

## BY-LAWS

### HAMPTON ROADS WORKFORCE DEVELOPMENT BOARD

#### Article I Name

The name of the Board is the Hampton Roads Workforce Development Board, hereinafter referenced as the Board.

#### Article II Purpose and Membership

Section 1. Purpose. The purpose of the Board is to work in partnership with the Chief Local Elected Officials of the Cities of Chesapeake, Franklin, Norfolk, Portsmouth, Suffolk and Virginia Beach and the Counties of Isle of Wight and Southampton, collectively referred to as Hampton Roads, to meet the workforce development needs of the region by:

Serving as the regional strategic leader in addressing Workforce Development in Hampton Roads and serving as the Workforce Development Board for the federal Workforce Innovation and Opportunity Act in accordance with the Virginia Workforce Development Board pursuant to Virginia Code §2.2-2472. Hampton Roads Workforce Council will serve as the staff support organization for the Board and be designated the Regional Workforce Development Convener.

Section 2. Membership. The Board shall be composed of a maximum of fifty-one (51) members appointed by the Chief Local Elected Officials and certified by the Governor:

##### Mandatory Members

At least 51% of the members shall be comprised of private sector representatives who represent a broad range of in-demand occupations available in the local labor market. This includes organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality, work relevant training and development in in-demand industry sectors or occupations in the local area.

Not less than 20%, a minimum of two, of the members of the Board, shall be representatives of labor organizations, who have been nominated by local labor federations, and/or representatives from apprenticeship programs. Community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including veterans, persons with disabilities, and “out of school” youth may be included in addition to the aforementioned labor organization representatives.

Additionally, membership shall include:

At least one representative from the Virginia Employment Commission

At least one representative of the Regional Adult Education Program

At least one representative of a school division Career and Technical Education program

At least one representative from a community college

At least one representative from a regional or local economic development entity

At least one representative from the Department of Aging and Rehabilitative Services and/or the Department for the Blind and Visually Impaired

#### Optional Members

Additional Representatives may be appointed who are the chief executive officer, chief operating officer or board member of the entity that they represent, to include:

A representative from a regional planning entity

A representative of eligible providers administering employment and training activities carried out through the U.S. Department of Health & Human Services' Community Services Block Grant.

A representative of eligible providers administering employment and training activities carried out through the U.S. Department of Housing and Urban Development's Community Development Block Grant.

A superintendent of a local public school system

A representative of higher education providing WIOA activities

A representative of a philanthropic organization

Any other individual or representative of an entity as the chief elected officials in the local area may determine to be appropriate.

#### Non-Voting Members

Non-voting members may be appointed by the Board, granted the right to debate, but excluded from the right to vote and make motions on the floor.

Section 3. Nominations and Selection. Hampton Roads Workforce Council, on behalf of the Chief Local Elected Officials, from time to time may contact the appropriate entities in the region for nominations to appoint members and/or to fill vacancies on the Board. Vacancies will be filled in the same manner as original appointments.

Private sector representatives will be selected from among individuals nominated by local business organizations (i.e. Chambers of Commerce, Trade Associations or Economic Development organizations). Individual businesses may also nominate their own representatives or provide nominations of other business representatives to the Chief Local Elected Officials. Private sector

representatives can include owners of businesses, chief executives or operating officers of businesses, and other business executives with significant policymaking or hiring authority, that when possible, represent a broad range of in-demand occupations available in the local labor market.

Local educational entity representatives will be selected from among individuals nominated by regional or local educational agencies, institutions, or organizations representing such local educational entities including local school boards, entities providing vocational education, entities providing secondary adult education and literacy activities, and postsecondary educational institutions (including representatives of community colleges).

Labor representatives will be selected from among individuals nominated by local labor federations or other employee organizations and/or the state AFL-CIO.

For all other members, appropriate groups in the local area will be consulted for possible individuals to serve, such as community-based organizations or economic development entities.

The Greater Peninsula Workforce Board will be asked to nominate a business member from its membership to serve as a non-voting member on the Board. This nomination must be a member of the business community within the localities represented by the Greater Peninsula Workforce Board.

An individual may serve as a representative of more than one membership category so long as adequate justification for his/her expertise in each area is established and so long as he/she meets all the criteria for representation in accordance with WIOA. No matter how many membership categories an individual represents, he/she is only entitled to one vote and may only be counted as a single member of the Board.

