

BY-LAWS

West Virginia Region VI Workforce Investment Board, Inc. (Doing Business As Region VI Workforce Development Board) a WV nonprofit, nonstock corporation

Article I-Name, Offices, and Purpose

Section 1

Name - The name of the corporation shall be Region VI Workforce Investment Board, Inc., DBA Region VI Workforce Development Board, hereinafter referred to as the WDB.

Section 2

Office - The principal office of the corporation shall be located at 17 Middletown Road, White Hall, WV 26554, which shall also be the registered office of the corporation.

Section 3

Purpose –

It is the purpose of the WDB to:

- (A) Provide strategic and operational oversight in collaboration with the required and additional partners and workforce stakeholders to help develop a comprehensive and high quality workforce development system in the local area and larger planning region;
- (B) Assist in the achievement of the State's strategic and operational vision and goals as outlined in the Unified State Plan or Combined State Plan; and
- (C) Maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided;

The corporation, in partnership with the Region VI Local Elected Official Board (LEO) shall be responsible for developing policies and investments that support public workforce system strategies that support regional economies, the development of effective approaches including local and regional sector partnerships and career pathways, and high quality, customer centered service delivery within the Region VI service area as designated by the Governor of West Virginia. The Board may adopt additional functions and responsibilities that are not inconsistent with any and all applicable state and federal laws or these bylaws.

Article II-Roles and Responsibilities

Section 1

Region VI WDB shall:

- (A) Develop and submit a local plan for the local area, in partnership with the Local Elected Official Board (LEO) and consistent with WIOA Section 108
- (B) In order to assist in the development and implementation of the local plan, conduct workforce research and regional labor market analysis of West Virginia.

- (C) Convene local workforce development stakeholders to assist in the development of the local plan and identify non-federal expertise and resources to leverage support for workforce development activities.
- (D) Lead employer engagement with other entities to promote business representation on the board, support utilization of the workforce system and workforce investment activities, meet business needs, support economic growth, and develop/implement proven/promising strategies to meet the skill needs and expand employment and career advancement in in-demand industry sectors or occupations.
- (E) With representatives of secondary and postsecondary education programs, lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment.
- (F) Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and job seekers, and identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs.
- (G) Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and job seekers.
- (H) Conduct program oversight for youth and employment and training activities, and the one-stop delivery system.
- (I) Negotiate and reach agreement on regional/local performance with the Local Elected Officials and the Governor of West Virginia.
- (J) Select American Job Center operators with the agreement of the Local Elected Officials.
- (K) Select eligible youth service providers based on the recommendation of the youth standing committee, and identify eligible providers of adult and dislocated worker intensive services, and maintaining a list of eligible providers with performance and cost information.
- (L) Coordinate activities with education and training providers, including adult education and literacy, Carl Perkins and the Rehabilitation Act.
- (M) Develop a budget for the local board consistent with the local plan and the duties of the local board, subject to the approval of the Local Elected Officials.
- (N) Annually assess the physical and programmatic accessibility of one-stop centers in the area.
- (O) Plan and oversee the delivery of all workforce development programs specified as responsibilities of the Workforce Development Board (WDB) under the Federal Workforce Innovation and Opportunity Act (WIOA) of 2014;
- (P) Advise local elected officials, employers, local education agencies, universities, community colleges, State and local employment and training agencies, labor organizations and citizens about policy, programs and other information relative to their specific service area;
- (Q) Serve as the point of contact for business, industry, labor and the public sector to communicate their workforce needs;

- (R) Funds received from grants and donations are to be spent at the direction and approval of the LWDB and LEO.
- (S) Develop linkages with regional and local economic development efforts and activities in West Virginia and promote cooperation and coordination among public organizations, community organizations, educational agencies, labor organizations and private businesses;
- (T) Seek support to advance and expand all activities of the WDB.

Article III-SEAL

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

Article IV-Members

The corporation shall have no members.

Article V-Directors

Section 1

Number, Qualifications - The business and affairs of the Corporation shall be managed and administered by the WDB Directors.

