

**BYLAWS OF THE
ALACHUA BRADFORD LOCAL WORKFORCE DEVELOPMENT BOARD**

**ARTICLE I
CREATION, AUTHORITY, AND SERVICE DELIVERY AREA**

Section 1.1: In accordance with the provisions of the Workforce Innovation and Opportunity Act of 2014 (Public Law No. 113-128), and the conforming provisions of the Workforce Innovation Act of 2000 (Florida Statutes, Chapter 445), (collectively referred to as "WIOA"), and further in accordance with that certain Interlocal Agreement adopted by the Alachua County Board of County Commissioners and the Bradford County Board of County Commissioners, the Alachua Bradford Local Workforce Development Board, also referred to as CareerSource North Central Florida (the "Board"), has been created.

Section 1.2: The Board has the authority to perform certain specified duties necessary to accomplish the functions and purposes of WIOA pursuant to Federal and State of Florida laws, policies, regulations, guidance, and the Interlocal Agreement.

Section 1.3: The geographic service delivery area of the Board is Alachua and Bradford Counties, Florida (the "local area").

Section 1.4: The Board may contract to participate in, may associate with, may engage in, or may otherwise participate in programs and activities outside the local area in furtherance of the Board's goals, duties, and functions.

**ARTICLE II
PURPOSES**

Section 2.1: The purposes of the Board are:

- A. To provide operational oversight and policy guidance in the local area, to include Board administration, provision of workforce services, provision of universal career counseling, assisting economic development alignment, operation of the one-stop service/career centers, providing client access, overseeing program compliance, overseeing financial and programmatic accountability, overseeing performance outcomes with the respect to workforce training activities for youth, disabled, economically disadvantaged, underemployed or unskilled adults, overseeing communications and community outreach, disseminating workforce and labor market information, and providing assistance in efforts to grow the economy in the local area, all pursuant to WIOA and the Interlocal Agreement;
- B. To conduct workforce research and labor market analysis to assist in the development of the Local Workforce Services Plan (the "Plan"), obtain public input for development of the Plan, receive approval of the Plan by the Chief Elected Officials of Alachua County and Bradford County, Florida and the State of Florida, and to thereafter administer the Plan in the local area;
- C. To ensure that comprehensive reviews, monitoring, and evaluations of related workforce programs in the local area occur on a regular basis;
- D. To lead efforts to engage with a diverse range of employers, businesses, business associations, and public sector entities to promote business representation in the workforce

system; to ensure that workforce activities meet the needs of employers and support economic growth; and to develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers, all within the local area;

E. To lead efforts to develop and implement career pathways in alignment with labor market needs within the local area in coordination with representatives of local education and training providers; and

F. To designate the One-Stop Operator and workforce service providers. In doing so, the Board shall take an active role in the oversight of services provided by contracted providers including regular financial and performance reviews, approval of any actions required for ~~corrective action or continuous improvement, and final authority for execution of contracts and payments.~~

ARTICLE III MEMBERSHIP

Section 3.1: Composition of the Local Workforce Development Board - The composition of the Board shall meet the requirements set forth by WIOA. The majority of Board members shall be representatives of private sector businesses operating in the local area that meet the requirements specified in the Interlocal Agreement as may be amended from time-to-time, and by CareerSource Florida's Administrative Policy - Local Workforce Development Board Composition, Certification and Decertification, as that Policy may be amended from time-to-time by CareerSource Florida, Inc.

Section 3.2: Membership Nominations and Appointments – Board members shall be nominated as set forth by law, and pursuant to the process established in the Interlocal Agreement shall be appointed by the Chief Elected Officials of Alachua and/or Bradford Counties.

Section 3.3: Terms of Appointment – Board members shall be appointed for fixed terms. The term and conditions of re-appointment, renewal or filling of vacancies are specified in the Interlocal Agreement.

Section 3.4: Termination - Termination of Board membership due to failure to meet attendance requirements are set forth in the Interlocal Agreement. Additionally, all Board members are subject to having his or her membership terminated for any activity that is non-compliant with these Bylaws, or for violating duly promulgated Board rules or policies, or upon adjudication of violating existing regulations, laws that relate to the Board and its purposes and duties, or upon conviction for violation of Federal or State laws, or for cause. "For cause" includes, but is not limited to, engaging in fraud or other criminal acts, incapacity, unfitness, neglect of duty, official incompetence and irresponsibility, misfeasance, malfeasance, nonfeasance, or lack of performance. It shall be the responsibility of the Board's Executive Committee to review each individual case and determine whether a Board member should be removed or whether circumstances justify that Board member's retention. Additionally, the Governor may remove for cause a Board member, or the Board's Executive Director, or the designated person responsible for operational and administrative functions of the Board.

