

EAST TENNESSEE LOCAL WORKFORCE
DEVELOPMENT BOARD

BY LAWS

ARTICLE I
Name & Establishment

§ **1.1 Name:** This body shall be known as East Tennessee Local Workforce Development Board for East Tennessee Local Workforce Development Area; hereinafter referred to as "the Board". The Board is established in accordance with Workforce Innovation and Opportunity Act of 2014 (WIOA), Section 107.

ARTICLE II
Location

§ **2.1 Location:** The principal office of the Board shall be located at 9111 Cross Park Drive, Ste. D-100, Knoxville, Tennessee, 37923.

ARTICLE III
Mission and Purpose

§ **3.1 Mission and Purpose of the Board:** The purpose of this body is to provide policy guidance and exercise oversight with respect to activities under the Workforce Innovation and Opportunity Act of 2014 (WIOA) (or subsequent federal law) in partnership with the units of local government for the ETLWDA. This Board supports WIOA activities that develop a quality workforce system to meet the needs of area employers and job seekers, so that the sixteen (16) county East Tennessee workforce development region is an area where business and industry thrive based on the availability of a skilled workforce and a robust talent pipeline, and where increasing wealth fuels prosperous communities and a high quality of life.

In furtherance of such purposes, the Board intends to operate in the Local Workforce Development Area, established by the Governor of the State of Tennessee, encompassing Anderson, Blount, Campbell, Claiborne, Cocke, Grainer, Hamblen, Jefferson, Knox, Loudon, Monroe, Morgan, Roane, Scott, Sevier, and Union counties of Tennessee.

ARTICLE IV
Functions of Local Board

§ **4.1 Consistent with WIOA section 108, in partnership with the Chief Local Elected Official (CLEO) and Local Elected officials (LEOs), the following roles and responsibilities of the functions of the local board shall include the following:**

- (1) LOCAL PLAN - Develop and submit a Strategic Plan in partnership with the CLEO and LEOs (as defined in 29 - 29 USC 3123) within the ETLWDA for submission to the Governor of the State of Tennessee. If the local area is part of a planning region that includes other local areas, the Board shall collaborate with the other local boards and its/their CLEO(s) in preparation of a regional plan as described in section 106(c)(2);
- (2) WORKFORCE RESEARCH AND REGIONAL LABOR MARKET ANALYSIS - In order to assist in the development and implementation of the local plan, the Board shall:
 - A. carry out analyses of the economic conditions in the region, the needed knowledge and skills for the region, the workforce in the region, and workforce development activities (including education and training), and update regularly such information; and

- B. assist the Governor in developing the statewide workforce and labor market information system described in section 15(e) of the Wagner-Peyser Act, specifically in the collection, analysis, and utilization of workforce and labor market information; and
 - C. conduct other research, data collection, and analysis related to the workforce needs of the regional economy after receiving input from a wide array of stakeholders and sources.
- (3) CONVENING, BROKERING, LEVERAGING - The Board shall convene local workforce development system stakeholders to assist in the development of the local plan and in identifying non- Federal expertise and resources.
- (4) EMPLOYER ENGAGEMENT - The Board shall lead efforts to engage with a diverse range of employers in order to
 - A. promote business representation (particularly representatives with optimal policymaking or hiring authority from employers whose employment opportunities reflect existing and emerging employment opportunities in the region) on the Board;
 - B. develop effective linkages with employers in the region to support employer utilization of the local workforce development system and to support local workforce investment activities;
 - C. ensure that workforce development activities meet the needs of employers and support economic growth in the region, by enhancing communication, coordination, and collaboration among employers, economic development entities, and service providers; and
 - D. develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers (such as the establishment of industry and sector partnerships.
- (5) CAREER PATHWAYS DEVELOPMENT - The Board, with representatives of secondary and postsecondary education programs, shall lead 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.
- (6) PROVEN AND PROMISING PRACTICES - The Board shall lead efforts to:
 - A. identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers, and jobseekers (including individuals with barriers to employment) in the local workforce development system, including providing physical and programmatic accessibility, in accordance with section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.), to the one-stop delivery system; and
 - B. identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs.
- (7) TECHNOLOGY - The local board shall develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and jobseekers, in order to
 - A. facilitate connections among the intake and case management information systems of the one stop partner programs to support a comprehensive workforce development system in the local area;
 - B. facilitate access to services provided through the one-stop delivery system involved, including facilitating the access in remote areas;
 - C. identify strategies for better meeting the needs of individuals with barriers to employment, including strategies that augment traditional service delivery, and increase access to services and programs of the one-stop delivery system, such as improving digital literacy skills; and
 - D. leverage resources and capacity within the local workforce development system, including resources and capacity for services for individuals with barriers to employment.
- (8) PROGRAM OVERSIGHT. -The local board, in partnership with the chief elected official for the local area, shall-
 - A. (i) conduct oversight for local youth workforce investment activities authorized under section

