

Green Country Workforce Development Board Bylaws

Area Board of Local Elected Officials Approved: 03/08/2022

Article I. Name of Organization

The name of this organization, which is established pursuant to the Workforce Innovation and Opportunity Act of 2014 § 107 (WIOA), to carry out and administer workforce related programs as determined by the Board of Directors is the Green Country Workforce Development Board, Inc., hereinafter referred to as the Board. The Board of Directors is governed by the Bylaws as established as a non-for-profit corporation under 501 (c) 3.

Article II. Authority

The Board is established under the authority of WIOA and agreed to by the Green Country Workforce Area Local Elected Officials (LEOs).

Article III. Purpose

Section III.1 WIOA

WIOA provides that the purpose of a Local Workforce Development Board is to set policy, oversee the workforce development system, coordinate resources, and convene partners and employers for the local portion of the statewide workforce development system. The Bylaws define, control, and set the basic principles and manner by which the Board will operate.

The Green Country Workforce Development Board shall consider and, if advisable, apply for grants and/or implement other programs that may enhance its overall goal of increasing employment and employment possibilities within its service delivery area. In doing so, the Board may enter strategic partnerships with other agencies and entities to achieve such goals in an effective manner.

Section III.2 Vision

Growing economic prosperity for the region covering the counties of Adair, Cherokee, Creek, McIntosh, Muskogee, Okmulgee, Osage, Pawnee, Sequoyah, Tulsa, and Wagoner, by being the primary source that connects employers and job seekers.

Section III.3 Mission

Green Country Workforce Development Board fuels economic development by creating relationships that benefit employers and job seekers by placing talent today, while preparing individuals for the jobs of tomorrow.

Article IV. Directorship

Section IV.1 Nomination and Appointment Process

The Board Development Committee will nominate Board Directors, based on criteria outlined in OWDI #05-2017 and a strategic analysis of Board Directorship strengths and weaknesses. Nominations are communicated to the Chief Local Elected official (CLEO) for review, and the CLEO determines whether the nominated individual will be appointed to the Board. No organization may have more than one representative on the Board at any given time. Per OWDI #05-2017:

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- (a) Vacancies will be immediately communicated by the Board Staff to the CLEO.
- (b) Directors must be individuals with optimum policy making or hiring authority within the organizations, agencies, or entities they represent. Directors must have the authority to speak affirmatively on behalf of the entity they represent and to commit that entity to a chosen course of action.
- (c) WIOA indicates that business representatives to the Board must be appointed from nominees of local business organizations or business trade associations. Lead business or trade organizations should nominate business representatives from the Green Country Workforce Development Area.
- (d) Local educational entities including representatives of local educational agencies, local school Boards, entities providing adult education and literacy activities, and post-secondary educational institutions including representatives of community colleges where such entities exist, must be selected from individuals nominated by regional or local educational agencies, institutions, or organizations representing such local educational entities.
- (e) Representatives of labor organizations must be nominated by local labor federations, or for areas in which no employees are represented by such organizations, other representatives of employees.

Section IV.2 Operational Limitations

Notwithstanding any other provisions of these articles, the Board shall not carry on any other activities not permitted to be carried on [a] by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or [b] by a corporation, contributions, to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section IV.3 Director Code of Conduct

Board Directors shall conduct themselves in a manner befitting their Directorship on the Board and shall not engage in any illegal or unethical behavior.

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- (a) Each Director is expected to participate in every general meeting of the Board. All Directors are also expected to attend and participate in the meetings of any Committee, Council, or Ad Hoc committee. A Director who is absent at three consecutive Regular Board Meetings shall be presumed to have resigned from the Board.
- (b) Directors shall not discuss or disclose information about the Board or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Board's purposes or can reasonably be expected to benefit the Board. Directors shall use discretion and good business judgment in discussing the affairs of the Board with third parties.
- (c) Pursuant to § 107(h) of the WIOA, Board Directors may not vote
 - (i) *on a matter under consideration by the Board*
 - 1) regarding the provision of services by such Director (or by an entity that such Director represents); or,
 - 2) that would provide direct financial benefit to such Director or the immediate family of such Director; or
 - (ii) *engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State plan.*
- (d) Before any public discussions regarding the release of a Request for Proposal, or any matter regarding the release of funding or the provision of services, a Board Director must disclose any real, implied, apparent, or potential conflicts of interest before engaging in the discussion. The minutes of the meeting should reflect the disclosure, and the Director will remove himself or herself from the room while the item is discussed by the Board.
 - (i) *Whenever possible, the Board Staff will advise the Board ahead of time where there is a possible conflict of interest.*
 - (ii) *Any Director who believes another Director has a conflict should disclose said possible conflict to the Board Chair prior to any relevant meeting. The Board shall hear statements from both parties, and if necessary, discussion shall be held by the Board, and the Executive Committee will make the determination regarding the conflict.*
 - (iii) *If the Director who has a conflict refuses to take actions acceptable to the Executive Committee, the Board may consider the following alternatives, including but not limited to:*
 - 1) Ask the person to voluntarily leave the meeting;
 - 2) Postpone the vote to a later date;

