

**By-Laws of the
Monroe County/Rochester Workforce Development Board**

ARTICLE I

NAME AND AUTHORITY

Section 1. Name

The name of this body shall be the Monroe County/Rochester Workforce Development Board, hereinafter referred to as the “WDB.” The WDB is established by (1) joint appointment of members by the Monroe County Executive and the Mayor of the City of Rochester and (2) certification by the Governor of the State of New York, pursuant to the Workforce Innovation and Opportunity Act of 2014 hereafter referred to as WIOA.

Section 2. Authority

The WDB shall act on behalf of the Monroe County/Rochester Workforce Development Area, which comprises the County of Monroe, including the City of Rochester. The WDB shall provide policy guidance for and exercise oversight of the Monroe County/Rochester Workforce Development System as set forth in WIOA and in applicable federal and state regulations and state and local law.

Section 3. Principal Location

The address of the principal office of the WDB is c/o RochesterWorks, Inc., 255 North Goodman Street, Rochester, New York 14607. The WDB may also have offices at such other places as the business of the WDB may require.

ARTICLE II

PURPOSE AND FUNCTION

Section 1. Purpose

Proposed regulation § 679.300 states the purpose of the Local Development Board. The WDB represents a wide variety of individuals, businesses, and organizations throughout the local area. The WDB serves as a strategic convener to promote and broker effective relationships between the chief elected official (CEO) and economic, education, and workforce partners.

The WDB must develop a strategy to continuously improve and strengthen the workforce development system through innovation in, and alignment and improvement of, employment, training, and education programs to promote economic

growth. The Local WDB 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 Local Board's role to integrate and align a more effective, job-driven workforce investment system.

Section 2. Functions

Consistent with WIOA and pursuant to § 679.370 of the proposed regulations, functions of the WDB shall be as follows:

- 2.1** Development and approval of a local plan consistent with WIOA Sec. 108;
- 2.2** Workforce research and regional labor market analysis;
- 2.3** Development of a budget for the activities of the Local Board, consistent with the Local Workforce Development Act (LWDA) Plan and duties of the WDB, subject to approval of the CEO;
- 2.4** Convening, brokering and leveraging local workforce development stakeholders;
- 2.5** Leading efforts to engage with a diverse range of employers and entities in the region;
- 2.6** Negotiation of local performance measures;
- 2.7** Leading efforts in the local area 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;
- 2.8** Identifying and promoting proven and promising practices;
- 2.9** Developing strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers and jobseekers;
- 2.10** Designating, with agreement of the CEO, of the Career Center operator, youth providers and identification of eligible training providers;
- 2.11** Provision of program oversight and consumer choice requirements, in partnership with the Chief Elected Official;
- 2.12** Coordination with education providers;
- 2.13** Development of a budget for activities of the Local Board;
- 2.14** An annual assessment of the physical and programmatic accessibility in accordance with WIOA Sec. 188 and the Americans with Disabilities Act of 1990 of all one-stop centers in the local area; and
- 2.15** Certification of one-stop centers.
- 2.16** Determination and approval of policies and procedures;

- 2.17 Establishment of clear roles, responsibilities, procedures and expectations to increase board participation and improve board functionality;
- 2.18 Collaboration as needed on regional, local and state initiatives; and
- 2.19 Approval of plans for the implementation of goals and objectives for the WDB, including realization of efficiencies, cost savings, synergies, best practices, conservation of resources and pooling of complementary resources.

ARTICLE III

MEMBERSHIP

Section 1. Composition

Representation under WIOA Sec. 107(b)(2) and its implementing regulations required:

- 1.1 Election of a Chairperson, who shall be a business representative;
- 1.2 A majority of the members must be business representatives;
- 1.3 20% of the members must be workforce representatives (which must include two organized labor representatives and one apprenticeship representative; and may include representatives from Community Based Organizations and organizations with experience serving youth);
- 1.4 One Title III Wagner -Peyser representative;
- 1.5 One Title II Adult Education and Literacy representative;
- 1.6 One Higher Education representative;
- 1.7 One Economic and Community development representative; and
- 1.8 One Title IV Vocational Rehabilitation representative.
- 1.9 WIOA Allows Discretionary appointments of member s representing multiple, optional and required positions.
- 1.10 All members shall be nominated and appointed by the Monroe County Executive and the Mayor of the City of Rochester in conformance with WIOA Sec. 107(b) (1) and (2).
- 1.11 The Monroe County Executive and the Mayor of the City of Rochester shall serve as members of the WDA by virtue of their respective positions and they shall have all of the rights and powers of any other member, including full voting rights.

