



EASTERN

EASTERN WORKFORCE BOARD

BY LAWS

Implemented & Board Approved: 2018

Revised 6-2019



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This document is funded in whole or in part by funds received from the US Department of Labor as administered by Oklahoma Office of Workforce Development.

By-Laws of Eastern Workforce Investment Board, Inc.

TABLE of CONTENTS

Article I.	NAME AND DESCRIPTION _____	3
Section 1.01	NAME _____	3
Section 1.02	PRINCIPLE OFFICE _____	3
Section 1.03	TYPE OF CORPORATION _____	3
Article II.	SCOPE OF ACTIVITIES/PURPOSE _____	3
Section 2.01	MISSION _____	3
Section 2.02	LIMITATION _____	3
Article III.	MEMBERSHIP _____	4
Section 3.01	ELIGIBILITY _____	4
Section 3.02	APPOINTMENT PROCESS _____	4
Section 3.03	TERM LIMITS _____	5
Section 3.04	REMOVAL OF MEMBERS _____	5
Section 3.05	VESTED RIGHTS _____	5
Article IV.	ORGANIZATION _____	5
Section 4.01	OFFICERS _____	5
Section 4.02	TASK FORCE _____	5
Section 4.03	TENURE OF OFFICERS _____	5
Section 4.04	STAFF _____	6
Section 4.05	EXECUTIVE COMMITTEE _____	6
Section 4.06	STANDING COMMITTEES _____	6
Section 4.07	EX-OFFICIO MEMBERS _____	6
Article V.	RESPONSIBILITIES _____	7
Section 5.01	ROLE AND RESPONSIBILITIES _____	7-8
Article VI.	OPERATIONAL PROCEDURES _____	8
Section 6.01	STAFF ACCOUNTABILITY _____	8
Section 6.02	PUBLIC ACCESS _____	8
Section 6.03	PROCEDURES _____	8
Article VII.	MEETINGS _____	8
Section 7.01	EXECUTE _____	8
Section 7.02	REGULAR MEETINGS _____	9
Section 7.03	SPECIAL MEETINGS _____	9
Section 7.04	DECISION-MAKING _____	9
Section 7.05	NOTICES _____	9
Section 7.06	OPEN MEETING ACT _____	9
Section 7.07	MINUTES _____	10
Section 7.08	AGENDA _____	10
Section 7.09	MEETING CONDUCT _____	10
Article VIII.	CODE OF CONDUCT _____	10
Section 8.01	DECLARATION OF POSSIBLE CONFLICTS _____	10
Section 8.02	ABSTENTION FROM VOTING _____	10
Section 8.03	ABSTENTION FROM PARTICIPATION _____	10
Section 8.04	SANCTIONS _____	11
Article IX.	DELEGATE AGENCIES _____	11
Article X.	AMENDMENTS _____	11
Article XI.	DISSOLUTION OF THE CORPORATION _____	11
.	EWB Alternative Designee Form _____	12

BY-LAWS
Of the
EASTERN WORKFORCE INVESTMENT BOARD, INC

Article I. NAME AND DESCRIPTION

Section 1.01 NAME

The name of this organization shall be *Eastern Workforce Investment Board, Inc.*, aka Eastern Workforce Board (hereinafter referred to as “BOARD”) and shall be comprised of the counties that make up the Workforce Development Area defined by three labor market areas: Okmulgee County LMA 18, McIntosh, Muskogee, Wagoner Counties LMA 22, Adair, Cherokee, Sequoyah Counties LMA 24, recognized by the Governor of the State of Oklahoma. This is a nonprofit corporation incorporated under the laws of the State of Oklahoma and recognized by Oklahoma State University OKC-Office of Workforce Development, the Governor’s Council for Workforce and Economic Development and the Governor as the proper body to carry out the purposes and functions set out in these by-laws.

Section 1.02 PRINCIPAL OFFICE

The BOARD will establish a principal office in Muskogee, Oklahoma.

Section 1.03 TYPE OF CORPORATION

This corporation shall operate as a non-stock directorship entity on a 501(c) (3), not for profit basis pursuant to all of the rights and privileges described in the Oklahoma General Corporation Act, as amended or superseded.