Section 4. Terms. Appointments to the Board shall be for three-year terms. Members may be recommended for reappointment to the Board by the Chair of the Board and approved by the Chief Local Elected Officials, subject to Article II Section 3. Initial appointments to the Board were staggered, with one-third of the members having terms of three years; one-third having an initial term of two years; and, one-third having an initial term of one year. Appointments afterwards will be staggered with no more than one-half of the members terms expiring in a given year. Appointments begin on July 1<sup>st</sup> of each year and end on June 30<sup>th</sup>. Individuals serving on the Board who subsequently retire or no longer hold the position that made them eligible board members may not continue to serve on the local Board. The entity affiliated with the vacating board member may nominate a new representative to the Board.

No appointed member shall be eligible to serve more than three (3) successive three-year terms. Appointments to fill vacancies, other than by expiration of a term, shall be for the unexpired terms. Members who are appointed to fill the remainder of a vacant unexpired term shall be eligible to serve two (2) additional three-year terms after the expiration of the remainder of a term, to which a member was appointed to fill a vacancy. A person may not be reappointed to the Board until at least two (2) years from the end of their last term.

Section 5. Compensation. Board members shall not be compensated.

Section 6. Resignations. A Board member may resign by giving written notice to the Chair of the Board. The Chief Local Elected Officials shall be notified regarding board vacancies within 10 days of the notification from the member resignation, removal or death.

Section 7. Removal. The Chief Local Elected Officials may remove a Board member for just cause, conflict of interest or criminal acts, as specified in these By-Laws.

### **Article III Officers and Duties**

Section 1. General. The Officers shall consist of a Chair and Vice Chair, who shall be selected by the Board from among the private sector representatives. Terms shall be for one year, with the ability to serve up to two additional one-year terms. The Finance and Audit Committee Chair shall also serve in the role of Treasurer for the Board.

Section 2. Duties. The Chair shall preside at all Board meetings, enforce the By-Laws and Chair the Executive Committee. The Chair shall also appoint the Chairs, Vice Chairs and members of standing and special or advisory committees. The Vice-Chair shall, during the absence or inability of the Chair, perform the duties of the Chair.

Section 3. Election of Officers. Each year a Nominating Committee, comprised of three members of the Board including the Immediate Past Board Chair shall be appointed by the Chair to propose a slate of officers to be elected. Once the Nominating Committee has proposed a slate of officers, other nominations may be made from the floor during the Board meeting at which the slate is presented. The election will take place at the last Board meeting of each program year.

### **Article IV Meetings of the Board/Fiscal Year**

Section 1. Regular Meetings; Fiscal Year. The Board shall meet regularly and establish a schedule of meetings annually at the beginning of each fiscal year. The Board will meet at least quarterly. The fiscal year is from July 1<sup>st</sup> to June 30<sup>th</sup>.

Section 2. Meeting Notices. Notices of Board meetings will be posted at the offices of the Hampton Roads Workforce Council and on the Hampton Roads Workforce Council website no later than two business days after the notice is provided to the Board. Notices of Board meetings may be transmitted electronically to the Board members.

Section 3. Quorum. One-third of the total number of the voting members of the Board, represented in person or by proxy, shall constitute a quorum.

Section 4. Attendance. Board members are required to attend fifty percent (50%) of all Board meetings each year; otherwise they may be considered to have resigned from the Board and will be replaced. Representatives of Board members are not permitted to attend the Board meetings in an official capacity. The Chair may remove a voting member who does not attend 50% of all Board meetings in writing and a copy of said written removal notice shall be submitted to the President and CEO.

Web based and telephone technology may be used in order to support member participation in Board/Committee meetings. When such technology is used the applicable call-in number and access code will be communicated to members in advance of the meeting date via email and posted to the Hampton Roads Workforce Council website for the public participation. Actions taken by members

who attend meetings remotely, as well as their meeting attendance, will be reflected in the meeting minutes. The use of technology for a specific meeting will be determined by the Board/Committee Chair.

Section 5. Proxy Voting. Proxy voting shall be permitted, in certain circumstances and with prior notification and approval by the Chair, at any meeting of the Board in the event the proxy is in writing and given to the Chair, Vice-Chair, or other designate presiding over the meeting prior to the meeting being called to order.

Section 6. Order of Business. Robert's Rules of Order shall govern Board meetings.

Section 7. Public Participation. All meetings will include a reasonable time for public comment.