Section 2. Tenure

- 2.1 The Monroe County Executive and the Mayor of the City of Rochester shall appoint members in accordance with the nominations and recommendations where required in conformance with WIOA. Sec. 107(b)(1) and (2).

- 2.2** Terms shall be staggered with one, two and three year terms for one-third of the members. Terms will commence on July 1st and expire on June 30th with automatic renewal appointment options and extensions at the discretion of the Monroe County Executive and Mayor of the City of Rochester.
- 2.3** A WDB member who has departed the business or organization position from which that representative was initially appointed shall cease to be a member of the WDB, regardless of the term of appointment, unless otherwise reappointed by the Monroe County Executive and the Mayor of the City of Rochester.
- 2.4** Any vacancy occurring on the WDB before the expiration of a member's term shall be filled by the Monroe County Executive and Mayor of the City of Rochester in the same manner as the original appointment. Any member so appointed shall serve for the remainder of the unexpired term.
- 2.5** Any member may resign from the WDB upon written or electronic notice to the Monroe County Executive, the Mayor of the City of Rochester, the WDB Chair or the Executive Director to the Board (ED). Unless otherwise specified by the terms of the notice, the resignation shall take effect immediately and the acceptance of the resignation shall not be necessary to make it effective.
- 2.6** Removal of a WDB member shall be recommended by a majority vote of the total WDB membership. This recommendation will be forwarded by the WDB Chair to the Monroe County Executive and Mayor of the City of Rochester for final determination as appointing authorities. Any WDB member may be removed with cause at any duly held meeting of the WDB.
- 2.7** Any vacancy occurring due to resignation, ineligibility or removal before the expiration of a member's term shall be filled by the Monroe County Executive and the Mayor of the City of Rochester in the same manner as the original appointment. Any member so appointed shall serve for the remainder of the unexpired term.

Section 3. Compensation

Members shall provide service to the WDB without compensation. However, reimbursement of a member for reasonable expenses incurred during the course of WDB activities is permitted with the approval of the WDB Chair, and upon the submission of all appropriate receipts regarding the expenses. Reasonable expenses shall be defined through General Services Administration (GSA) guidelines.

Section 4. Rights and Powers of Members

Members shall have and may exercise the following powers, in addition to the powers and functions set forth in Article II, such as approval and interpretation of the statement of mission and philosophy of the WDB, and to require the WDB to operate in conformance with such statement.

ARTICLE IV
MEMBER MEETINGS

Section 1. Frequency

- 1.1 There shall be at least four (4) regular meetings of the WDB, held on a quarterly basis, during each calendar year. These meetings will be at places and times designated by the WDB Chair.
- 1.2 Notice of regular meetings shall be given at least five (5) days before the meeting date by mail, fax, or e-mail, and shall state the date, time, and place of the meeting.
- 1.3 Special meetings may be held at any time upon the call of the WDB Chair. Notice of such meetings shall be given at least forty-eight (48) hours before the meeting, and shall state the purpose of the meeting and the date, time, and place of the meeting.
- 1.4 An annual meeting of the WDB shall be held within six (6) months of the end of the preceding fiscal year, at such time and place as may be designated by the WDB Chair, and as stated in the notice of the meeting. At the annual meeting, there shall be the appointment and or election of officers and committee chair as well as the transaction of such other business as may properly come before a meeting of the WDB Board.
- 1.5 Formal notice of a meeting need not be given to a WDB member if the member executes a waiver of notice either before or after the meeting. The attendance of the member at the meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

Section 2. Attendance

- 2.1 Members are expected to attend WDB meetings in person or to participate fully in a meeting through the use of available videoconferencing and /or Telecommunication. Substitutes or designees are not permitted for members, except for the Monroe County Executive and the Mayor of the City of Rochester. These substitutes or designees shall have the same powers and authority as the Monroe County Executive and the Mayor of the City of Rochester would have if they were personally present at the meeting, except as otherwise restricted in a writing signed by the Monroe County Executive or the Mayor of the City of Rochester, as applicable.
- 2.2 With the exception of the Monroe County Executive and the Mayor of the City of Rochester, a member who fails to attend, as described in Article IV, Section 2.1 above, two (2) regularly scheduled meetings of the WDB or a Committee meeting in a twelve (12) month period may be removed from the WDB, regardless of cause. The vacancy will be filled in the manner described in Article III, of these By-laws.