Article II. SCOPE OF ACTIVITIES/PURPOSE

The BOARD is established in compliance with the Workforce Innovation and Opportunity Act of 2014 (Public Law 113-128, July 22, 2014); hereinafter referred to as “WIOA” to act as a full partner with local elected officials to set policy and oversee the workforce development system, coordinate resources, and convene partners and employers for the local portion of the statewide workforce development system. The purpose of these by-laws is to define, control and set the basic principles and manner by which the BOARD will operate.

Section 2.01 MISSION

For the mission above set forth, this corporation shall be engaged in the business of creating a workforce development system that aligns the business, educational and government sectors toward common objectives leading to job growth, employee productivity and employer satisfaction.

Section 2.02 LIMITATION

- a) Observe all local, state and federal laws which apply to a non-profit organization as defined in section 501 (c) (3) of the Internal Revenue code;
- b) Shall not provide training services through a one-stop delivery system as described in section 134 (c)(2) of WIOA, unless through the agreement of the Chief Elected Official and the Governor.

Article III. MEMBERSHIP

Section 3.01 ELIGIBILITY

The number of members of the BOARD shall be determined by the Chief Elected Official (CEO), or by the Governor in the absence of any required agreement with the CEO. Thereafter, the BOARD, in partnership with the CEO shall determine the number of members of the BOARD.

Business representatives shall be at a minimum 51% of the BOARD's membership. The BOARD's business representatives shall consist of representatives of the area's major employers as well as smaller employers, which are geographically representative of the employment opportunities within the local labor market. These business members shall also represent businesses with employment opportunities that reflect the employment opportunities of the Workforce Development Area. Businesses, as defined by the Governor, shall include both public and business sector employers.

A member of a local board may not vote on a matter under consideration by the local board regarding the provision of services by such member or by an entity that such member represents. No employee of an organization that is under contract with the Board to provide services may set as a regular voting member of the Board.

Other BOARD members shall consist, at a minimum, from the following entities or programs:

- 2 representatives from labor organizations
- 1 representatives from Economic Development Agencies (including a private sector economic development entity)
- 1 representative from Educational entities
- 1 representative from the WIOA Title I program - Chief Elected Official
- 1 representative from the Oklahoma Employment Security Commission
- 1 representative from the Adult Basic Education and Literacy program
- 1 representative from the Post-Secondary Carl D. Perkins Vocational and Applied Technology education program, including community colleges.
- 1 representative from the Oklahoma Dept. of Rehabilitation Services
- 2 representatives from other WIOA Job training, employment programs or Youth programs within the Workforce Development Area. (e.g., Tribal governments, or Youth program operators.)
- other individuals or representatives of entities as the Chief Elected Officials determine to be appropriate.

Members of the BOARD shall be individuals with optimum policymaking authority within the organizations, agencies, or entities, which BOARD members are representing. Business representatives shall be owners of businesses, chief executives or operating officers, or other executives or employers with optimum policymaking or hiring authority.

Section 3.02 APPOINTMENT PROCESS

Appointment to membership shall be in accordance with the following procedures:

(A) Nomination Process

(i) Business Representatives

- 1) Eligible nominees shall be owners of business, or chief executives or operating officers, or other executives or employers with optimum policymaking or hiring authority. Business shall include both public and private sector employers.
- 2) In the event the BOARD or BOARD staff cannot furnish adequate nominations, the CLEO may secure nominations from other business or trade associations.
- 3) Up to three (3) nominations may be requested for every two (2) business appointments.

(ii) Public Sector/Labor Representatives

- 1) Representatives of the public/labor organizations shall be nominated by their cognizant entities as appropriate:
 - 2) Members of the BOARD that represent organizations, agencies, or other entities shall be individuals with optimum policymaking authority within the organizations, agencies, or entities.
 - a) Appointment of the BOARD members shall be made by the Chief Elected Official of the Workforce Development Area and the appointments shall be made from the nominations received.
 - b) The membership composition and nomination/selection process for the BOARD shall be certified by the Governor.
 - c) Replacement members shall be selected and appointed in accordance with these procedures.
- (B) Alternative Designee will be allowed pursuant to 20 CFR §679.110(4)(i)(ii). The alternative designee process that will be used when an EWB member is unable to attend a meeting and assigns a designee as per the following requirements:
- If the alternative designee is a business representative, he or she must have optimum policy-making hiring authority;
 - Other alternative designees must have demonstrated experience and expertise and optimum policy-making authority;
 - The alternative designee will **not** have a right to vote;
 - The alternative designee attendance will count toward quorum for the meeting.
 - The alternative designee must be authorized by the Chief Local Elected Official and will serve the duration of the term of the official member (*Alternative Designee Form attached*).