129(c), local employment and training activities authorized under subsections (c) and (d) of section 134,

and the one-stop delivery system in the local area;

(ii) ensure the appropriate use and management of the funds provided under subtitle B for the activities and system described in clause (i); and

B. for workforce development activities, ensure the appropriate use, management, and investment of funds to maximize performance outcomes under section 116.

(9) NEGOTIATION OF LOCAL PERFORMANCE ACCOUNTABILITY MEASURES. -The local board, the CLEO, and the Governor, or appropriate designee, shall negotiate and reach agreement on local performance accountability measures as described in section 116(c).

(10) SELECTION OF OPERATORS AND PROVIDERS. -

A. SELECTION OF ONE-STOP OPERATORS. - Consistent with section 121(d), the local board, with the agreement of the CLEO for the local area-

(i) shall designate or certify one-stop operators as described in section 121(d)(2)(A); and

(ii) may terminate for cause the eligibility of such operators.

B. SELECTION OF YOUTH PROVIDERS. - Consistent with section-123, the local board-

(i) shall identify eligible providers of youth workforce investment activities in the local area by awarding grants or contracts on a competitive basis (except as provided in section 123(b)), and

(ii) may terminate for cause the eligibility of such providers.

C. IDENTIFICATION OF ELIGIBLE PROVIDERS OF TRAINING SERVICES. - Consistent with section 122, the local board shall identify eligible providers of training services in the local area.

D. IDENTIFICATION OF ELIGIBLE PROVIDERS OF CAREER SERVICES. - If the one-stop operator does not provide, or is not selected to provide, career services described in section 134(c)(2) in a local area, the local board shall identify eligible providers of those career services in the local area by awarding contracts.

E. CONSUMER CHOICE REQUIREMENTS. - Consistent with section 122 and paragraphs (2) and (3) of section 134(c), the local board shall work with the State to ensure there are sufficient numbers and types of providers of career services and training services (including eligible providers with expertise in assisting individuals with disabilities and eligible providers with expertise in assisting adults in need of adult education and literacy activities) serving the local area and providing the services involved in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities.

(11) COORDINATION WITH EDUCATION PROVIDERS. -

A. IN GENERAL.-The local board shall coordinate activities with education and training providers in the local area, including providers of workforce investment activities, providers of adult education and literacy activities under WIOA Title II, providers of career and technical education (as defined in section 3 of the Carl D. Perkins Career and Technical Education Act of 2006 (20 U.S.C. 2302)) and local agencies administering plans under Title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741).

B. APPLICATIONS AND AGREEMENTS. - The coordination described in subparagraph (A) shall include-

(i) consistent with section 232-

. reviewing the applications to provide adult education and literacy activities under title II for the local area, submitted under such section to the eligible agency by eligible providers, to determine whether such applications are consistent with the local plan; and

II. making recommendations to the eligible agency to promote alignment with such plan; and

(ii) replicating cooperative agreements in accordance with subparagraph (B) of section

101(a)(i1) of the Rehabilitation Act of 1973 (29 U.S.C. 721(a)(i1)), and implementing cooperative agreements

in accordance with that section with the local agencies administering plans under title I of that Act (29 U.S.C. 720 et seq.) (other than section 112 or part C of that title (29 U.S.C. 732, 741) and subject to section 121(f)), with respect to efforts that will enhance the provision of services to individuals with disabilities and other individuals, such as cross training of staff, technical assistance, use and sharing of information, cooperative efforts with employers, and other efforts at cooperation, collaboration, and coordination.