Section 3. Quorum

A quorum of the WDB shall exist when at least fifty-one (51) percent of the total membership of the WDB is in attendance, and when at least fifty-one (51) percent of the business members are in attendance. If the aforementioned conditions are not met, a quorum does not exist. No official business of the WDB can be conducted in the absence of a quorum.

Section 4. Proxies

If a member of the WDB is unable to attend a meeting and wishes to send a proxy and assigns an alternative designee, that proxy must be from the same category of representation/membership as the member. Proxies in attendance in place of WDB members shall not be counted for the purpose of establishing quorum, nor shall they be allowed to vote on matters before the Board, with the exception of the Monroe County Executive and the Mayor of the City of Rochester. The Monroe County Executive and the Mayor of the City of Rochester may send a proxy of their choice as an alternative designee. These substitutes or designees shall have the same powers and authority as the Monroe County Executive and the Mayor of the City of Rochester would have if they were personally present at the WDB meeting, except as otherwise restricted in a writing signed by the Monroe County Executive or the Mayor of the City of Rochester, as applicable. Proxies, substitutes or designees are not permitted for the Executive Committee except as described in Article VI, Section 2.3.

Section 5. Voting

5.1 Any appointed WDB member can introduce a motion.

5.2 A question or motion shall be carried by a majority affirmative vote of a quorum, as defined in Article IV, Section 3 of these By-laws.

5.3 Each appointed member of the WDB who is in attendance at the meeting, as described in Article IV, Section 2.1 above, shall have one (1) vote.

5.4 Each appointed member is allowed to electronically provide an affirmative written consent for an extraordinary transaction.

Section 6. Executive Session

Upon a majority vote of the WDB, taken in an open meeting pursuant to a motion identifying the general subject area or areas to be considered, the WDB may conduct an executive session, not open to the general public, as permitted by the provisions of Section 105 of the New York Public Officers Law, or any successor statute. Attendance at an executive session of the WDB shall be permitted to every WDB member and to any other persons authorized by the WDB. Minutes of any action taken by formal vote must be recorded and shall consist of a summary of the final determination of such action, the date, and the vote thereon.

ARTICLE V

OFFICERS

Section 1. Officers; Chair and Vice Chair

- 1.1** The officers of the WDB shall include, but shall not be limited to, a Chair, a Vice Chair, a Secretary and a Treasurer. The Chair and Vice Chair must be selected from among the WDB's business representatives. The Secretary and Treasurer must also be members of the Executive Committee. Any two (2) or more offices may be held by the same individual.
- 1.2** Officers of the WDB shall be members with at least one (1) year of service on the WDB. The positions shall be filled by a majority vote of the members present at the annual meeting of the WDB.
- 1.3** All of the Officers shall each serve a term of one (1) year and there are no term limits.
- 1.4** The Chair shall be the presiding officer of the WDB and the Executive Committee and shall serve as an ex-officio member of all WDB Committees.
- 1.5** The Vice Chair shall perform, in the absence or incapacity of the Chair or when directed by the Chair, the duties of the office of Chair and such other duties as may be delegated by the members of the WDB or the WDB Chair.

Section 2. Secretary

The Secretary shall cause accurate minutes of all meetings of the WDB to be prepared and recorded and to see that all notices are duly given in accordance with the provision of these By-Laws or as required by law. The Secretary shall be responsible for the custody of all WDB records. The Secretary shall, when necessary, attest to the official acts of the WDB and other officers of the WDB and shall cause a register of the post office and or E-mail addresses of each WDB Member to be maintained. The Secretary shall perform such other duties incident to the office of Secretary as from time to time may be requested by the Chair and Vice Chair. The duties of the Secretary may be performed by non WDB staff and may not be elected by the Board and the position allowed to be vacant.

Section 3. Treasurer

The Treasurer shall have charge and custody of, and shall be responsible for, all funds of the WDB and shall act as the primary liaison between the WDB, the Chair and RWI with regard to financial matters. In conjunction with RWI, the Treasurer shall develop or cause to be developed such financial reports as are requested by the WDB to keep the Members informed of all financial matters. The Treasurer shall perform all duties incident to the office and such other duties as may from time to time be assigned to him or her by the Chair and Vice Chair.

Section 4. Other Officers

Additional officers of the WDB may be created upon the recommendation of the Executive Committee and an affirmative vote of two-thirds of the WDB. The positions shall be filled by a majority vote of the members present at a meeting of the WDB.