3.03 TERM LIMITS

Initial appointments of the BOARD will begin with three-year terms. Members shall continue to serve until a replacement is selected. Should a vacancy occur during a term of office, reappointments will be made for the duration of that term.

Section 3.04 REMOVAL OF MEMBERS

Members may be removed for good cause by a majority vote of the BOARD membership. Good cause is defined as:

- (A) Two consecutive absences of regularly scheduled meetings within one year will necessitate a review of membership by a committee appointed by the BOARD.
- (B) Members no longer represent the businesses, organizations, agencies, or entities within the Workforce Development Area that the members were originally appointed To represent or the members no longer have optimum policy making or hiring authority.
- (C) Any cause as determined by a majority of the BOARD membership.

Section 3.05 VESTED RIGHTS

No individual as such shall have vested rights of any nature whatsoever in and to any assets of the corporation.

Article IV. ORGANIZATION

Section 4.01 OFFICERS

BOARD members shall select the Chairperson, Vice Chairperson, and First Vice-Chairperson from members of the business representatives with one being from each labor market area.

Section 4.02 TASK FORCE

Task forces, with representation from each LMA, shall be created as deemed necessary by the Chairperson of the BOARD. The Chairperson shall instruct the task forces to convene and develop the objectives and membership criteria for new task forces.

The chairperson of each task force shall be a business representative and all members shall be appointed by the BOARD Chairperson. The BOARD shall emphasize the use of task forces that are task bound and time bound ad hoc committees.

Section 4.03 TENURE OF OFFICERS

The tenure of any officer of the BOARD shall be two years. This does not disqualify such officers for reelection to the same or other positions.

Section 4.04 STAFF

The BOARD shall recruit and employ staff necessary to carry out its functions.

Section 4.05 EXECUTIVE COMMITTEE

(A) Authority

The Executive Committee shall be authorized to:

- (i) Make policy decisions necessary during the interim period between BOARD meetings. Any such decisions made shall be brought before the BOARD membership at its next meeting.

(B) Membership

The membership of the Executive Committee shall be comprised of:

- (i) The BOARD Chairperson, Vice-Chairperson, First Vice-Chairperson, and immediate past Chairperson-if applicable, the CEO, with business representation from each labor market area.
- (ii) Minimum of two public/labor representatives.

(C) Selection/Tenure

The Executive Committee members shall be nominated by the BOARD Chair and approved by a majority of the BOARD. Each Executive Committee member must be a member of the BOARD.

The tenure of any Executive Committee member shall be two year(s), with the exception of the immediate past Chairperson. This does not disqualify such officers for re-election to the same or other positions. All initial terms of office shall begin on July 1. All terms of office end on June 30th.

Should a vacancy occur during a term of office, reappointments shall be made for the duration of that term. Members shall continue to serve until a replacement is selected.

(D) Removal

Removal from the Executive Committee shall be done in the same manner as removal from the BOARD.

(E) Quorum

A majority of the Executive Committee membership must be present to constitute a quorum. A majority of the business representatives present must agree on any action taken.

- (f) Meetings of the Executive Committee shall be held as needed. The location, date, and time of the meetings will be determined by the Chairperson.

Section 4.06 STANDING COMMITTEES

Standing Committees, with representation from each LMA, shall be created as deemed necessary by the Chairperson of the BOARD. The Chairperson shall instruct the standing committees to convene and develop the objectives and membership criteria for new standing committees.

The chairperson of each standing committee shall be a business representative with the exception of the Youth Committee.

Standing Committee members shall be appointed by the Board chair. All terms end on June 30th.