Section 8. Freedom of Information Act. The activities and meetings of the Board will be conducted in compliance with the Virginia Freedom of Information Act, as applicable.

## **Article V Committees**

Section 1. Standing Committees. There shall be the following Standing Committees of the Board: Executive Committee; Policy and Strategic Planning Committee; Business and Workforce Services Committee; Youth Services Committee; Communication Committee; and Finance and Audit Committee. The size and composition of the committees shall be determined by the Board Chair. Committee members may include Board members and non-Board members. The Chairs and Vice Chairs of the Standing Committees must be members of the Board, with a majority being Private Sector Members.

Committees serve in an advisory function to the Board and Executive Committee and shall make recommendations to them.

Section 2. Executive Committee. The Executive Committee shall be composed of the Board Chair and Vice-Chair, the Chairs and Vice-Chairs of the Standing Committees, the past Board Chair, the representative of the WIOA grant recipient, the President and CEO of the Hampton Roads Chamber of Commerce, and up to two other Members as determined by the Board Chair. The Board's President and Chief Executive Officer shall serve as a non-voting member of the Executive Committee. The Board Chair and Vice-Chair will serve as Chair and Vice-Chair of the Executive Committee. At least 51% of the members of the Executive Committee shall be composed of private sector representatives.

The Executive Committee shall plan, coordinate and expedite the work of the Board, and may take action, when necessary, between Board meetings. The Executive Committee exercises the authority and power of the Board, to the extent permitted by law.

Section 3. Policy and Strategic Planning Committee. The Policy and Strategic Planning Committee articulates the Board's vision for the region's Workforce Development System, including a coordinated approach to workforce development that establishes connectivity between employers, trainers and employees. It provides for coordination with regional and local Economic Development Plans. The Policy and Strategic Planning Committee, in conjunction with the full board, develops goals

for the workforce system through the local planning process and evaluates organization and community performance related to strategic objectives.

Section 4. Business and Workforce Services Committee. The Business and Workforce Services Committee focuses on the supply and demand side of workforce development. It identifies the needs of Job Seekers and works with partner organizations in developing Memoranda of Understanding to assure coordination and non-duplication of services among workforce development programs and activities in the Hampton Roads region. The Committee actively participates in convening workforce development system stakeholders, brokering relationships, and leveraging support for workforce activities. The Committee serves as the catalyst for engaging other Board Committees and members, in order to address the brokering of new stakeholder or customer relationships and resource leveraging that may be needed to support the continuous improvement of the System. The Committee provides oversight of the performance of training programs and contractors. The Committee makes recommendations regarding funding and service priorities for Board consideration. The Committee provides information and assists with operational and other issues relating to the provision of services to individuals with disabilities, as well as assures training for staff and finding employment opportunities for individuals with disabilities. The Committee oversees the continuous improvement and effectiveness of the Hampton Roads One Stop System and the WIOA services carried out through the One-Stop System.

The Committee also works with business and industry to identify the workforce needs of industry – the basis for a demand-driven system. The Committee oversees the dissemination of labor market information to the business community, appropriate committees and/or audiences. The Committee develops strategies to address short and long-term requirements for skills and technical competencies of existing industries and develops long-term strategies to provide a comprehensive, regional system for occupational advancement, career ladders and worker retraining. The Committee makes recommendations to the Board for funding and program priorities and identifies opportunities for collaboration and leveraging of resources.

Section 5. Youth Services Committee. The Youth Services Committee shall recommend eligible providers of youth activities to the Board to be awarded grants or contracts, on a competitive basis, to carry out the youth activities. Subject to the approval of the Board, the Youth Services Committee shall conduct oversight with respect to the eligible providers of youth activities and coordinate WIOA youth activities and other youth programs in the local area. The Youth Services Committee shall forge partnerships between K-12, higher education and the private sector and shall promote apprenticeship training and technical training. It shall provide a link between workforce training, post-secondary vocational education and tech prep and focus on youth issues.

Section 6. Communication Committee. The Communication Committee oversees the development and implementation of communication activities for the Board. The committee will ensure coordination of communication efforts to share information and resources with job seekers, employers and stakeholders.

Section 7. Finance and Audit Committee. The Finance and Audit Committee is charged with budget oversight and development, audit functions, and personnel administration. The Committee provides input into grant opportunities and works to identify additional funding sources for workforce development. The committee coordinates the federal reporting requirements of the Workforce Innovation and Opportunity Act.