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- (e) Record the conflict and refusal of acceptable action, in which case the person will be immediately removed from the Board. Violations of the Director Code of Conduct shall be brought to the attention of the Board Chair. The Board Chair may ask the Executive Committee to investigate any alleged violation for possible action. The Executive Committee shall have sole authority for recommending to the CLEO whether a sanction will be imposed. Sanctions for violations may include, but are not limited to, a written reprimand or removal from the Board.

Section IV.4 Resignations and Terminations

- (a) If a Director of the Board determines he or she can no longer serve on the Board, the Director shall notify the Executive Director in writing. The Executive Director will seek a replacement from the same organization unless directed otherwise by the Board Development Committee.
- (b) If a Director changes employment he or she must communicate the change in employment to the Executive Director immediately. The Board Development Committee will determine if the Board Director should remain on the Board or be removed.
- (c) Any Director of the Board may be removed by the CLEO for any cause, including but not limited to, failure to attend regularly scheduled meetings, improper handling of a conflict of interest, or other causes as determined by the CLEO.

Article V. Meetings of Directors

Section V.1 Regular Meetings

Regular Meetings of the Directors shall be held quarterly at a time designated by the Executive Committee. Prior to December 15th of each year, the Board will approve the calendar of regular Board and Committee Meetings for the following calendar year, and Board Staff will distribute that information to the public accordingly, per the Oklahoma Open Meetings Act.

Section V.2 Special or Emergency Meetings

Special or Emergency Meetings may be called by the Board Chair, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting Directors may also call a Special Meeting.

Section V.3 Quorum

A quorum for Regular Board Meetings will be twenty-five percent (25%) of the total Board Directorship. A quorum for Committee Meetings will be fifty percent (50%) of the Committee Directorship.

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Section V.4 Voting

Each Director is entitled to cast one vote with respect to those matters submitted to the Directors of the Board, Committees, or Councils for action or approval. Votes may be taken by voice or by a show of hands but must be public per the Open Meetings Act.

The use of a proxy by a workforce board in its meetings is in violation of Oklahoma statute, but an alternative designee may be used when a local workforce development board member is unable to attend a meeting. An alternative designee may be assigned as per the following requirements:

- (a) If the alternative designee is a business representative, he or she must have optimum decision-making hiring authority.
- (b) Other alternative designees must have demonstrated experience and expertise and optimum policy-making authority.
- (c) Alternative designees will be fully vetted the same as designated board members.

Section V.5 Parliamentary Procedure

All Board, Committee, and Council Meetings will be conducted according to Roberts Rules of Order unless the Directors of the Board, Council, or Committee agree to use alternative procedures that are generally acceptable to the Directors present, or as otherwise may be contained in these bylaws.

Section V.6 Technology

The Board will utilize technology to promote Director participation.

Public Nature of Meetings – All meetings of the GCWDB and its Executive Committee shall be in compliance with the Oklahoma Open Meetings Act, which also guides the use of videoconferences and other technologies. Such allowed technologies will be utilized and provided as possible to promote GCWDB member participation.

Article VI. Board of Directors

Section VI.1 Duties of the Board

The affairs of the Board shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the organization. The Board will carry out the duties assigned to it per WIOA and other applicable Federal, State, and Local laws, including any additional duties assigned by the Chief Local Elected Official. There shall be an agreement between the Board and the Local Elected Officials that describes how the Board and the LEOs will cooperate in carrying out the duties that are assigned to them.