Section 4.07 EX-OFFICIO MEMBERS

(a) Membership

Each organization providing customer services via a service provision contract funded through WIOA programs shall appoint an individual with optimum policy-making authority to act as a representative to the Board.

(b) Role of Ex officio Member

- (i) Ex officio Member will represent Contracted Service Provider participating in Board discussions.
- (ii) Ex officio Member will be excluded in the establishment of a quorum.
- (iii) Ex officio Member will be excluded from Board voting privileges.

Article V. RESPONSIBILITIES

Section 5.01 ROLE AND RESPONSIBILITIES

The BOARD shall develop a vision for and to continuously improve workforce-related customer services in the Workforce Development Area and shall:

- a) Guide the development and analysis of long-term regional labor market information, trends and demographics;
- b) Collect information upon all regional resources available, public and private, to meet employer needs for a skilled workforce;
- c) Develop, for review and approval by chief elected officials, (CEOs) a regional strategic plan, refocusing resources as necessary to best meet regional needs;
- d) Certify one or more Workforce Centers, subject to CEO review and approval.
- e) Develop, subject to CEO review and approval, a budget for the regional workforce investment system;
- f) With the agreement of the chief local elected official, must designate and certify a One-Stop operator in each local area through a competitive process as required by Section 121(d)(2)(A) of WIOA, at least once every 4 years.
- g) Procure and select youth and adult service providers subject to CEO review and approval.
- h) Negotiate, subject to CEO review and approval, and ensure the meeting of regional performance measures;
- i) Negotiate performance measures for each labor market area in the area;
- j) Screen and recommend eligible training providers for inclusion or retention on the statewide list of training providers eligible for Individual Training Accounts;
- k) Coordinate regional workforce system activities with regional economic development activities;

- l) Share information with employers, local elected officials, partner agencies, community organizations and the public concerning WIOA Board meetings and regional workforce system development;
- m) Provide technical assistance to the local workforce systems to ensure a workforce system exists that supports local demand driven flexibility.
- n) The Executive Committee in concert with the BOARD shall determine the official depository of corporation funds, subject to approval of the BOARD.
- o) The BOARD shall be responsible for hiring and firing of the Executive Director upon recommendations from the Executive Committee. The quorum of the BOARD for this purpose shall consist of a majority of the BOARD membership. A majority of the business representatives present must agree on any action taken.
- p) The BOARD shall develop and approve all policies for the purpose of BOARD staff to conduct daily operations (fiscal, monitoring, procurement, personnel, travel, etc.) as deemed necessary.
- q) Upon recommendation of the Executive Director, the BOARD shall dismiss for good cause any member of the staff.
- r) Upon recommendation of the Executive Director, the BOARD shall hire such staff as necessary to fill vacancies or fill approved positions that may become necessary.
- s) The BOARD shall designate the CEO, Chair, Vice Chair, Executive Director, *and a member of the EWIB staff if necessary*, to sign the corporation checks and all documents necessary for the operation of the organization.

Article VI. OPERATIONAL PROCEDURES

Section 6.01 STAFF ACCOUNTABILITY

The BOARD shall establish or adopt rules which assure full staff accountability in matters governed by law, regulations or agency policy.

Section 6.02 PUBLIC ACCESS

The BOARD shall provide for public access to information, including but not limited to public hearings at the request of appropriate community groups, and public access to books and records of the agency or other agencies engaged in program activities or operations involving the use of authority or funds for which it is responsible. The BOARD will operate in full compliance of the Oklahoma Open Meeting and Open Records Act. The Board will submit official correspondence to the principal office when performing statutory duties.

Section 6.03 PROCEDURES

The BOARD shall adopt for itself and other agencies using funds or exercising authority for which it is responsible the following operational requirements, which are to be written and disseminated to all staff.

- (A) Procedures designed to establish specific standards governing salaries, salary increases, travel and per diem allowances and other employee benefits.
- (B) Procedures to insure that only persons capable of discharging their duties with competence and integrity are employed and that employees are promoted, advanced or removed under impartial procedures calculated to improve agency performance and effectiveness.
- (C) Procedures to guard against personal or financial conflicts of interest.

