

Bylaws

As approved on September 8, 2008

ARTICLE I - PRINCIPAL OFFICES

The office of the Workforce Investment Board (WIB) shall be located in New Bedford, Massachusetts. The WIB may also maintain offices at such other places within the city of New Bedford or Acushnet, Dartmouth, Fairhaven, Freetown, Lakeville, Marion, Mattapoisett, Rochester and Wareham as the Executive Committee may, from time to time, determine.

ARTICLE II - PURPOSE

The purpose of the WIB shall be to function as the regional coordinator of the workforce development system for the Workforce Investment Area and will provide guidance and oversight of the components of the workforce development system to effectuate the development and alignment of strategic planning initiatives, program development and performance review that employ continuous quality improvement methodologies.

ARTICLE III - MEMBERS AND MEETING OF MEMBERSHIP

Section 3.1 Voting Membership

The WIB shall consist of members appointed by the Mayor of the City of New Bedford as the chief elected official as designated by the Governor. Membership shall reflect the requirements of state and federal policy and shall align with both local and state strategic workforce objectives. All appointed members shall be from leadership positions of the following entities:

a. General

1. The WIB as a whole must reasonably reflect the geographic composition of the Workforce Investment Area.
2. The WIB will be composed of a maximum of 45 members; at least 51% of the WIB must be private sector representatives.
3. The remainder of the WIB shall consist of at least the following:
 - a. two representatives of organized labor;
 - b. two representatives of local educational agencies or local school boards or entities providing adult education and literacy activities or post secondary educational institutions;

- c. two representatives from local economic development agencies;
 - d. two members from community based organizations; and,
 - e. one member from each of the required career center partners provided that said partner has a duly signed memorandum of understanding between it and the WIB.
4. The Workforce Investment Act requires that all representatives from each sector be CEOs and owners or others with optimum policy making or hiring authority.
 5. Women should be included as representatives of the private sector and other sectors and should constitute at least 20% of the total WIB membership.
 6. The goal of the WIB shall be to ensure that minorities are to be represented at least to a degree commensurate to their percentage of the Workforce Investment Area.
 7. Efforts shall be made to appoint business and industry members for the WIB who shall reflect the commercial, industrial, and demographic make-up of the Workforce Investment Area.
 8. Either the residence or business address or the service area of the prospective member should be located in the Workforce Investment Area.

b.

c. **Terms** A non Career Center partner appointment term is for three years. A Career Center partner that has a signed MOU with the WIB will be appointed for no more than two years. In the event of a resignation or removal or cessation of a leadership or decision making position within the sector represented by said member, a new member shall be nominated and appointed in accordance with the nomination procedures set forth. The person so appointed shall serve until the term in which he or she was appointed expires. After the term expires, members will be replaced or may continue based upon re-nomination and re-appointment, in the same manner as original appointments. In an effort to promote continuity and minimize transitional problems, it is expected that members whose term expires and who do not wish to remain on the WIB will continue to serve until a replacement is appointed.

d. **Removal for Cause** A member may be removed for just cause upon the vote of two thirds of the Executive Committee. A member subject to such sanction shall have five days written notice of the proposed action and have the opportunity to be heard and to present evidence on their own behalf before the Executive Committee.

Just cause for removal shall include but not be limited to the following:

1. Two unexcused absences from regular Board meetings within a twelve month period. It is expected that members will contact the Executive Director prior to the scheduled meeting to inform of an anticipated absence;
2. Ineligibility based upon these bylaws; and,
3. Any other reason which would substantially interfere with or reflect badly upon the WIB.

ARTICLE IV - MEETINGS OF THE MEMBERSHIP

4.1.1 Quarterly Meeting of Members

The membership shall meet at least four times a year, at least one time each quarter. The members shall establish a meeting schedule for the full year at the annual meeting. The meeting calendar shall be published in advance to all WIB members. The Executive Committee may designate the date, place and hour for the meetings for the purpose of making the meeting convenient and reasonable for the membership. The Executive Committee may also establish a date, place or time for special meetings of the members (such as for the timely review of application(s) in accordance with Division of Career Services schedule(s)) provided that written notice thereof is given all members not less than ten (10) days prior to the date of the proposed special meeting. At any special meeting of the members, all action taken shall have the same force and effect as if occurring at the quarterly meeting of members.