Section 5. Vacancy

A vacancy in office as a result of death, resignation, removal or any other cause, may be filled by the Executive Committee with the approval of the WDB. Any officer so appointed shall serve for the remainder of the unexpired term of office. In the event of the resignation or death of the Chair, the Vice Chair shall serve as Chair until a new Chair is elected.

Section 6. Compensation

No officer shall receive compensation from the WDB for services performed in his or her official capacity as an officer, but officers shall be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their official duties upon the submission of all appropriate receipts regarding the expenses. Reasonable expenses shall be defined through the use of GSA guidelines. Nothing in this section shall prevent a person from receiving compensation for services rendered to the WDB as an employee or as otherwise engaged by the WDB.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees

1.1 There are hereby established the following standing committees of the WDB:

- Executive Committee
- Finance and Audit Committee
- Youth Committee
- Workforce Innovation and Performance Committee

1.2 Additional standing committees of the WDB may be established upon the recommendation of the Executive Committee and an affirmative vote by two-thirds of the WDB members.

1.3 With the exception of the Executive Finance and Audit Committees, both WDB members and non-members of the WDB may serve on its standing committees.

1.4 With the exception of the Executive, Finance and Audit Committees, WDB members serving on standing committees and the Chairs of those committees

shall be appointed by the WDB Chair and shall serve at the Chair's pleasure. The Chair of each standing committee may also appoint persons who are not WDB members to the membership of the committee. Such persons serve at the pleasure of the respective Committee Chairs.

Section 2. Executive, Finance and Audit Committee

- 2.1** Membership of the Executive, Finance and Audit Committee shall be WDB members and shall consist of the WDB Chair, the WDB Vice Chair, the WDB Secretary, the WDB Treasurer, the Monroe County Executive, the Mayor of the City of Rochester, and two (2) other members of the WDB Board. The latter two (2) positions shall be nominated by the WDB Chair, the WDB Vice Chair, the WDB Secretary, the WDB Treasurer, the Monroe County Executive and the Mayor of the City of Rochester, with final approval by a majority vote of the members in attendance at a duly-held meeting of the WDB.
- 2.2** The Executive Committee of the WDB shall act on behalf of the WDB between meetings and in emergencies. It shall also review the membership of the WDB for composition and attendance on a quarterly basis and shall make recommendations to the Chair.
- 2.3** Substitutes or designees are not permitted for the Executive Committee, except for the Monroe County Executive and the Mayor of the City of Rochester. These substitutes or designees shall have the same powers and authority as the Monroe County Executive and the Mayor of the City of Rochester would have if they were personally present at the Executive Committee meeting, except as otherwise restricted in a writing signed by the Monroe County Executive or the Mayor of the City of Rochester, as applicable.
- 2.4** The Finance and Audit Committee membership shall be the same as the Executive Committee and will be chaired by the Treasurer or a designee of the WDB chair. The Committee reviews the budget prepared by management and reviews audit findings for Board. The Committee reviews any material weaknesses and/or disagreements between the auditor and Management or restriction of access to necessary records during the audit process. The Committee annually reviews the performance of the independent auditor and reports on all of its findings to the full Board. The Committee is comprised solely of independent Board members appointed by the Chair. It is also responsible for oversight of the Conflict of Interest policy implementation.

Section 3. Youth Committee

- 3.1** The Youth Committee shall be chaired by a WDB member appointed by the WDB Chair and both WDB Committee members and non-members of the WDB may serve on the Youth Committee.
- 3.2** The Youth Committee shall serve as an advisory committee to the WDB on matters pertaining to the youth of Monroe County and the development and review of a quality youth service delivering process.

Section 4. Workforce Innovation and Performance Committee

- 4.1** The Workforce Innovation and Performance Committee shall be chaired by a WDB member appointed by the WDB chair and both members and non-members of the WDB may serve on the committee.
- 4.2** The Workforce Innovation and Performance Committee serves as an advisory committee to the WDB and includes members of the Career Center operating and consortium groups and monitors the performance of the delivery system and programs serving employers, jobseekers and individuals with special needs.

Section 5. Ad Hoc Committee

- 5.1** The Chair may appoint ad hoc committees, as deemed necessary, to implement and support activities of the WDB and its standing committees.
- 5.2** Both WDB members and non-members of the WDB may serve on its ad hoc committees. A majority of the members of each ad hoc committee must be members of the WDB.
- 5.3** WDB members serving on ad hoc committees and the Chairs of those committees shall be appointed by the WDB Chair and shall serve at the Chair's pleasure. The Chair of each ad hoc committee may also appoint persons who are not WDB members to the membership of the committee. Such persons serve at the pleasure of the respective Committee Chairs.