Article VII. MEETINGS

The purpose of BOARD meetings is strategic discussion and decision-making. Information exchange is to be handled through committee/task force meetings and pre-meeting materials.

Section 7.01 EXECUTE

The Chairperson shall preside at all meetings of the BOARD in which he/she attends.

The Vice-Chairperson shall, in the absence of the Chairperson, perform the duties and exercise the powers of the Chairperson.

The First Vice-Chairperson shall, in the absence of the Chairperson and the Vice-Chairperson, perform the duties and exercise the powers of the Chairperson.

The CEO shall, in the absence of the Chairperson, the Vice-Chairperson, and the First Vice-Chairperson, perform the duties and exercise the powers of the Chairperson.

The business of any meeting shall be limited to the stated agenda of that meeting.

Section 7.02 REGULAR MEETINGS

Regular meetings of the BOARD shall be held at 5:00 pm on the third Monday of the second month of each quarter. The location of these meetings may alternate among each of the three LMA's. The exact location within the LMA will be determined by the Chairperson.

Section 7.03 SPECIAL MEETINGS

Special meetings of the BOARD may be called by the Chairperson at such time and place and for such purposes as the Chairperson shall deem necessary.

Special meetings of the BOARD may also be called upon by the request of at least one-third of the members of the BOARD.

Section 7.04 DECISION-MAKING

- (A) In the process of crafting recommendations the BOARD shall work for consensus (“consensus” = “I may not prefer this, but I can and will support it.”)
- (B) Each member of the BOARD present at any meeting shall have one vote on all matters voted. Alternative Designees are allowed if a member cannot be present but **will not** have a vote.
- (C) In order to conduct business, the BOARD quorum shall require a minimum of one-third of the BOARD membership.

A majority of the business representatives present must agree on any action taken. Every decision of a majority of the members present at any meeting at which there is a quorum shall be valid as the binding act of the BOARD.

A quorum to hire or fire the Executive Director shall require a majority of the BOARD membership. A majority of the business representatives present must be in agreement on any action taken.

A quorum to amend the BOARD By-Laws shall require a minimum of one-third of the BOARD membership. A majority of the business representatives present must agree on any action taken.

- (D) BOARD meeting majority vote shall require a minimum of one-third of the BOARD membership. A majority of the business representatives present must agree on any action taken.
- (E) No member of the BOARD may vote on any item if that member, of the company or agency represented by the member, will benefit from the passage or failure of the item.

Section 7.05 NOTICES

Written notice of regular and special meetings of the BOARD shall be given to each member at in accordance to the Open Meeting Law. The notice shall include a copy of the agenda for the meeting. Notice shall be deemed

duly given when mailed, emailed, or faxed to each member of the BOARD at his/her known address, email address, or faxed number as appears on the records of the BOARD.

Section 7.06 OPEN MEETING ACT

All Meetings shall adhere to the Open Meeting Act.

All annual, regular, and special meetings shall be open to the general public except those meetings which intend to only address sensitive personnel actions. All votes cast by each member must be publicly cast and recorded. Voice votes are acceptable but minutes must indicate that there was a unanimous vote. If there is a dissenting vote, the name of the person voting must be recorded. Names of persons abstaining from voting and the reason for abstention must be recorded.

Section 7.07 MINUTES

The minutes of each meeting shall be prepared and distributed to the BOARD members at least three days prior to the next meeting. The minutes of each meeting and any corrections thereof, duly adopted, shall be signed by the presiding officer.

Section 7.08 AGENDA

The rules of the order shall be as follows:

- a) Call to Order
- b) Roll Call (quorum check)
- c) Reading and Approval of the Minutes
- d) Executive Director's Report and financial reports
- e) Reports of Special Committees
- f) Voting
- g) Election of Officers (when required)
- h) New business, unfinished business or old business
- i) Adjournment

Section 7.09 MEETING CONDUCT

Meetings of the BOARD shall adhere to the Oklahoma Open Meeting Act and be conducted according to procedures contained in *Robert's Rules of Order, Revised* unless such procedures are in conflict with the BOARD's By-Laws, in which case the BOARD's By-Laws shall prevail

Article VIII. CODE OF CONDUCT

WIOA Section

Conflict of Interest.--A member of a local board may not—

- (1) Vote on a matter under consideration by the local board--
 - (A) Regarding the provision of services by such member (or by an entity that such member represents); or
 - (B) That would provide direct financial benefit to such member or the immediate family of such member; or
- (2) Engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State plan.