- C. COOPERATIVE AGREEMENT. -In this paragraph, the term "cooperative agreement" means an agreement entered into by a State designated agency or State designated unit under subparagraph (A) of section 101(a) (l 1) of the Rehabilitation Act of 1973.

(12) BUDGET AND ADMINISTRATION. -

- A. BUDGET. - The local board shall develop a budget for the activities of the local board in the local area, consistent with the local plan and the duties of the local board under this section, subject to the approval of the CLEO. Said budget shall be submitted to the TDLWD, Workforce Services Division annually.

- B. ADMINISTRATION-

- (i) GRANT RECIPIENT-

- I. IN GENERAL-The CLEO in a local area shall serve as the local grant recipient for, and the LEOs of the respective counties shall be liable on a *pro rata* basis for any misuse of grant funds allocated to the local area and/or county under sections 128 and 133, unless the chief elected official reaches an agreement with the Governor for the Governor to act as the local grant recipient and bear such liability.

- II. DESIGNATION. - In order to assist in administration of the grant funds, the CLEO or the Governor, where the Governor serves as the local grant recipient for a local area, may designate an entity to serve as a local grant sub-recipient for such funds or as a local fiscal agent. Such designation shall not relieve the CLEO or the LEOs or the Governor of the liability for any misuse of grant funds as described in sub-clause (I)

- III. DISBURSAL-The local grant recipient or an entity designated under sub-clause II shall disburse the grant funds for workforce investment activities at the direction of the local board, pursuant to the requirements of this title. The local grant recipient or entity designated under sub-clause (II) shall disburse the funds immediately on receiving such direction from the local board.

- (i) GRANTS AND DONATIONS. - The local board may solicit and accept grants and donations from sources other than Federal funds made available under this Act.

- (ii) TAX-EXEMPT STATUS. - For purposes of carrying out duties under this Act, local boards may incorporate, and may operate as entities described in section 501(c)(3) of the Internal Revenue Code of 1986 that are exempt from taxation under section 501(a) of such Code.

(13) ACCESSIBILITY FOR INDIVIDUALS WITH DISABILITIES. - The local board shall annually assess the physical and programmatic accessibility of all American Job Centers, in accordance with section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.).

Note: Except as provided in sec. 107(g)(l)(B), pursuant to a request from the local board, the Governor may grant a written waiver of training prohibition, no local board may provide training services.

Other LWDB roles and responsibilities include:

- (a) Create an annual report that must be submitted to the State Office as per guidelines established by the TDLWD;

- (b) Promote American Job Center programs and activities;
- (c) Assist the State Office in developing the statewide employment statistics system under the Wagner Peyser Act;
- (d) Coordinate economic development strategies and establish employer linkages with workforce development activities;
- (e) Carry out regional planning responsibilities as required by the TDLWD; and
- (f) Conduct business in an open manner by making available to the public information about the activities of the LWDB, including the local Strategic Plan before submission, membership, designation of the local Workforce System Operator, the awards of grants or contracts, and minutes of LWDB meetings.

ARTICLE V

Membership and Committees

§ 5.1 Membership: The Board shall be established and certified by the Governor of the State to carry out the functions described in Article IV (and any functions specified for the local board under WIOA.) The LEOs in ETLWDA are authorized to nominate the members of the Board in accordance with the State criteria. The authority to appoint members to the LWDB lies solely with the CLEO.

The number of members of the Board shall be not less than the minimum number required under the Act as set forth in the Workforce Innovation and Opportunity Act of 2014, as amended from time to time. The number of members may be increased or decreased from time to time by the Chief Local Elected Official, in consultation with Local Elected Officials of the counties within the ETLWDA, but no decrease shall have the effect of shortening the term of an incumbent officer or member or reducing the number of members below the minimum number required under the Act.

The CLEO of the LWDA shall appoint the members of the Board in accordance with the criteria established by the Governor of the State of Tennessee as described in Workforce Services Policy # 16-11 - Local Governance, as amended from time to time.

A majority of the members of the local board shall be representatives of the private sector as described in paragraph (2)(A) in the WIOA, Section 107. The local elected officials within the ETLWDA may execute an agreement that specifies the respective roles of the individual local elected officials (a) in the appointment of the members in accordance with the criteria established as provided below; and (b) in carrying out any other responsibilities assigned to such officials under the Workforce Innovation and Opportunity Act of 2014.