(A) The directorship shall be composed pursuant to WIOA 107 (b) (2) as follows:
The majority of the directors of the Local Board must be representatives of business in the local area. At a minimum, two directors must represent small business as defined by the U.S. Small Business Administration. Business representatives serving on Local Boards may also serve on the State Board. Each business representative must meet the following criteria:

- 1) be an owner, chief executive officer, chief operating officer, or other individual with optimum policymaking or hiring authority;
- 2) provide employment opportunities in in-demand industry sectors or occupations, as those terms are defined in WIOA section 3(23); and provide high-quality, work-relevant training and development opportunities to its workforce or the workforce of others (in the case of organizations representing business as per WIOA Sec. 107(b)(2)(A)(ii); and
- 3) are appointed from among individuals nominated by local business organizations and business trade associations.

(B) Not less than 20 percent of the directors of the Local Board must be Workforce representatives. These representatives:

- 1) must include two or more representatives of labor organizations, where such organizations exist in the local area. Where labor organizations do not exist, representatives must be selected from other employee representatives;
- 2) must include one or more representatives of a joint labor management, or union affiliated, registered apprenticeship program within the area who must be a training director or a member of a labor organization. If no union affiliated registered apprenticeship programs exist in the area, a representative of a registered apprenticeship program with no union affiliation must be appointed, if one exists; and may include:

In addition to the representatives enumerated above, the Board may include the following to contribute to the 20 percent requirement:

- 3) one or more representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of individuals with barriers to employment, including organizations that serve veterans or provide or support competitive integrated employment for individuals with disabilities; and
- 4) one or more representatives of organizations that 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.

(C) The balance of Local Board directorship must include:

- 1) At least one eligible provider administering adult education and literacy activities under WIOA title II;
- 2) At least one representative from an institution of higher education providing workforce investment activities, including community colleges; and
- 3) At least one representative from each of the following governmental and economic and community development entities:
 - a) Economic and community development entities;
 - b) The state Employment Service Office under the Wagner Peyser Act (29 U.S.C. 49 et seq.) serving the local area; and
 - c) The programs carried out under title I of the Rehabilitation Act of 1973, other than sec. 112 or Part C of that title.

(D) In addition to the representatives enumerated above, the CLEO may appoint other appropriate entities in the local area, including:

- 1) Entities administering education and training activities who represent local educational agencies or community-based organizations with demonstrated expertise in addressing the education or training needs for individuals with barriers to employment;
- 2) Governmental and economic and community development entities who represent transportation, housing, and public assistance programs;
- 3) Philanthropic organizations serving the local area; and
- 4) Other appropriate individuals as determined by the chief elected official.

All representatives will have optimum policy-making authority within the entities they represent. Nominations will come from designated organizations in accordance with 20 CFR 679.320 (g) (1) through (3) which states:

- A) Business representatives must be nominated by local business organizations or business trade organizations.
- B) Labor representatives must be nominated by local labor federations
- C) Education and/or Adult Education representatives must be appointed from adult/higher education entities

All appointments and re-appointments must be submitted on the Region VI WDB Nomination Form to the Region VI WDB administrative office for processing.

Section 2

Membership Certification

The Workforce Innovation and Opportunity Act, Section 107. Local Workforce Development Boards, states: (a) There shall be established in each local area of the state, and certified by the Governor of the State, a local workforce development board in each local area of a State to carry out any functions specified for the local board under the Act or the provisions establishing a core program for such area. (b) The Governor of a State, in partnership with the State Board shall establish criteria for use by Chief Elected Officials in the local areas for appointment of members of the local boards in such areas.

The local Workforce Development Board Members of Region 6 were certified by the Governor of the State of West Virginia on June 26, 2015. The Governor shall, once every two years, certify one local board for each local area in the state, with such certification being based on criteria established in subsection (b) above, and, for a second or subsequent certification, the extent to which the local board has ensured that workforce development activities carried out in the local area have enabled the local area to meet the corresponding performance accountability measures and achieve sustained fiscal integrity.