This Code of Conduct sets forth standards governing the performance of members of the BOARD and officers, employees, and agents of the BOARD who are engaged in the award and administration of contracts and purchases.

For the purpose of this policy, “immediate family members” includes the spouse, son, son-in-law, daughter, daughter-in-law, mother, mother-in-law, father, father-in-law, brother, brother-in-law, sister, sister-in-law, aunt, uncle, niece, nephew, stepparent, stepchild, grandparent, and grandchild.

Section 8.01 *DECLARATION OF POSSIBLE CONFLICTS*

WIOA Section 107(h) – A member of the local board, or a member of a standing committee, may not –

- (1) Vote on a matter under consideration by the local board –
 - (A) regarding the provision of services by such member (or by an entity that such member represents); or
 - (B) that would provide direct financial benefit to such member or the immediate family of such member; or
- (2) engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State Plan.

Section 8.02 *ABSTENTION FROM VOTING*

No BOARD member shall cast a vote on the provision of services by that member (or any organization, which that member directly represents) or vote on a matter, which would provide a direct financial benefit to that member. No BOARD member shall cast a vote on the provision of services by any person or organization who is in direct competition with a proposal or bid, which would provide direct financial benefit to the member.

Section 8.03 *ABSTENTION FROM PARTICIPATION*

No BOARD member or BOARD employee, officer, or agent shall participate in decisions about contracts with the organization he or she represents or from which they receive direct financial benefit, including direct family members. Participation includes discussion, lobbying, rating, scoring, recommending, explaining, or assisting in the design or approval of the procurement process. Participation also includes negotiation of any contract on behalf of the organization that he/she represents.

Section 8.04 *SANCTIONS*

Violations of this code shall be determined by the BOARD pursuant to the BOARD’s Grievance Procedure. After the hearing, the BOARD will prescribe appropriate disciplinary action.

Willful violations by a BOARD member shall result in removal from the BOARD.

All violations by staff shall be subject to the Personnel Policy after a determination that the violations was or was not willful or serious.

Pursuant to the grievance process, any person who is dissatisfied with the determination may be entitled to remedies available through the grievance process.

Article IX. *DELEGATE AGENCIES*

The BOARD will procure necessary program facilities, goods and services from competent and reliable suppliers.

Article X. *AMENDMENTS*

These by-laws may be changed in part or in their entirety by a quorum of the BOARD membership, at a duly called meeting provided notice of proposed change or changes have been provided by the chairperson to each member of

the BOARD no less than three (3) days prior to the meeting. A majority of the business representatives present must agree on any action taken.

Certain limited sections shall be changed subject to a quorum vote when specifically stated within that article.

All amendments, alterations, or revisions of these by-laws shall be promptly transmitted to Oklahoma State University Oklahoma City.

Article XI. DISSOLUTION OF THE CORPORATION

Dissolution of this corporation shall be in compliance with the laws of the State of Oklahoma and those pertinent requirements and regulations of Oklahoma State University Oklahoma City.

The disposition of all property and assets of this corporation shall be in accordance with the guidelines of Oklahoma State University Oklahoma City.

*****EWB ALTERNATIVE DESIGNEE FORM*****
Eastern Workforce Board

By way of this document, I _____,
(EWB Member)

A member in good standing of the Eastern Workforce Board, name as my
Alternative Designee, _____.
(Name of Designee)

**Note: This Designee understands that he/she will have a right to vote only if the official member is not present, but may otherwise participate as my representative in the meetings. Alternative Designee attendance will count toward quorum. The Alternative Designee will serve for the duration of the membership term of the Official Member.*

EWB Member authorization:

Print name _____

Signature _____ Date: _____

Chief Local Elected Official Approval:

Print Name: _____

Signature: _____ Date: _____

The Alternative Designee must have this form signed by the EWB Member who named the Designee.