As ex-officio members of the Board, the chief elected officials have all rights and privileges stated within these by-laws.

- (1) STATE CRITERIA: The Governor, in partnership with the State board, shall establish criteria for use by chief elected officials in ETLWDA or appointment of members of the Board in accordance with the requirements of paragraph (2). Further, in accordance with *Workforce Services Guidance - Local Workforce Development Board Member Nomination Process*, nominations shall be solicited by the Chief Local Elected Official from entities of business, government or community development. The nominator shall be of a management capacity representing business, labor, education and economic community development. The staff to the LWDB, fiscal agent staff, staff employed by One-Stop Operators, and contracted service providers are prohibited from either nominating member(s) to the board or serving on the board to avoid conflicts of interest.

(2) **COMPOSITION.** - Such criteria shall require that, at a minimum-

- A. Representatives of Business** - a minimum of 51% of the members of each local board shall be representatives of business in the local area, who--
 - (i) are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
 - (ii) represent businesses, including small businesses or 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; and
 - (iii) are appointed from among individuals nominated by local business organizations and business trade associations;

- B. Labor Organization Representatives** – A minimum of 20% of the membership shall be representatives of the workforce within the local area, who-
 - (i) shall include representatives of labor organizations nominated by local labor federations in local areas where employers are represented by labor organizations, or (for a local area in which no employees are represented by such organizations) other representatives of employees;
 - (ii) shall include a representative, who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists;
 - (iii) may include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and
 - (iv) may include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of WIOA eligible youth, including representatives of organizations that serve out of school youth;

- C. Representatives of Education & Training** - each local board shall include representatives of entities administering education and training activities in the local area, who--
 - (i) shall include a representative of eligible providers administering adult education and literacy activities under WIOA title II;
 - (ii) shall include a representative of institutions of higher education providing workforce investment activities (including community colleges);
 - (iii) may include representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment;

- D. Representatives of Government, Economic and Community Development** - each local board shall include representatives of governmental and economic and community development entities serving the local area, who--
 - (i) shall include a representative of economic and community development entities;
 - (ii) shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area;
 - (iii) shall include an appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741), serving the local area;
 - (iv) may include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and
 - (v) may include representatives of philanthropic organizations serving the local area; and

- E. Discretionary Representatives** - each local board may include such other individuals or

representatives of entities as the CLEO may determine to be appropriate.

- (3) **AUTHORITY OF BOARD MEMBERS.** - Members of the board that represent organizations, agencies, or other entities shall be individuals with optimum policymaking authority within the organizations, agencies, or entities. The members of the board shall represent diverse geographic areas and demographic make-up, in accordance with the most recent US Census, within the local area, as much as possible.
- (4) **SPECIAL RULE.** - If there are multiple eligible providers serving the local area by administering adult education and literacy activities under title II, or multiple institutions of higher education serving the local area by providing workforce investment activities, each representative on the local board described in clause (i) or (ii) of paragraph (2)(C), respectively, shall be appointed from among individuals nominated by local providers representing such providers or institutions, respectively.

§ 5.2 Standing Committees: The Board, in accordance with WIOA Section 107(b)(4)(A), may designate and direct the activities of standing committees to provide information and to assist the Board in carrying out activities authorized in this section. Such standing committees shall have a Chair and Vice Chair who is a member of the Board representing private business; may include other members of the Board; and shall include other individuals appointed by the Board who are not members and who are determined to have appropriate experience and expertise. At a minimum, the Board may designate each of the following:

- (1) The Operations and Oversight Committee will provide information and assist with operational and oversight and other issues including, but not limited to,
 - Continuous improvement of ETLWDA programs and activities
 - Monitoring functions of the Board
 - Coordination of Board policies and provision of WIOA services
 - Performance reporting
 - Identification and implementation of career pathway and sector strategies
 - Operations of the One-Stop Operator and Career Service Provider(s)
 - Development, maintenance, and modification of the Local Plan
 - Oversight of the fiscal plan for workforce development service delivery network
 - Oversight of the Business Services Team
 - Development and publication of the annual review of the workforce development service delivery network
- (2) The Youth Committee will assist with operational and other issues including, but not limited to,
 - Oversee WIOA Youth Program initiatives
 - Work-based learning development and delivery
 - Determine fiscal allocations between Out of School and in School WIOA budgets
 - Oversee eligible youth providers in addition to other oversight responsibilities
 - Identify ways to leverage resources with community partners engaged in youth outreach & development
 - Provide ongoing leadership and support for continuous quality improvement
 - Provide a mechanism for youth leadership, advocacy, and youth workforce development
- (3) The Executive Committee shall have the authority to act on behalf of the Board between its business meetings, make recommendations to the Board, and such other duties as specified in these By-laws. The Executive Committee shall be subject to the order of the Board, and none of its acts shall conflict with these By-laws or stated policies of the Board. The Executive Committee will be made up of the chairpersons of each of the aforementioned standing committees, the Vice-Chair of the Board, the Secretary, and the Board Chair. This committee will be instrumental in performing the following functions

of the Board as outlined in Section 4.1 Development of the Local Strategic Plan:

- Workforce research and regional labor market analysis; Convening, brokering, and leveraging stakeholder;
- Approval of providers for Eligible Training Provider List; Negotiation of local performance accountability measures;
- Budget and administration;
- Guidance in establishment and approval of Agreements/Memoranda of Understanding with local, regional, and state partners;
- Creation of committee work groups as needed;

In keeping with the requirements for the Accessibility function of the Board outlined in Section 4.1 (13), this committee shall annually assess the physical and programmatic accessibility of all one stop centers in the local area, in accordance with section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.).

- (4) When deemed necessary or appropriate, the chairperson of the Board shall have the authority to appoint temporary or ad hoc committees, including the chairperson of said committee, for the purpose of special projects.

§ 5.2.1 Members of Standing Committees not appointed to the Board may attend all meetings of the Board but shall not have voting rights. Standing Committee members shall serve at the pleasure of the Board and shall advise and counsel the Board on appropriate matters.

§ 5.3 Terms: The terms of members of the Board shall be staggered so all terms do not expire at the same time. Members in good standing will automatically renew for subsequent terms until the Board member properly notifies the Chairperson of the Board of the intent to no longer serve.

§ 5.4 Board Vacancy: Any vacancy occurring on the Board will be filled in the period between the date of resignation and the date of the second subsequent meeting, not to exceed two full quarters. This includes vacancies created by the removal of members for cause. LWDB members replacing out-going individuals at mid-term will serve the remainder of the out-going member term.

§ 5.5 Removal: Any member of the Board will be removed for cause by the CLEO, if any of the following occurs: (a) documented violation of conflict of interest; (b) failure or refusal to work cooperatively with the Board and to abide by the By-Laws as stated in 5.4; (c) absence from three consecutive meetings as stated in 5.5.1; (d) documented proof of fraud and/or abuse and (e) failure to meet board member representation requirements defined in WIOA; (f) other causes as determined by the Board. Removal of a member shall also constitute removal as an officer of the Board and as a member of all committees of the Board. Intent to remove a member must be stated in the call of the meeting and be provided to all voting members at least five (5) days prior to the meeting.

§ 5.5.1 Any board member missing three consecutive meetings may be replaced at the sole discretion of the LEO from the county represented.

§ 5.5. 2 A member who has a change of employment that results in a change of membership classification must resign or be removed by the Chief Local Elected Officials immediately as a representative of that entity. Documentation of Board member violation and subsequent removal will be maintained by the ETLWDA in the form of attendance logs, conflict of interest forms and other documentation deemed necessary. A Board member subject to removal may appeal by submitting a letter in writing within 30 days of notice of removal to the CEOs stating reasons to remain as an active member of the Board. A committee of LEOs will review the appeal and make a decision prior to the next scheduled date of the Board.

§ 5.6 **Resignation:** A member may resign his or her membership at any time by tendering his or her resignation in writing to the Chairperson, or in the case of the resignation of the Chairperson, to the Vice Chairperson or the LEO of his/or her respective county. A resignation shall become effective upon the date specified in this notice or, if no date is specified, upon receipt of the resignation by the Board.