Section 3.5: Financial Disclosure and Personal Interest - All Board members shall comply with the provision of applicable Florida Statutes relating to Standards of Conduct for Public Officials and Employees, particularly those portions requiring Disclosure of Private Interests for Public

Officials and Employees. All Board members shall comply with the provision of applicable Florida Statutes requiring that no official, *i.e.*, a Board member, use his/her position to secure special privilege or exemption for himself/herself or others.

Section 3.6: Sunshine Law - The meetings of the Board are governed by Florida Statutes, Chapter 286 (the "Government in the Sunshine Act"). The Government in the Sunshine Act also applies to Board members.

ARTICLE IV OFFICERS AND EXECUTIVE COMMITTEE

Section 4.1: ~~Officers~~ - ~~The officers of the Board shall be the Board Chair, Vice Chair/Board Chair Elect, and the Secretary.~~

Section 4.1.1: Board Chair - The Board Chair shall be a private sector Board member and shall perform all duties incident to the office of Board Chair, inclusive of signing Board documents, representing the Board, and presiding at all Board of Directors meetings.

Section 4.1.2: Vice Chair/Board Chair Elect - The Vice Chair/Board Chair Elect shall be a private sector Board member and shall act as Board Chair in the absence of the Board Chair or at the direction of the Board Chair. The Vice Chair/Board Chair Elect shall serve as the Chair of the Finance Committee and shall ascend to the position of Board Chair during the next term of office unless otherwise decided by a majority vote of the Board members present at a publicly noticed meeting to elect officers.

Section 4.1.3: Secretary - The Secretary shall be a Board member and perform the duties incident to the office, which shall include keeping, or causing to be kept, appropriate minutes of all Board of Directors and Board committee meetings.

Section 4.2: Executive Committee - The Executive Committee shall be comprised of:

- (a) The Board Chair, Vice Chair/Board Chair Elect, and Secretary,
- (b) Two (2) At-large Board members (one from Alachua County and one from Bradford County),
- (c) All Standing Committee Chairs (see Article VI Committees, below), and the
- (d) Immediate past Board Chair, if still a Board member.

Section 4.2.1: At least four (4) members of the Executive Committee shall be representatives of the private sector. The Board Chair shall serve as the Chair of the Executive Committee. Except as prohibited by Section 5.3.2 of these Bylaws, the Executive Committee shall be empowered to act, as necessary, on behalf of the entire Board of Directors. At the next meeting of the Board of Directors, the membership shall be advised of any action taken by the Executive Committee pursuant to this authority.

Section 4.3: Election and Terms of Office for Officers and Executive Committee Members:

Section 4.3.1: The Vice Chair/Board Chair Elect shall automatically succeed as the Board Chair unless otherwise decided by a majority vote of the Board members present at a publicly noticed meeting to elect officers. A new Vice Chair/Board Chair Elect, the Secretary, and the two (2) At-large Board members shall be elected by a majority vote of the Board members present at a publically announced meeting to elect officers. The Nominating Committee shall present nominations for officers and the two (2) At-large members to the Board of Directors. In addition,

any Board member who meets the requirements to hold office may be nominated by a Board member from the floor for the position of Officer or At-large member of the Executive Committee. If for any reason the Vice Chair/Board Chair Elect is unable to serve as the Board Chair, a new Board Chair will be elected by a majority vote of the Board members present at a publicly noticed Board meeting to elect officers and after a quorum has been established.

Section 4.3.2: Except for the Chair of the Executive Committee (i.e., the Board Chair) and Chair of the Finance Committee (Vice Chair), the Board Chair shall appoint the Chairs of the remaining Standing Committees.

Section 4.3.3: The Board Chair may serve for a term of no more than two (2) years and serve ~~no more than two (2) terms. The term of office for the other officers and Executive Committee~~ members shall be for one (1) year, commencing the 1st day of July and concluding the 30th day of June of the following year, provided however that these other officers and Executive Committee members may serve until their successors are elected or appointed in the same manner as described in Section 4.3.1 or unless otherwise decided by a majority vote of Board members present at a publicly noticed Board meeting after a quorum has been established.

Section 4.4: Officers Vacancy - In the event that an officer or Executive Committee member resigns or for any reason cannot complete his or her term of office, the unexpired portion of his or her term shall be completed by an individual who is nominated and elected in the same manner as described in Section 4.3.1 above.