4.2 Annual Meeting of Membership

The meeting of the membership occurring in June of each year, or at a time as the Executive Committee may determine, shall constitute the annual meeting for the purpose of reviewing the work of the WIB, planning for the ensuing year, and electing officers.

4.3 Quorum

A quorum of the quarterly, special and annual meetings of the WIB shall constitute one third of members of the WIB present in person or duly represented by written proxy.

4.4 Action by Vote

When a quorum is present at any meeting, a majority of the votes cast by members present, or duly represented by written proxy, shall decide any question, including election to any office. In the event of a deadlock vote,

the Chairperson, or Vice-Chair if the Chair is not present, shall constitute the deciding vote.

4.5 Attendance at Meetings

All WIB meetings are open to interested parties. Members may be represented for purposes of quorum by any individual designated in writing by the WIB member. In order to have a proxy accepted by the WIB, the voting proxy must be committed to writing and given to the WIB Chair prior to the meeting.

4.6 Open Meeting Law

All meetings of the full Board, Executive Committee, Standing Committees, Subcommittees and other groups established by the Board or Executive Committee are open to the public and shall be called and conducted in compliance with the Massachusetts Open Meeting Law. Except where specifically allowed, all votes must be conducted in public. Voting by telephone, fax or e-mail is prohibited. Chairs of all committees are responsible for ensuring compliance with the provisions of the Open Meeting Law.

ARTICLE V - EXECUTIVE COMMITTEE

5.1 Number, Election and Qualifications

The number of persons which shall constitute the whole Executive Committee shall be the Chair, the Vice-Chair, the Treasurer, the Assistant Treasurer and Clerk. In addition to the elected officers, the Executive Committee shall include the standing committee chairs, the immediate past-Chair of the WIB under the title of Chairman Emeritus, and two At-large members including one representative from organized labor. No member or officer shall receive compensation for his or her service in such capacity. Any member or officer may contract with the WIB to sell and provide services to it upon a vote of a disinterested majority of the membership after full disclosure and actual or constructive notice to the membership of the intended relationship. The Executive Committee shall at all times consist of a majority of members from the private sector.

5.1.1 Appointment of At-large Representatives to the Executive Committee

At-large Representatives to the Executive Committee shall be appointed

by the WIB Chair from among the membership and shall serve at the pleasure of the WIB Chair.

5.2 Term of Office

Officers shall serve for one fiscal year (from July 1 through June 30), except that officers shall continue to serve until new officers for the ensuing fiscal year are duly elected. Each person duly elected to office shall hold office until the next annual meeting of the members and until his or her successor is elected and duly qualified, or until his earlier death, resignation or removal. Officers shall not be elected to serve more than three years consecutively in the same office, unless by special exception approved by two-thirds of the members of the WIB.

5.3 Powers

The business of the WIB shall be managed by the Chair with the advice and counsel of the Executive Committee, which may exercise all the powers of the WIB except as otherwise provided by law or by these bylaws. The Executive Committee shall have full authority to contract, purchase, sell, mortgage or hypothecate the assets of the WIB, if any. In the event of a vacancy on the Executive Committee, the remaining persons, except as otherwise provided by law, may exercise the powers of the full committee until the vacancy is filled.

The WIB Chair's powers shall include but not be limited to:

1. conduct the WIB meetings and ascertain whether a quorum is present
2. rule on questions of order
3. assign issues to various committees
4. ensure compliance with the conflict of interest policy
5. adjourn meetings

The Vice-Chairperson assumes the duties of the Chairperson during the Chairperson's absence and will also perform other duties as assigned by the Chair.

The Treasurer is responsible for the disbursement and accounting of all WIB funds and will assume other duties as designated by the Chair.