ARTICLE VI
Officers

§ 6.1 **Board Officers:** There shall be a Chairperson, a Vice-Chairperson and a Secretary of the Board, each of whom shall be elected in accordance with the provisions of this article (§ 6.2). In accordance with WIOA sec. 107(3)(A), the Chair and thus the Vice-Chair shall be representatives of business in the local area. The Board may also elect such other assistant officers as the Board may from time to time deem necessary or appropriate. Any two or more offices may be held by the same person, except for those of the offices of Chairperson, Vice-Chairperson, and Secretary.

§ 6.2 **Election and Term of Office:** The officers of the Board shall be elected every two years by the Board members, during the designated annual meeting or any board meeting during the first year of certification by the Governor. Each officer shall hold office for a term of two (2) years. An officer may succeed himself or herself in the office.

§ 6.3 **Board Chairperson:** The Chairperson of the Board shall

- (1) be elected from among the members of the Board;
- (2) be a representative of the private sector;
- (3) be designated as the Chairperson of the Board and shall in general be primarily responsible for the management of the programmatic affairs of the Board and for implementing the policies and directives of the Board;
- (4) preside at all meetings of the Board and the Executive Committee; and
- (5) have authority to sign, with the Vice-Chairperson, Secretary or any other proper officer thereunto authorized by the Board, contracts, proposals, plans, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these By-laws to some other officer or agent of the Board, or shall be required by law to be otherwise signed or executed. Each chairperson shall hold office until his or her term has expired and his or her successor shall have been elected and qualified, or until his or her resignation, removal from office, or death. A chairperson may succeed himself or herself.

§ 6.4 **Vice-Chairperson:** The Vice-Chairperson shall

- (1) be elected from among the members of the Board;
- (2) be a representative of the private sector;
- (3) preside at all meetings of the Board during the absence or disability of the Chairperson of the Board;
- (4) be primarily responsible for the general management of the business of the Board and for implementing the policies and directives of the Board in the absence or disability of the Chairperson of the Board;
- (5) have authority to sign, with the Secretary or any other proper officer thereunto authorized by the Board, contracts, proposals, plans, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these By laws to some other officer or agent of the Board, or shall be required by law to be otherwise signed or executed; and
- (6) perform such other duties as from time to time may be assigned by the Chairperson of the Board.

§ 6.5 **Secretary:** The Secretary shall perform the following functions or shall oversee staff to the Board to

- (1) Maintain the minutes of the proceedings of the Board;

- (2) Ensure that all notices are duly given in accordance with the provisions of these By-laws;
- (3) Keep a register of the mailing address and electronic addresses of each member of the Board, as furnished to the Secretary by each member; and
- (4) In general, perform all duties pertinent to the office of Secretary and such other duties as may from time to time be assigned by the Chairperson of the Board.

§ 6.6 Vacancies: A vacancy in any office, as a result of death, resignation, removal, disqualifications, or otherwise, may be filled by the affirmative vote of a majority of the Board at a meeting, at which a quorum is present, for the unexpired portion of the term of his or her predecessor, and until the next election of officers at the annual meeting of the Board.

§ 6.7 Recall of Officers: Pursuant to Section 5.4 of these By-Laws the Board may by a two-thirds (2/3) vote at a meeting, at which a quorum is present, remove any officer when, in its judgment, the best interest of the Board will be served thereby. Intent to recall or remove an officer must be stated in the call of the meeting with notice provided to the officer to be removed and all other voting members at least five (5) days prior to the meeting.

§ 6.8 Resignation: An officer may resign his or her office at any time by tendering his or her resignation in writing to the Chairperson or, in the case of the resignation of the Chairperson, to the Vice-Chairperson, or Secretary. A resignation shall become effective upon the date specified in this notice, or if no date is specified, upon receipt of the resignation by the Board. An officer may resign his or her position as an officer of the board but retain his or her position as a member of the board.

ARTICLE VII Meetings

§ 7.1 Regular and Annual meetings: The Board shall meet at least quarterly for the purpose of transacting business according to the current workforce development needs. There will be one meeting designated as the annual meeting for the purpose of receiving annual reports from the Administrative Entity, electing officers of the Board and transacting any other Board business. The Chairperson shall fix the time and place and provide notice to all voting members prior to the meeting. The notice shall state the location or means of communication for the meeting, in addition to the time and date. The local board shall make available to the public, through electronic means and print media, notice of upcoming open meetings.