Section VI.2 Composition, Number, and Tenure

The number of Directors will be determined by the composition dictated by OOWD #05-2017, specifically,

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- (a) A majority of Directors must be representatives of business in the local area;
- (b) Not less than 20 percent of the Directors must be representatives of the workforce within the local area who
 - (i) *Include representatives of labor organizations;*
 - (ii) *Include a representative who shall be a Director of a labor organization or a training director from a joint labor-management apprenticeship program;*
 - (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 eligible youth.*
- (c) The Board shall include representatives of entities administering education and training activities;
- (d) The Board shall include representatives of governmental and economic and community development entities.
- (e) The Board may include other individuals or representatives of entities as the chief local elected official determines appropriate.
- (f) The CLEO shall be an Ex-Officio, non-voting member of the Board
- (g) Initial and subsequent terms are three years. Per OWDI 05-2017, appointments are staggered to ensure only a portion of membership expires in a given year.
- (h) The Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until the end of their Term or their resignation or removal from the Board.

Article VII. Officers

The Officers of the Board shall be the Chair, Chair-Elect, and Secretary. All officers must have the status of active Directors of the Board.

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Section VII.1 Chair

- (a) From among its business representatives, a Director of the Board shall be elected to serve as the Board Chair.
- (b) The Board Chair shall preside at General Meetings, Special Meetings, and Emergency Meetings of the Board as well as Executive Committee meetings and shall carry out other duties as described in these Bylaws.
- (c) The Board Chair shall have general superintendence and direction of all other Officers of the Board and see that their duties are properly performed.
- (d) It shall be the responsibility of the Board Chair, in conjunction with the Executive Director of the Board, to inform the CLEO of issues and decisions of major importance considered by the Board. The Chair of the Board shall, in turn, inform the Directors of the Board of CLEO issues and decisions.
- (e) The Board Chair shall serve a two-year term of office, renewable for one additional year and any portion of an unexpired preceding term, beginning on July 1st of the relevant year. In the event that the Board Chair is unable to complete his or her term of office, the Board Chair shall be succeeded by the Chair-Elect who will serve the balance of the unexpired term.

Section VII.2 Chair-Elect

- (a) From among its business representatives, a Director of the GCWDB shall be elected to serve as the Chair-Elect of the Board.
- (b) The Board Chair-Elect shall preside in the absence of the Board Chair. In addition, the Board Chair-Elect shall carry out the other duties of the Board Chair when the Board Chair is unable to perform them.
- (c) The Board Chair-Elect shall serve a single two-year term of office, and any portion of an unexpired preceding term, beginning on July 1st of the relevant year. In the event the Chair-Elect is unable to complete his or her term of office, the Chair shall declare a vacancy in the office and an election shall be held to select a Director to serve the remainder of the Chair-Elect's unexpired term.

Section VII.3 Secretary

- (a) Assisted by a staff member, the Secretary shall record all votes and minutes of all proceedings to be kept for that purpose.
- (b) Assisted by a staff member, the Secretary shall send notices of all meetings to the Directors of the Advisory Board.
- (c) The Secretary shall serve a single two-year term of office, and any portion of an unexpired preceding term, beginning July 1st of the relevant year.

Section VII.4 Removal of Officer

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The Executive Committee, with the concurrence of 60% of the Directors may remove any Officer of the Board of Directors and elect a successor for the unexpired term. No Officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the Director in writing thirty (30) days prior to the Meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Article VIII. Committees and Councils

Section VIII.1 Committee Formation

All Committees and Councils are created in conjunction with the Board's Strategic Plan. The Committees and Councils are created by the Board Chair, in consultation with the Executive Committee and the full Board if possible. Standing committees are permanent committees made up of Board Directors only that meet regularly. Ad Hoc Committees are temporary Committees made up of Board Directors only that meet when necessary and that are created for a special purpose or project. Councils are groups of Board Directors and non-Board Directors who are strategic participants that help further the goals of the organization.

Section VIII.2 Committee and Council Appointments

To request appointment to a Committee or Council, candidates may contact the Executive Director of the Board who will consult with the Chair of the Committee or Council. The Chair of the Committee or Council will determine whether said appointment will occur.