**ARTICLE V
RULES OF PROCEDURE
MEETINGS, VOTING RIGHTS, CONFLICT OF INTEREST, AND QUORUM**

Section 5.1: Meeting Procedures:

- A. The Board shall meet a minimum of six (6) times per year, or more often as called by the Board Chair, at a time and place within the local area as determined by the Board Chair.
- B. Written or electronic notice of all Board meetings shall be provided to each Board member within a reasonable amount of time prior to a meeting. The notice shall specify the time, date, location of, and provide an agenda for, the meeting.
- C. All Board meetings and Committee meetings shall be publicly announced, open and accessible to the general public, and shall be conducted in accordance with these Bylaws and the applicable Florida Statutes.
- D. Minutes shall be kept of all Board and Committee meetings, shall be available to the public, and shall be reviewed and approved at the next Board meeting.
- E. The Board attorney shall act as parliamentarian of all Board meetings.
- F. Discussions and participation in all Board and Committee meetings shall be limited to agenda items and to Board members and Board staff, with the following exceptions: (1) regularly scheduled agenda items that call for reports or participation by non-members; (2) comment(s) or other participation by the public relevant to the agenda item under consideration; and (3) any other public comments. Additional items may be added to an agenda upon a vote of the majority of the Board members present at the beginning of the

meeting, after a quorum has been established.

- G. A Board member who is unable to attend a Board meeting in person may attend, participate, and vote by telephone or Internet meeting conference.

Section 5.2: Unless a Board member declares a conflict of interest, each Board member present at a meeting, except the Board Chair (or Vice Chair, if presiding), shall have one (1) vote on all matters under consideration by the Board. The Board Chair (or Vice Chair, if presiding) shall vote in the event of a tie provided neither has declared a conflict of interest. A Board member who is unable to attend a Board meeting may designate a non-Board member to appear in his or her place. The designee may participate in the Board's discussions but may not vote. ~~The designee shall be counted toward a quorum and the Board member shall receive credit for attendance.~~ A Board member may not vote by written proxy or ballot.

Section 5.3: Conflict of Interest

Section 5.3.1: A Board member may not vote on any matter under consideration by the Board or a committee of the Board that would inure to the member's special private gain or loss, provide a direct financial benefit to the Board member, his/her relatives, employer, business associate, or any organization of which he/she is a board or staff member.

When a matter comes before the Board for a vote that would inure to a Board member's special private gain or loss, provide a direct financial benefit to a Board member, or to his or her relatives, employer, business associate, or any organization of which he or she is a board or staff member, that Board member must disclose the nature of his or her interest in any matter under consideration by the Board as a conflict of interest. Such conflict of interest must be disclosed orally by the Board member prior to or at a meeting when the item is discussed or called for a vote, indicating the nature of the conflict prior to the commencement of any discussion or vote on the matter under consideration, and the conflict shall be made a part of the minutes of the meeting before the vote is taken.

The Board member shall also file a written memorandum of the conflict (in a manner that is consistent with the procedures outlined in Fla. Stat. § 112.3143 with the person responsible for recording the minutes of the meeting prior to or at the meeting in which consideration of the matter will take place. Such memorandum shall be read aloud at the current or next Board Meeting.

A Board member with a conflict of interest or a Board member's designee with a conflict of interest (as defined in this Section 5.3.1), whether such conflict of interest is attributable to the Board member or the Board member's designee, may not discuss nor "participate" in any decision-making capacity other than providing specific factual information requested by the Board, without bias or prejudice toward the issue being discussed. For purposes of this Section, "participate" means any attempt to influence the decision by oral or written communication, whether made by the Board member, his or her designee, or at the Board member's direction.

The term "relative" in this section means father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, or daughter-in-law as per Fla. Stat. § 112.3143(1)(c).

Section 5.3.2: Subject to Fla. Stat. § 445.007, all contracts between the Board and a Board member or other person or entity who may benefit financially from a contract ("benefit financially

from a contract" means the special private financial gain to a Board member, a special private financial gain to any principal which retains the Board member, the special private financial gain of the parent organization or subsidiary of a corporate principal which retains the Board member, other than an agency as defined in Fla. Stat. § 112.312(2), or the special private financial gain to any Board member's relative or business associate or to a Board employee, when such benefit is not remote or speculative) must be approved by a two-thirds (2/3) vote of those Board members in attendance after a quorum has been established. The approval of such contracts shall not be delegated to staff or committees of the Board.

Section 5.3.3: In the event that a Board member's conflict of interest disclosure has not been made prior to the meeting or in the event that a Board member's conflict of interest is unknown prior to the meeting, the disclosure of a conflict of interest shall be made orally by the Board member at the meeting when it becomes known to that Board member that a conflict of interest exists. The Board member shall file a written memorandum disclosing the nature of the conflict of interest within fifteen (15) days after the oral disclosure with the Secretary or designated staff member responsible for recording the minutes of the meeting and shall be incorporated into the minutes of the meeting at which the oral disclosure was made. Any such memorandum shall become a public record upon filing, shall be available to the other Board members, and shall be read publicly at the next meeting held subsequent to the filing of this written memorandum. If a Board member attends the meeting but absents himself or herself temporarily from the portion of the meeting during which the Board member would have had a conflict of interest, the Board member must complete and submit the disclosure memorandum described above within fifteen (15) days of the meeting. If a Board member, who would otherwise have a conflict of interest, does not attend the meeting at all, the Board member is still required to disclose and report a conflict of interest within fifteen (15) days from the date of the meeting in which the conflict of interest existed. The Board or the Board member shall announce the member's conflict of interest at the next Board Meeting.