§ 7.2 Special or Called Meetings: Special meetings of the Board may be called by the CLEO or the Chairperson, or an officer of the Board acting on behalf and at the request of the Chairperson. Special meetings may also be called at the written request of five members of the Board. Special or called meetings may be held under certain circumstances where a pertinent issue needs to come before the Board prior to the next scheduled meeting. This meeting can take place by means of conference telephone or electronic communications, wherein all Board members have access to the discussion and vote of all participating members. The purpose of the meeting shall be stated in the notice and no other business shall be transacted at the meeting. The Chairperson shall fix the time and place and provide notice to all voting members at least five (5) business days prior to the meeting. The notice shall state the location or means of communication for the meeting, in addition to the time and date. The local board shall make available to the public, through electronic means and print media, notice of upcoming open meetings.

§ 7.3 Quorums: One-third (1/3) of the voting members of the Board will constitute a quorum for the

transaction of business at any meeting thereof. Action of the Board must be authorized by the affirmative vote of a majority of all voting members present at a meeting at which a quorum is present.

§ 7.4 Participation in Meetings: Each regular Board member, shall be entitled to one (1) vote on any matter properly submitted for a vote to the Board. The affirmative vote of a majority of the members present at a meeting, at which a quorum is present, shall be an act of the Board, except as may otherwise be specifically provided by law, by the Charter, or by these By-laws. Members of the Board absent from any meeting shall be permitted to vote at such a meeting by written proxies. The members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or of such committee, by means of conference telephone or videoconferencing or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The members shall be furnished a copy of the minutes of the meetings of the Board within 15 days of the scheduled Board meeting.

§ 7.5 Open Meeting Requirement: All meetings and actions of the Board must comply with the Tennessee Open Meeting Act, Tenn. Code Ann. 8-44-101 *et seq*, along with WIOA Section 107(d), 20CFR 679.390, 20CRF 679.550(b)(5) and Tenn. Code Ann. 10-7-503(a)(2)(A)(B). The following local policy is set forth:

- Notice of the ETLWDB meetings, including location, date, and time, will be posted on the Board's website and social media page, sent to area newspapers as a public service announcement, and be emailed to Board Members and Local Elected Officials for distribution seven (7) days prior to the meeting.
- Board meetings will be conducted in an open manner, available to the public.
- Arrangements will be made upon request for all individuals, including those with disabilities to have physical and electronic access to Board meetings, including appropriate accommodations.
- Minutes of Board meetings will be made available to the public upon request and also available on its website within fifteen (15) business days of the Board's approval of the meeting minutes. Only the formal minutes will be posted on the website; no attachments of presentations at the board meeting will be posted unless the Local Board believes that these attachments are necessary.

§ 7.6 Presumption of Assent: A member of the Board who is present at a meeting of the Board at which action on any Board matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such a right to dissent shall not apply to a member who voted in favor of such action.

§ 7.7 Expenses and Compensation: No member shall be entitled to receive compensation for services rendered to the Board, as a member of the Board or as a member of any committee thereof. However, upon prior approval by the Board, a member may be paid for reasonable expenses incurred by the member, which directly related to the affairs of the Board upon proper substantiation of such expenses. No such payments shall preclude any member from serving the Board in any other capacity and receiving compensation, therefore.

§ 7.8 Vote by Proxy: Any member of the Board may proxy to another sitting board member by completing and filing the Member Proxy Form. Duly executed proxies must be filed with the Board Chairperson prior to the commencement of the board meeting in which the board member is to be absent. The board

member accepting such proxy must be in good standing with the ETLWDB. Any Board member may proxy to another Board member once per year. Such proxies shall be considered valid votes in matters considered by the Board and shall constitute member participation in absentia.

ARTICLE VIII

Staff to the Board

§ **8.1 Staff:** In general, the Board and/or the administrative entity/fiscal agent may hire a director and other staff to assist in carrying out the functions described in WIOA sec. 107, subsection (d) using funds available under sections 128(b) and 133(b) as described in section 128(b)(4). The administrative entity is authorized to appoint additional staff to carry out the functions of the Board and Fiscal Agent.

§ **8.2 Qualifications:** The Board and/or the administrative entity/fiscal agent shall establish and apply a set of objective qualifications for the position of director that ensures the individual selected has the requisite knowledge, skills, and abilities to meet identified benchmarks and to assist in effectively carrying out the functions of the local board.