Section VIII.3 Standing Committees

(a) Executive Committee

- (i) *The members of the Executive Committee shall be the Chairs of the Standing Committees and Councils, the Officers, and up to six (6) At-Large representatives, who are selected by the Board Chair.*
- (ii) *The Executive Committee is authorized to perform the duties assigned to it in these Bylaws and shall also carry out other functions that may be assigned to it by the Board. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the full Board in the intervals between Regular Meetings of the Board and is subject to the direction and control of the full Board. However, the Executive Committee shall, whenever possible, recommend all items for full Board approval rather than acting on behalf of the full Board.*
- (iii) *In addition to reviewing the recommendations of other Committees, the Executive Committee is also responsible for determining relevant advocacy statements on behalf of the Board.*
- (iv) *The Executive Committee shall serve as the Board of Directors for the 501 (c) 3 operations outside WIOA requirements and are responsible for overseeing the organization's activities including ensuring grant applications and/or the implementation of programs meet the outlined requirements of such grants or programs. The 501 (c) 3 Board of Directors will meet, at a minimum, twice a year.*

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Section VIII.3 Standing Committees

- (b) Administrative Strategy Committee
 - (i) *The Administrative Strategy Committee develops and oversees the administrative and financial strategy, coordinates fundraising efforts, and oversees contractual and budgetary compliance for the Board. They shall serve as active advisors to the Executive Committee on matters pertaining to the 501 (c) 3.*
 - (ii) *Local Policy recommendations made by this committee bypass the Executive Committee and go directly to the full Board for approval.*
 - (iii) *The Chair of the Administrative Strategy Committee is appointed by the Board Chair.*
- (c) Board Development Committee
 - (i) *The Board Development Committee nominates and onboards new Board Directors and guides programs and activities focused on Board development, education, and accountability.*
 - (ii) *The Chair of the Board Development Committee is appointed by the Board Chair.*
- (d) Innovative Workforce Opportunity Council (IWOC)
 - (i) *The IWOC is comprised of community partners who represent people with barriers to employment. This Council provides strategic direction to ensure system alignment with regards to underserved populations.*
 - (ii) *The Chair of the IWOC is appointed by the Board Chair.*
- (e) Youth Council
 - (i) *The Youth Council is comprised of community partners who represent organizations focused solely on Youth access to WIOA funded programs.*
 - (ii) *The Chair of the Youth Council is appointed by the Board Chair.*

Article IX. Staff

Pursuant to § 107(f) & (d)(12)(A) of WIOA, the Board is allowed to employ staff. The Board shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the organization and shall direct the day- to-day business of the organization, maintain the properties of the organization, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member, or Director may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the Board Chair, Committee Chair, or the Board.

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The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

The Executive Committee shall perform an annual evaluation of the Executive Director and determine appropriate compensation accordingly.

Article X. General Counsel

The Board may appoint or designate an individual or agency to serve as its General Counsel. The duties of the General Counsel shall be defined by the Board and shall include advising the Board on the legality of particular actions that are under consideration by the Board.

Article XI. Books and Records

The organization shall keep complete books and records of account and minutes of the proceedings of the Board.

Article XII. Transparency

The Board will operate as transparently as possible, while still maintaining appropriate levels of confidentiality regarding participants, corporate clients, and human resources matters.

Section XII.1 Sunshine Provisions of WIOA

The Board will conduct its business in an open manner as required by WIOA by making available to the public, on a regular basis through electronic means and open meetings, information about the activities of the board, including, but not limited to, the following:

- (a) Utilizing technology to distribute the Local Plan or modifications to the Local Plan, before submission to the Oklahoma Office of Workforce Development;
- (b) Providing names and biographies of all Board Directors on the Board website;
- (c) Utilizing technology, as well as the fiscal agent's technology, to share all Requests for Proposal and other procurement requests including the selection of Service Providers and One-Stop Operators;
- (d) Posting of minutes of all Board and Committee meetings on the Board website;
- (e) Posting of these Bylaws on the Board website.

Section XII.2 Open Meetings Act and Open Records Act

The board shall abide by both the Open Meetings Act (Title 25, Oklahoma Statutes §§ 301 et seq.) and The Open Records Act (Title 51 Oklahoma Statutes § 24A.1 et seq.)

Section XII.3 Compliance with Federal and State Law

The Board shall abide by all applicable Federal and State laws, and nothing stated within these Bylaws shall supersede any Federal or State law.