Section 3

Selection and Terms of Board Directors – Board Directors shall be selected by the Chief Elected Officials of the Region VI LEO Board. The Chief Elected Official may elect to reappoint a Board Director of the Region VI WDB to another term, in which case the nominating process

described in WIOA Section 107 (b) (2) need not be followed. If the Chief Elected Official does not desire to reappoint a Board Director of the Region VI WDB to another three (3) year term, the nominations to fill the vacancy shall be sought in accordance with the process described in WIOA Section 107 (b) (2). If the chief elected official elects to appoint someone to fill a vacancy created by a resignation or termination, then that appointment shall be for the remainder of the original term.

Initial appointments will be staggered with one-third of the directors having an initial term of three years; one-third having an initial term of two years; and one-third having an initial term of one year. Other than the initial period terms, the terms of office of the directors of the corporation will be three years.

If a resignation or termination of a WDB director occurs, their county Chief Elected Official and LEO Chair will be notified by the Region VI WDB Executive Director. Vacancies must be filled within a reasonable amount of time of the vacancy as determined by the Region VI WDB, but no later than 90 days from occurrence.

Region VI WDB directors must be removed by the Chief Elected Official if any of the following occurs: documented violation of conflict of interest, failure to meet Region VI WDB member representation requirements as defined in the WIOA and these Bylaws, or documented proof of fraud and/or abuse. Region VI WDB directors may be removed for other factors outlined in the Region VI WDB bylaws, such as attendance.

Section 4

Attendance - Strong participation on the part of each WDB Board Director is critical to the successful execution of its responsibilities. WDB Board Directors may participate by proxy three times per year if the proxy right is provided to the WDB Executive Director prior to the meeting. Attendance records of WDB Board Directors at regular and committee meetings shall be kept on an annual basis and submitted to the LEO's. Vacancies and resignations will be submitted to LEO's when appropriate.

Section 5

Conflict of Interest - Every Board Director must comply with the Workforce West Virginia Guidance Notice 1-16 – Conflict of Interest.

- (A) General – No Board Director, officer, employee or agent of the WDB shall:
1. Cast a vote on the provision of service under the job training plan by that Board Director, by any Board Director of his or her family, or by any organization of which that Board Director or any member of his or her family is an officer, owner, or employee, or
 2. Vote on any matter which would provide direct financial benefit to that Board Director, or
 3. Participate in the award or administration of any grant or contract that is funded through the job training plan, where he or she knows that any of the following has a financial interest in the person or organization that will receive or has received that grant or contract:

- (a) the officer, employee or agent; (b) any family member of the officer, employee, or agent; (c) any partner of the officer, employee, or agent or (d) any person or organization that employs, or is about to employ, any person described in (a), (b), or (c).
- (B) No Preclusion – The Board shall not be precluded from conducting business with a partnership, firm or company with which one or more Board Director is associated, provided that any business relationship is established and maintained on an arm’s length basis and meets any otherwise applicable legal requirements relating to conflicts.
- (C) Disclosure Requirements – If, during the course of a meeting of the Board, a Board Director is aware that he or she has or may have an actual potential conflict of interest in the matter under discussion, the Board Director shall immediately disclose the material facts about his or her interest in the matter to the Board, if not already known to the Board.
- (D) Procedure Determining the Existence of a Conflict – In the event that the Board concludes that a conflict exists, the Chairman or the majority of disinterested Board Directors present may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement, which presents the conflict. Alternatively, the Board may approve the transaction or arrangement which is the subject matter of the conflict by an affirmative vote of the majority of the Board Directors of disinterested Board Directors present, provided that they have determined (i) that the transaction or arrangement is in the Board’s best interest and for its own benefit and (ii) that it is fair and reasonable to the Board.
- (E) Violation of Policy – Any Board Director or employee who violates its conflict of interest policy shall be subject to the disciplinary action by the Chair or the Board, up to and including termination of employment, if applicable, or removal from the Board or the committee thereof of the Board Director.
- (F) This Conflict of Interest Policy is an addition to and not exclusive of other conflict of interest legal requirements that exist both under state and federal law. In the event of a conflict of interest question, appropriate review of all other applicable conflict of interest requirements should be made.