§ **8.3 Limitation on Rate:** The director and staff described in paragraph (1) shall be subject to the limitations on the payment of salaries and bonuses described in section 194(15).

ARTICLE IX

Amendment of the By-Laws

§ **9.1 Amendment of By-Laws:** These By-Laws may be altered, amended, or repealed, upon the affirmative two-thirds (2/3) vote of the voting members of the Board at any regular meeting at which a quorum is present, provided that the amendment has been submitted to the voting members of the Board in writing two weeks prior to the meeting at which the vote on the amendment(s) is to be taken.

ARTICLE X

Conflict of Interest

§ **10.1 Conflict of Interest:** Board members and members of Standing Committees shall adhere to the following in regard to conflict of interest- WIOA Sec. 102 (b)(2)(E)(i) and Sec. 107 (h)(1)(2). A Board member may not vote on or participate in any decision-making regarding any matter that would provide direct financial benefit to the member, the members' immediate family, or any organization the member is or a member represents, or on matters of the provision of services by the member or the entity the member represents.

- (1) Board members shall avoid even the appearance of a conflict of interest. Prior to taking office, Board members must provide to the Board Chair a written declaration of all substantial business interests or relations they, or their immediate families, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from the Board. Such declarations shall be updated annually or within 30 days of changes in business to reflect any changes in such business interests or relationships. The Board shall appoint an individual to timely review the disclosure information and advise the Local Board Chair and appropriate members of potential conflicts. Board members shall recuse themselves from official board duties if they are involved in a conflict of interest.
- (2) Prior to a discussion, vote, or decision on any matter before the Board, if a member, or a person in

the immediate family of such member, has a substantial interest in or relations to a business entity, organization, or property that would be affected by any official Board action, the member shall disclose the nature and extent of the interest or relationship and shall abstain from discussion and voting on or in any other way participate in the decision on the matter. Board members shall seek the Board's opinion if there are doubts whether specific situations involve a conflict of interest. All abstentions shall be recorded in the minutes of the Board meeting and be maintained as part of the official record.

- (3) It is the responsibility of the Board to monitor the potential conflict of interest and bring it to the Board's attention in the event the member does not make a self-declaration.
- (4) The Board shall ensure that the Board, its members or its employees, do not directly control the daily activities of its workforce service providers, its workforce system partners, or its contractors.
- (5) Board members or their organizations may receive services as a customer of a local workforce service provider.
- (6) Board members shall not accept bribes, kickbacks or any gift, rebate, money, or anything of value whatsoever, or any promise, obligation, or contract for future reward, compensation, property, or item of value, including intellectual property, for the purpose or result of causing detriment to another and/or bringing about some benefit to oneself or others.
- (7) The Board shall select or designate an organization to perform duties related to WIOA such as developing a written agreement with the Board and Local Elected Official, which shall clarify how the organization will carry out its multiple responsibilities while demonstrating compliance with WIOA, corresponding regulations, relevant Office Management and Budget circulars, and with the Workforce Services Policy - WIOA (Conflict of Interest Policy), minimize fiscal risk, and develop appropriate steps within the single entity performing multiple functions.
- (8) The Board shall also ensure training concerning internal conflicts of interest for any entities directly involved with making assessments and determining the eligibility of participants. Documentation of training must be maintained and made available for review and audit purposes.

ARTICLE XI Compliance with Law

§ 11.1 **Compliance with Law:** The Board acknowledges that in execution of its business, the Board shall:

- (1) Comply with all applicable Tennessee statutes and regulations including, but not limited to, the governing procurement standards or regulations for the LWDA, Sunshine Law, and the State Travel Regulations;
- (2) Comply with Workforce Innovation and Opportunity Act of 2014 (WIOA) and other appropriate regulations, as well as policies and directives from the Tennessee Department of Labor and Workforce Development and the State Workforce Board.

ARTICLE XII Rules of Order

§ 12.1 **Rules of Order:** The Board will adhere to Robert's Rules of Order; Revised. In the Event any provision of these By-Laws conflict with Robert's Rules of Order; Revised, the provisions of these By-Laws shall govern.

Approved by the East Tennessee Workforce Development Board this 12th day of March 2024. These By-laws shall be in effect through 31 March 2026.