Section 8. Meetings. Committees will establish an annual meeting schedule at the beginning of each fiscal year. The volume of work will determine the frequency of Committee meetings. Notices of Committee meetings will be posted at the offices of the Hampton Roads Workforce Council and on the Hampton Roads Workforce Council website. All Committee meetings will include a reasonable time for public comment.

Section 9. Ad-Hoc Committees. The Chair may establish and appoint persons to Ad-Hoc Committees for special purposes. Ad-Hoc Committees shall be composed of persons who represent the views and interests of the various workforce development stakeholders and who are known to be qualified to perform their duties. The Chair may establish and appoint persons to Ad-Hoc Committees for specific assignments. Ad-Hoc Committees shall have a definite time and duration.

Section 10. Removal of Committee Members. A committee member may be removed for missing more than fifty percent (50%) of scheduled meetings in any program year, disruptive conduct, or other just cause. Such a removal may occur upon a majority vote of the members of the committee at any meeting provided the member under consideration for removal has been given written notice of a possible removal prior to any vote and an opportunity to be heard.

## **Article VI Staffing**

The Board shall provide adequate staff to support the efforts of the Board and the Board's Committees.

## **Article VII Conflict of Interest**

Section 1. Applicability. All members of the Board and Committees serve in the public interest and trust and have an obligation to conduct all matters within their purview in a manner which is consistent with that concept. Decisions made by the Board and Committees are to be based on promoting the best interests of the Hampton Roads Community, the Commonwealth of Virginia and the public good. In serving on the Board and Committees, both voting and non-voting members must understand and adhere to the following policy guidelines.

Section 2. Guidelines. Members of the Board and Committees are subject to the provisions of the State and Local Government Conflict of Interest Act, as applicable.

Members of the Board and Committees must neither cast a vote on, nor participate in any decision-making capacity, on the provision of services by such member (or by an organization that such member directly represents or in which he has a financial interest); nor on any matter which would provide any direct benefit to such member or the immediate family of such member.

Immediate family means (1) a spouse and (2) any other person residing in the same household as the member, who is a dependent of the member or of whom the member is a dependent. Dependent means any person, whether or not related by blood or marriage, who receives from the member, or provides to the member, more than one-half of his financial support.

Any Board or Committee member (or specific entity represented by that member) who participates in the development of contract specifications or standards is prohibited from receiving any direct financial benefit from any resulting contract.

Any Board or Committee member who participates in a Board or Committee decision relating to specific terms of a contract, the determination of specific standards for performance of a contract, the development of Invitations for Bid (IFB) or Requests for Proposals (RFP) or other such bid processes leading to a contract, or any similar decisions, is prohibited from receiving any direct financial benefit from any resulting contract. In addition, no corporation, partnership, sole proprietorship, firm, enterprise, franchise, association, trust, foundation or other entity shall receive a contract if it would create a conflict of interest for the Board or Committee member who participated in this matter.

Any Board or Committee member with a potential or actual conflict of interest must disclose that fact to the Board or Committee as soon as the potential conflict is discovered and, to the extent possible, before the agenda for the meeting involving the matter at issue is prepared. If it should be determined during a meeting that a conflict of interest exists, the member must verbally declare such conflict of interest, such declaration must be clearly noted in the minutes, and such member must recuse himself for the remainder of the discussion and voting on that item. Each Board and Committee member is responsible for determining whether any potential or actual conflict of interest exists or arises during their tenure on the Board or Committee.

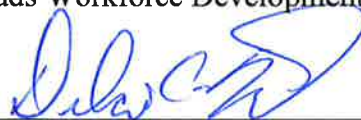
Board or Committee members who are also One-Stop Center operators shall not serve on any committees that deal with oversight of the One-Stop System or allocation of resources that would potentially be allocated to that member's program.

Board members shall file a Statement of Economic Interest as a condition of assuming membership, and they shall do so annually while serving as a member of Board.

**Article VIII  
Amendments**

These By-laws may be amended by vote of the majority of the members of the Board present at any Board meeting. Written notice of such amendment, including the proposed change(s), must have been sent to the Board members at least seven (7) days prior to such meeting.

These Bylaws were duly adopted by the Hampton Roads Workforce Development Board on the 12<sup>th</sup> day of June 2019.

  
\_\_\_\_\_  
Board Chair