Section 5.4: Quorum:

Section 5.4.1: A quorum for any Board or Standing Committee meeting, with the exception of the Executive Committee, shall consist of thirty percent (30%) of the current membership, inclusive of the Board Chair. Any vacant position shall not be included as part of the total number of the current membership for the purpose of determining a quorum until such time as any vacant position has thereafter been filled. Once established, a quorum shall remain in force throughout a given meeting. Unless otherwise required by law or these Bylaws, a motion shall be passed or defeated by a simple majority vote of those members at a meeting after a quorum has been established.

Section 5.4.2: A quorum for a meeting of the Executive Committee shall consist of a majority of the current membership of that committee, inclusive of the Board Chair.

ARTICLE VI COMMITTEES

Section 6.1: Standing Committees. The Board shall establish Standing Committees, including the Executive Committee (as described in Article IV, above), the Finance Committee (as described in Section 6.1.1, below), and other Committees as deemed necessary by the Board. Such other committees will be established by the Board and remain in effect until changed or dissolved by subsequent Board action. These Committees shall be advisory, except that they may, with specific authorization by the Board, act on behalf of the Board.

Section 6.1.1: The Finance Committee approves all finance policy, financial statements, budgets, audits, and Board expenditures. This Committee also oversees fiscal integrity and compliance to ensure allowable and allocateable stewardship of Board funds. The Committee recommends to the Board and the Executive Committee whether or not to approve funding of expenditures. The duties and authority of the Finance Committee may be changed by Board vote.

Section 6.2: Ad Hoc Committees. Ad Hoc Committees may be established by the Board Chair to address matters of particular or immediate concern. Such Committees shall terminate upon satisfactory completion of the task for which it was originally established.

~~Section 6.3: Nominating Committee. This Committee shall be established by the Board Chair and be composed of two or more Board members with representation from both Alachua and Bradford counties. This Committee shall select its Chair from among its members and shall propose nominees for Vice Chair/Board Chair Elect, Secretary, and the At-large members of the Executive Committee, to be considered at the May or June meeting of the Board each year.~~

Section 6.4: Committee Appointments and Term. Each Board member shall be appointed by the Board Chair to serve on a Committee. Non-Board members may, at the discretion of the Board, also serve on a Committee in an advisory and non-voting capacity. Committee Chairs shall be Board members, appointed by the Board Chair, and except for Ad Hoc Committees, shall serve for a term of one year. Except for the Executive Committee, if a Committee Chair is not able to attend a Committee meeting, the Committee Chair shall designate an acting Committee Chair prior to the Committee meeting. In the event that a Committee member, including a Committee Chair, cannot complete his or her term of office, the Board Chair shall appoint a Board member to complete the unexpired portion of that term.

ARTICLE VII COMPENSATION AND EXPENSES OF MEMBERS

Section 7.1: Board members shall receive no compensation for their services. Board members will be reimbursed for travel expenses while engaged in specific activities on behalf of the Board. Such reimbursement shall be made following the submission of appropriate documentation by the Board member, and in accordance with the provisions of applicable Florida Statutes and Board policy.

ARTICLE VIII AMENDMENTS

Section 8.1: A quorum having been established, these Bylaws may be revised or repealed by an affirmative two-thirds (2/3) vote of those Board members in attendance at a publicly noticed meeting. Such notice shall be mailed or electronically transmitted to all Board members prior to the meeting at which such revision or repeal is voted upon.

Section 8.2: In the event any statute, law, rule, regulation or policy referenced in these Bylaws is later renumbered, amended, or repealed, these Bylaws will de facto be deemed amended accordingly.

ARTICLE IX ENACTMENT PROVISION

Section 9.1: Consistent with the requirements of Article VIII, these revised Bylaws are effective on the date of approval by the Board as set forth below.

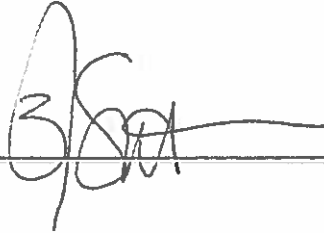
APPROVED BY THE BOARD OF DIRECTORS, this 27th day of March, 2017.

ATTEST:

Board Chair:



Secretary:



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