Section 6

Quorum – At any meeting of the board of directors, those directors present in person, via conference call, or video conferencing and who are qualified to vote as directors, must equal 33% of the filled directorship seats to constitute a quorum. A majority vote of such quorum shall be necessary for the transaction of any business by the meeting, unless a greater number is required by the law, or these Bylaws.

Section 7

Proxy - A WDB Board Director may be represented by a person of his choice to represent him/her and to vote for him/her provided that person has the Board Director's authorization in writing. A Board Director may not be represented by proxy more than three times per year, with a year defined as July 1 to June 30th. Proxies will count towards meeting the quorum requirements for meetings.

Section 8

Meetings - The Board Directors may hold their meetings, regular or special, at such place within or out side of the State of West Virginia as they may from time to time determine, or they may meet at such place and time as shall be fixed by resolution. All meetings of the board of directors at which business will be conducted shall be held in the public and operate under the Sunshine Law "Open governmental proceedings Act Chapter 6-9A of the West Virginia state code". Notice of meetings to board directors will be given either personally, by mail, electronically, or by telephone at least three working days before a meeting for which notice is required. Notice of special meetings shall be served in the manner described above no less than twenty-four hours before such meetings.

Any one or more Board Directors may participate in a meeting of the Board or committee by means of a conference telephone or similar communications device or Web Base Video, which allows all directors participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

Participation in the meetings by any individual, except members, shall be at the discretion of the Chairperson. Any member of the public desiring to so participate shall notify the Chairperson before the meeting of the subject he/she wishes to address and shall be limited to a five-minute presentation, unless granted leave by the Chairperson to extend it.

Section 9

Compensation - By direction of the WDB, a Board Director may be paid for travel to and from board meetings at the current federal per diem rate only if the Board Director is unreimbursed by any other agency for that same expense. No other form of compensation shall be paid to any Board Director in return for such Board Director's participation as a Board Director or for attendance at any meeting of the WDB. Nothing contained herein shall preclude any Board Director from serving the Corporation in any other capacity but they shall not receive compensation therefor.

Article VI-Chairperson and Officers

Section 1

Chairperson - The Corporation shall have a chairperson from the private sector who shall be selected by majority vote from among the Board Directors of the WDB, provided that a quorum was present during the selection, with a quorum being at least 33% of the directorship of the Board Directors. The Chairperson shall preside at meetings of the WDB and Executive Committee and perform such other duties as required by these By-laws or as the WDB may prescribe. He/she shall also be ex-officio member of all standing committees. The other officers

of the Corporation shall be responsible to the Chairperson for the proper and faithful discharge of their respective duties, and shall make such reports to the Chairperson as may from time to time be required.

Section 2

Number, Term of Office - In addition to the Chairperson, the officers of the Corporation shall consist of a Vice-Chair from the private sector and a Secretary, each of whom shall hold office until their successor is elected and qualified or until death, resignation, termination, or in the case of a Board Director elected to represent an organization, ceasing to be associated with such organization. A Secretary shall be elected from among the WDB. Officers will be elected for two-year terms for each office and may be re-elected for one 2-year term but may again be elected as long as the term is not successive.

Section 3

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

Section 4

Executive Director - The Executive Director shall be selected through interviews with the Executive Committee and with the approval of the Region VI WDB and Chief Elected Officials. The Executive Director shall be the administrator of the corporation and serve at the will and pleasure of the WDB and shall in general supervise and control the business affairs and property of the Corporation. The Executive Director may sign all certificates, contracts, obligations and other instruments of the Corporation and shall do and perform such other duties and may exercise such other powers as from time to time may be assigned by these By-laws or by the WDB. The Executive Director shall supply regular detailed reports of a nature/content determined by the board. The WDB shall also determine the frequency of this reporting.

Section 5

The Vice Chair - The Vice-Chair shall perform all duties incumbent upon the Chairperson during any absence or disability of the Chairperson, and perform such other duties as required by these By-laws or as the WDB may prescribe.