The Assistant Treasurer will assume the role of the Treasurer in the Treasurer's absence and shall succeed the treasurer at the expiration of his/her term.

The Clerk will certify the minutes and perform other duties as designated by the Chair.

5.4 Vacancies

Unless and until filled by the Members at the annual meeting, any vacancy of the elected Executive Committee members, however occurring, may be filled by vote of a majority of the members present at any meeting of members at which a quorum is present, so long as the intended election to fill a vacancy is provided by notice at least ten (10) days in advance of the meeting. Each successor shall hold office for the unexpired term of his predecessor and until his successor is chosen and qualified.

5.5 Resignation

Any member may resign at any time by giving written notice to the Executive Committee, Mayor, or the WIB Chair. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

5.6 Removal

An Executive Committee member may be removed from office with or without cause by vote of a majority of the members entitled to vote in the election of officers. In addition, an Executive Committee member may be removed from office for cause by vote of a majority of the persons then in office. No one may be removed for cause until after being given reasonable notice and opportunity to be heard before the body proposing to remove that person.

5.7 Special Meetings

Special meetings of the Executive Committee may be held at any time and place, within or without Massachusetts, designated in a call by the Chair or Vice-Chair or by any two persons then sitting as members of the Executive Committee. Special meetings of the Executive Committee shall be held after at least three (3) days notice, unless notice is waived by two-thirds of the Executive Committee. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all of the Committee members consent to the action and if minutes of the consents are filed with the records of the WIB. Each such consent shall be treated for all purposes as a vote at a meeting. Minutes of the meeting

shall be distributed to all members.

5.8 Quorum

At any meeting of the Executive Committee, a majority of the persons then sitting as members of the Executive Committee shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time without further notice.

5.9 Action of Meeting

At any meeting of the Executive Committee at which a quorum is present, the vote of a majority of those present shall be sufficient to take any action, unless a different vote is specified by law or by these bylaws.

5.10 Proxies

Proxy voting shall be permitted at any meeting of the Executive Committee 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. The attendance of members by written proxy shall be announced immediately following the call to order.

ARTICLE VI - STAFF

The WIB shall appoint an Executive Director to serve as the Chief Executive Officer of the WIB at the pleasure of the WIB. The qualifications, salary, expenses and duties of the Executive Director shall be determined by the Executive Committee. The Chair shall have the general oversight responsibility for the Executive Director subject to the approval of the Executive Committee. Available funds for payment of such salary or benefits, if any, must be available as determined by the Executive Committee.

6.1.1 The Executive Director shall be responsible for such duties as assigned by the Chair, including but not limited to hiring and directing the staff and any other consultants or employees of the WIB, if any, within the policies of the WIB and under the general direction of the Chairperson. The Executive Director will be responsible for personnel actions relative to the staff, and will exercise such other administrative actions and overall financial management as are appropriate to the responsibilities of the office, including but not limited to the following:

1. Assisting the WIB in the performance of its responsibilities;
2. Maintaining the minutes of the WIB and Executive Committee meetings and the records of the WIB; and
3. Assisting the Chairperson in the preparation of meeting agendas and materials and in the distribution of publications of interest to WIB members.

ARTICLE VII - COMMITTEES AND TASK FORCES

7.1 Appointment

Appointments of committee chairs and members are made annually by the WIB Chairperson. All Committee Chairs serve at the pleasure of the Chairperson of the WIB. The WIB Chair and Vice-Chair serve, ex-officio, as non-voting members on all committees and task forces.