Section 6. Committee Meetings

- 6.1** The Executive, Finance and Audit Committee shall normally meet concurrently on a quarterly basis. Additional meetings of the Committees may be called by the Chair of the WDB.
- 6.2** With the exception of the Executive Committee, the committees of the WDB shall meet as often as required to fulfill the responsibilities and perform the duties assigned.

Section 7. Committee Reports

- 7.1** Each committee may normally submit a written report to the WDB or to the Executive Committee prior to each meeting.
- 7.2** Each Committee Chair or representative of the chair shall make a brief verbal report to the WDB at each meeting. Verbal reports should only include highlights of any significant issues contained in the written report.

Section 8. Authority and Actions of Committees

All actions of WDB committees shall be advisory to the WDB, unless the WDB has expressly delegated final authority to a given committee on a given issue or matter. No

committee shall have the authority as to the following matters: the filling of any vacancies in the WDB or any of the committees, the amendment or repeal of the By-laws or the adoption of new By-laws, and the fixing of compensation for being a member or officer of the WDB or for serving on any committee.

ARTICLE VII

CONFLICT OF INTEREST

No member of the WDB, or Committees, a vote on any motion that has a direct or indirect bearing on services to be provided by that member, by any organization that member represents, or has an ownership or compensation arrangement with, or on any matter that would directly or indirectly financially benefit the organization that member represents, or has an ownership or compensation arrangement with. This prohibition includes, but is not limited to, any votes regarding the encumbrance of or de-obligation of funds from any individual or organization. The member must identify any conflict of interest related to such matters prior to discussion and consideration of the matter by the WDB and any such interest must be made a matter of record in the minutes for the WDB. If any member believes a conflict of interest exists, they are permitted to make a motion prior to discussion and consideration of the matter. If an actual conflict of interest exists, the Chair shall direct the affected member(s) to be excused from the room before a vote is cast regarding the matter. Any violation of the rules will result in removal from the WDB. Nothing in this Article shall prohibit a member with an existing conflict of interest from participating in any discussions regarding an existing proposal or other issue properly before the WDB.

ARTICLE VIII

INDEMNIFICATION

The County of Monroe in its *Local Law, Number 1, of 1982* and the City of Rochester in its *Charter, Article 2, Section 2-23* accept responsibility for the indemnification of the Monroe County/Rochester Workforce Development Board member in their official capacity as a WDB member, which indemnification is subject to the provisions and procedures of the applicable indemnification sections and local law.

ARTICLE IX

LIABILITY

The WDB shall purchase Officers and Directors Liability Insurance that protects elected or other appointed members against any cost, liability, or expense arising out of that member's present and past activities in the course of official duties as a WDB member.

ARTICLE X

AMENDMENTS TO THE BY-LAWS

A proposed amendment to the By-laws may be submitted in writing at any regular meeting of the WDB. If such a proposal is submitted in writing, it will be voted upon at the following regular meeting of the WDB. The amendment will be adopted if there is an affirmative vote to adopt by two-thirds of the WDB.

ARTICLE XI

RECORDS MAINTENANCE AND ACCESSIBILITY

The WDB will keep and maintain all files and records, including minutes of WDB meetings, as required by law. The WDB shall also make available to the public, on a regular basis through electronic means and open meetings, information regarding the activities of the local WDB, including information regarding the local plan prior to its submission, and regarding membership, the designation and certification of one-stop operators, and the award of grants or contracts to eligible providers of youth workforce investment activities, and on request, minutes of formal meetings of the WDB.

ARTICLE XII

MISCELLANEOUS

Section 1. Procedure

Except as otherwise authorized by the WDB, all meetings of the WDB and of any committee designated by the WDB shall be conducted in conformity with Roberts Rules of Order, Revised, as amended from time to time.

Section 2. Gender and Number

All nouns and pronouns herein, and any variations thereof, shall be deemed to refer to the masculine, feminine, singular or plural as the identity of the person or persons may require.

Section 3. Headings

All headings contained in the By-laws are inserted only as a convenience and for reference, and not meant to define, limit or extend the intent or meaning of any section hereof.

ARTICLE XIII

EFFECTIVE DATE

These Amended By-laws shall take effect July 1, 2015 and shall remain in effect until amended or repealed in accordance with Article X.