Section 6

The Secretary - The Secretary or designee shall keep the minutes of all meetings of the WDB. The Secretary shall have charge of such books and papers as the WDB may direct, and shall in general perform the entire duties incident to the office of Secretary of a non-stock, non-profit corporation.

Article VII-Committees

Section 1

Executive WDB Committee - The WDB will appoint an Executive Committee which must consist of the current WDB chairperson, vice chairperson, and secretary and up to 11 additional directors appointed from the WDB. Also, an automatic appointment to the executive board will

be a representative from the Local Elected Officials will serve as an ex officio member. The Executive Committee shall have and exercise the authority of the WDB in the management of the Corporation, except as otherwise provided by law. Pursuant with West Virginia Code §31-1-141, a committee of the Board of Directors may not have the authority to: (i) amending, altering or repealing the bylaws; (ii) electing, appointing or removing any member of any such committees or any director or officer of the corporation; (iii) amending the articles of incorporation, restating articles of incorporation, adopting a plan or merger or adopting a plan of consolidation with another corporation; (iv) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; (v) authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; (vi) adopting a plan for the distribution of the assets of the corporation; or (vii) amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of the Executive Committee and the delegation there to of authority shall not operate to relieve the WDB, or any individual Board Director, of any responsibility imposed on it or upon a Board Director by law.

Section 2

Term of Office – The directors of the Executive Committee shall hold office until the appointment of their successors or upon resignation or termination of the WDB Board.

Section 3

Standing Youth Committee - The WDB will appoint a Standing Youth Committee as provided for in WIOA 107 (b) (4) (A) (ii).

Section 4

Other Committees - The WDB may at any time appoint standing or ad hoc committees for any legitimate purpose, to consist of as many directors as deemed advisable. A legitimate purpose is defined as one needed to achieve the stated and approved objectives of the corporation. Such objectives may include providing assistance with operational and other issues related to the one-stop delivery; assistance with planning, operational and issues relating to the provision of services to youth and assistance with operational and issues related to the provision of services to individuals with disabilities, including issues relating to compliance with WIOA Section 188. The directors of the Committee shall hold office until the appointment of their successors or upon the completion of the task for which the committee was created.

Section 5

Chairperson - One member of each committee shall be elected chairperson by the Committee.

Section 6

Committee Quorum - Attendance of 33% of all committees of the Corporation shall constitute a quorum for the transaction of business. Proxies will be counted in meeting the 33% requirement for a quorum.

Section 7

Committee Vacancies - The WDB shall have the power to fill vacancies in the committees.

Article VIII-Resignations

Section 1

Directors, Officers, Committee Directors - Any director, officer or committee member may resign such office at any time, such resignation to be made in writing and to take effect from the time of its acceptance by the Corporation.

Article IX-Books and Records

The Corporation through the Secretary shall keep correct and complete books and records of account, minutes and attendance of the WDB.

Article X-Fiscal Year

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

Article XI-Loans to Directors, Officers and Employees

In accordance with Region VI WDB By-Laws, as now stated and as hereafter amended, the Corporation shall not lend money to or use its credit to assist its directors or officers.

Article XII-Amending BY-LAWS

These By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation. These By-Laws may be amended, altered or repealed in any manner, consistent with the Articles of Incorporation or with the laws of the State, at any meeting of the Board of Directors. Proposed amendments shall be mailed to the entire directorship thirty days in advance of any action.

Article XIII-Indemnification of Directors and Officers

It shall be the policy of the corporation to indemnify to the maximum extent permitted by general statutes of West Virginia, any one or more of the Directors, officers, employees, or agents and former directors, officers, employees, or agents of the corporation, and persons who serve or have served at the request of the corporation as directors, officers, partners, trustees, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other connection with any pending threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a "proceeding") and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

The corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the corporation for indemnification or for purchase and maintenance of insurance for the benefit of WDB Board Directors shall be deemed a proper expense of the corporation.

These By-Laws approved and adopted as revised on June 8, 2017, by the Region VI WDB.

P. Michael Reed
Printed Name of Board Chair

P. Michael Reed
Signature

Jan Denny
Printed Name of Board Secretary

Jan Denny
Signature