7.2 Governing Principles

The conduct of all WIB committees shall be governed by the following principles:

1. The general purpose and activities of each committee must be approved by the Executive Committee.
2. Specific meetings, activities and conduct are the responsibility of each committee, working through the Chair and/or the Executive Director.
3. Commitments to, or coordinate action with, other groups external to the WIB must be approved by the Executive Committee.
4. Meeting expenditures for committee functions are authorized by action of the WIB Chair, and/or the Executive Director. Committee budgets, if any, are to be authorized and approved by the Executive Committee.
5. No Committee action shall be official without endorsement of the Executive Committee of the WIB. Committees shall keep the WIB fully and currently informed of their activities. Conversely, the WIB, accepts responsibility for the actions and positions of its committees.
6. Outside experts or other interested persons may be invited to participate on all WIB committees and subcommittees, but, to be duly constituted, any WIB committee or subcommittee must have a majority of its membership constituted by current WIB members in good standing.
7. A Committee Membership quorum shall be constituted by one-third of its members for the conduct of business. A majority vote of those present shall decide any issues brought before the meeting. A WIB

member may designate alternates to serve on committees. Such alternates shall have full voting privileges in committees but may not make a motion or vote in regular WIB meetings.

8. Committees may invite non-voting, interested parties to contribute from time to time, but such parties may not participate in WIB deliberations nor are they granted voting status.

Standing Committees

The Executive Committee shall meet on call of the WIB Chair or two-thirds of the members of the Executive Committee, to discuss and administer the business of the WIB.

1. Ad Hoc Committees, Task Forces, or Working Groups - As required, temporary committees/task forces/working groups may be created and appointed by the Chairperson. The duration and scope of such committees/task forces/working groups are established to facilitate the accomplishment of the WIB's objectives and to provide opportunities for individual WIB members to pursue their interests with the support of the WIB. Working groups and Task Forces shall be attached to a standing committee. Working groups shall take no formal actions but shall make recommendations to the Board through their respective committees. Working groups may be chaired by any individual so appointed by the WIB Chair and need not be a WIB member.
2. Finance and Performance Measurement Committee
3. Business Development
4. Youth Council

ARTICLE VIII - PARLIAMENTARY PROCEDURES

When not inconsistent with these bylaws, Robert's Rules of Order Newly Revised shall govern the procedures of the WIB.

ARTICLE IX - AMENDMENTS

The membership, by vote of two-thirds of the members attending a meeting called for that purpose, may make, amend or repeal these bylaws, in whole or in part.

ARTICLE X - MISCELLANEOUS PROVISIONS

Fiscal Year

Except as otherwise determined from time to time by the Executive Committee, the fiscal year of the WIB shall in each year, end on June 30.

Evidence of Authority

A certificate by the Clerk, as to any action taken by the members, person, any committee or any officer or representative of the WIB shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.

ARTICLE XI - SAVINGS CLAUSE

If any provision of these bylaws or the application of such provision to any person or circumstance shall be held invalid, the remainder of said bylaws or the application of said bylaws to persons or circumstances other than those to which they are held invalid, shall not be affected by the WIB.

ARTICLE XII - LIABILITY OF MEMBERS, OFFICERS AND EMPLOYEES

The WIB, to the extent legally permissible, shall and does indemnify and hold harmless each of its members and their representatives, officers and employees against all liabilities (including all judgments, fines, penalties, legal costs and other expenses) imposed on or reasonably incurred by such person in the faithful discharge of their responsibilities on behalf of the WIB, unless in any such action, suit or proceedings such person shall be finally adjudged to have been guilty of willful dishonesty or intentional violations of law in connection with the matter with respect to which indemnification is to be made.

ARTICLE XIII - CONFLICT OF INTEREST

All members of the WIB shall familiarize themselves with the Massachusetts Conflict of Interest Law and agree to abide with the letter and spirit of this statute. Any questions that may arise with respect to a potential conflict of interest shall be referred to the Executive Director and to the Executive Committee of the WIB.

CERTIFICATION OF ADOPTION

The undersigned hereby attest that the foregoing bylaws were duly adopted by the membership of the Greater New Bedford Workforce Investment Board, Inc. as set forth herein and amended on September 8,

2008, and that the foregoing bylaws are the bylaws of the Greater New Bedford Workforce Investment Board, Inc. The undersigned further attests that he or she is authorized to sign this certification acting as a duly authorized agent of the Greater New Bedford Workforce Investment Board, Inc.

Under the penalties of perjury this 8th day of September, 2008,

David DeJesus, Jr., Chair

Richard Mello, Clerk