated.
- (b) No Director shall disclose confidential information obtained in the course of or by reason of his or her membership on the NCWDB in any manner with the intent to obtain financial gain for any other person.

Section 8. Non-Discrimination. The NCWDB shall not discriminate against any employee, agent or provider of consulting or contract services, or applicant for employment, agency or consulting or contract services on the basis of race, color, religion, sex, national origin, disability or veteran status or any other protected class. It shall be the policy and practice of the NCWDB to comply fully with federal and state laws, regulations and requirements in respect of non-discrimination, affirmative action, equal employment and civil rights.

ARTICLE VI - EXECUTIVE AND OTHER COMMITTEES

The NCWDB established the following standing committees consisting of at least one Director who shall serve as the Chairperson of the committee. Standing committees and members shall serve at the discretion of the Board:

Section 1. Executive Committee.

- (a) The Board shall constitute of an Executive Committee consisting of the Workforce Development Board officers and the immediate past Chair of the NCWDB.
- (b) The Executive Committee is empowered to act on behalf of the full NCWDB when it is not possible to schedule a full Board meeting; to coordinate the activities of the NCWDB and its Councils; and may be granted other duties and responsibilities as directed by the Chair. The emergency authority is granted to the Executive Committee for all actions, excepting actions that Law or Regulation require of the full NCWDB.
- (c) The Executive Committee acts as a liaison to the North Country Workforce Partnership on behalf of the full Board.
- (d) The Executive Committee is responsible for drafting an annual disbursement that oversees WIOA funds. The annual disbursement is to be adopted and voted on by the full Board after reviewing the individual sub-recipient(s)' budget(s).
- (e) The Executive Committee sets the starting wage and subsequent wage adjustments for the Executive Director. Wage adjustments are subject to an annual review

performed by the Personnel Committee and reviewed and adopted by the Executive Committee in addition to budgetary approval by the full NCWDB.

Section 3. Governance Committee. The Board shall constitute the Governance Committee to periodically review the Bylaws and make recommendations for amendments thereof to the Board. The Board shall consult the committee to ensure compliance with the Bylaws as needed. The committee shall also establish maintain and periodically review Board documents that include, but not be limited to, the policies and procedures manual.

Section 5. Personnel Committee. The Board shall constitute a Personnel Committee to convene and recommend to the Executive Committee - – UNDER THE EXECUTIVE COMMITTEE?

- (a) Performance objectives for the NCWDB Executive Director
- (b) Perform annual reviews of the Executive Director
- (c) Establish, maintain and periodically review the NCWDB whistleblower policy
- (d) Deal with personnel-related matters such as: personnel policies and personnel-related matters as deemed necessary.

ARTICLE VII - OFFICERS

Section 1. Officers, Election, Term. The NCWDB shall elect or appoint a Chair, a Vice-Chair, a Secretary, and a Treasurer, who will have such duties, powers and functions as are hereafter provided. Each officer shall hold office for a term of one (1) year and may not hold office for more than two (2) terms consecutively.

The offices of Chair and Vice-Chair, must be held by Directors whose appointment to the NCWDB represents the private sector employers.

Section 2. Removal, Resignation and Chair. Any officer elected or appointed by the NCWDB may be removed by the NCWDB. In the event of the death, resignation, or removal of any officer, the Directors, at their discretion, shall elect or appoint a successor to fill the unexpired term.

Section 3. Chair. The Chair shall preside at all meetings of the members and of the NCWDB. He/she shall execute all authorized deeds, instruments, documents and contracts on behalf of the NCWDB and in its name, all of which shall be binding upon the NCWDB.

Section 4. Vice-Chair, First, Vice-Chair. During the absence or disability of the Chair, the Vice-Chair, or, if there is more than one, the First Vice-Chair, shall have all the powers

and functions of the Chair. The Vice-Chair shall perform such other duties as the NCWDB shall prescribe.

Section 5. Treasurer. The Treasurer shall be responsible for the care and custody of all the funds and securities of the NCWDB, and institute policy so that all funds shall be deposited in the name of the NCWDB in such bank or trust company as the directors may elect. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the NCWDB, when counter-signed by the Chair; shall recommend policy to the NCWDB to authorize the signing of all checks, drafts, notes, and orders for the payment of money; and shall at all reasonable times cause to be exhibited the NCWDB's books and accounts to any director or member of the NCWDB upon application at the office of the NCWDB during ordinary business hours. The Treasurer shall also Chair the Finance Committee and shall have the responsibility of calling meetings of such Committee.

Section 6. Secretary. The Secretary shall cause minutes to be kept that include the time, place of meeting, NCWDB members who are present, official acts of the NCWDB and the number of votes of NCWDB members, including ayes, nays and abstentions except when the action is unanimous. The Secretary shall be responsible for the custody of the seal of the NCWDB and shall cause it to be affixed to the same to documents when duly authorized by the Board of Directors. He/she shall attend to the giving and serving of all notices of the NCWDB, and shall have charge of such books and papers as the Board of Directors may direct; he/she shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to this office. The Secretary shall review all minutes prior to distribution to the general membership and shall keep a directorship role containing the name, residence and time when directorship was required

Section 7. Executive Director. The NCWDB may have an Executive Director who shall be employed on such terms and conditions as the NCWDB may determine, as its chief administrative officer who shall be responsible for the general management of affairs of the NCWDB and shall see that all orders and resolutions of the NCWDB, are carried out into effect. He/she shall be responsible for insuring compliance with all applicable federal, state, and local statutes, regulations, rules and ordinances. He/she shall also be required to meet or exceed specific performance objectives to be determined by the NCWDB. Additional support staff may be employed on such terms and conditions as the NCWDB may determine and who shall also be required to meet or exceed specific performance objectives to be determined by the Executive Director. The Executive Director shall have general charge, subject to the overall control and direction of the NCWDB, oversight and sole responsibility for the employment and discharge of staff. All starting wages and subsequent wage adjustments shall be actioned by the Executive Director, subject to budgetary approval by the NCWDB.

Other compensation, such as paid leave, retirement, insurances, and all other fringe benefits shall be in accordance with the established policies of the NCWDB.

Section 8. Duties. The duties of all officers shall be as stated above or as modified by subsequent resolutions approved by the NCWDB.

Section 9. Sureties and Bonds. In case the NCWDB shall so require, any officer of the NCWDB shall execute to the NCWDB a bond in such sum and with such surety or sureties as the NCWDB may direct, conditioned upon the faithful performance of his/her duties to the NCWDB and including responsibility for all property, funds or securities of the NCWDB that may come into his/her hands.

ARTICLE IX - INDEMNIFICATION

Any person acting on behalf of the NCWDB in attaining its purposes and within the bounds of his/her authority to do so, shall be indemnified against any claims, settlements, or judgments, as well as any reasonable legal costs associated with such claim, settlements, or judgments, by the NCWDB as provided for by the statutes of the State of New York. Specifically included herein are officers, directors, members of the NCWDB and employees functioning in this capacity at the time of the alleged wrongdoing.

The provisions of this Article will refer only to those instances wherein an employee or agent of the NCWDB is made a defendant in any claim or legal action as a result of his/her legal relationship with the NCWDB.

ARTICLE X AMENDMENTS

The Bylaws may be adopted, amended, or repealed by the Directors at any time at a Special or Annual Meeting at which a quorum exists upon a three-quarters (3/4) vote of the Directors present. A review for potential modification should be accomplished at least once every two years, in years ending in an odd number.

NEED TO INCLUDE:

1. Revised Organizational Chart
2. Mission Statement
3. Create a Vision Statement
4. Adopt a Non-Profit Best Practices?

APPENDIX A