

TRI-COUNTY WORKFORCE INVESTMENT BOARD, INC.

BYLAWS

ARTICLE I Conformance with WIA

Section 1 In view of the principal purpose of the Board to act as a Workforce Investment Board pursuant to the Workforce Investment Act of 1998, and regulations thereunder, as in effect from time to time (all hereinafter referred to as WIA), each provision of these bylaws shall be subject to WIA requirements and, in the event of conflict, shall be deemed to be superseded by the applicable WIA requirements.

ARTICLE II Name, Workforce Investment Area, Administrative Location, Authority

Section 1 The name of the organization shall be the Tri-County Workforce Investment Board, Incorporated (TCWIB).

Section 2 The Tri-County Workforce Investment Area shall consist of the Counties of Armstrong, Butler and Indiana, located in the Commonwealth of Pennsylvania.

Section 3 The TCWIB office is located at Suite 121, 121 Sunnyview Circle, Butler, PA 16001-3596.

Section 4 TCWIB has been established in accordance with the Work Force Investment Act of 1998.

ARTICLE III Purpose, Methodology, Activities, and Compliance

Section 1 The purpose of the TCWIB shall be, in cooperation with the Chief Elected Officials of the Workforce Investment Area, to provide local workforce investment systems that increase the employment, retention, and earnings of participants, and increase occupational skill attainment of participants, and, as a result, improve the quality of the workforce, reduce welfare dependency, and enhance the productivity and competitiveness of the nation.

Section 2 The methodology of the TCWIB shall be to help formulate a partnership between business, education and government that will more effectively balance available labor with the present and future needs of the business community and, thus, enhance the economic and social well-being of the entire Workforce Investment Area.

Section 3 Activities of the TCWIB shall include only those specifically designated or authorized under the Workforce Investment Act.

Section 4 The TCWIB shall comply with all Federal, State and Local laws, regulations and executive orders applicable to all functions.

Section 5 The purpose of the TCWIB shall also be as set forth in the Articles of Incorporation approved by the Secretary of the Commonwealth on October 2, 1987, and specifically paragraphs 3, 4, 5, 6, 7, 8 and 9, incorporated herein by reference thereto.

ARTICLE IV TCWIB Membership, Representation, Number

Section 1 A minimum of fifty-one (51) percent of the TCWIB voting membership shall be representatives of business and industry located in the Workforce Investment Area.

Section 2 In accordance with the Workforce Investment Act the Tri-County Workforce Investment Board membership shall include representation from Education, including Carl Perkins and Adult Education and Literacy; Organized Labor; Community Based Organizations; Economic Development; the Department of Labor and Industry including Workforce Investment Act Title 1; Wagner Peyser; Trade Act, Veteran's and Unemployment Compensation; Department of Public Welfare, Title V of the Older American's Act; and Community Conservation and Employment (HUD).

Section 3 The TCWIB shall consist of not less than 30 or more than 37 voting members. Voting members shall not receive any stated compensation for their services as members. However, the TCWIB may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

Section 4 The TCWIB President and Vice-President shall be voting members.

Section 5 Members of the TCWIB shall be expected to attend regular meetings of the Board. Members may be removed for cause, including unexplained absences, by a majority vote of the members present at a meeting duly convened after due notice of the purpose thereof provided a quorum of the members are present.

Section 6 The members of the Board shall be those persons so named, and for the period set, by the Chief Elected Officials of the Workforce Investment Area. Vacancies shall be filled through recommendations made by respective Chambers of Commerce, general-purpose organizations, or other public agencies to the Chief Elected Officials. Appointees will

serve for the duration of the term of the individual being replaced, staggered terms/retirement or the period set by the Chief Elected Officials.

Section 7 TCWIB members' vacancies must be filled within ninety (90) days of the occurrence of the vacancy.

ARTICLE V TCWIB Officers

Section 1 The TCWIB shall have a President who shall be elected from among the representatives of business and industry by the TCWIB membership at the last scheduled meeting of the fiscal year July 1 to June 30. The President shall preside at all meetings and, with the Secretary, be empowered to sign all documents pertaining to the operations of the TCWIB.

Section 2 The TCWIB shall have one each a first and second Vice-President elected from among the representatives of business and industry by the TCWIB membership at the last scheduled meeting of the fiscal year. In the absence or disability of the President, the first Vice-President shall assume the duties of that office. In the absence or disability of both the President and first Vice-President, the second Vice-President shall assume the duties of the office.

Section 3 The term of office for President, Vice-Presidents, Secretary, Treasurer, Assistant Secretary/Treasurer and At-Large seats shall be for a one-(1) year period. This period is to coincide with the TCWIB fiscal year. The aforementioned officers are permitted to serve consecutive one-year terms.

Section 4 Nominees for offices must serve on the TCWIB and remain in good standing with said term. The executive committee shall maintain a private sector majority.

Section 5 The TCWIB shall have an Executive Director. The Executive Director shall be the Chief Administrator and Executive Officer of the TCWIB. The Executive Director shall be an ex-officio member of the TCWIB without a voting privilege.

ARTICLE VI Committees

Section 1 Executive Committee

(a) The Executive Committee shall be comprised of the Officers of the TCWIB. The Officers shall be comprised of at least one Officer representative of each County of the Workforce Investment area. The President, at his discretion, may appoint other members.

- (b) The Executive Committee will recommend potential TCWIB members to the respective Chambers of Commerce, chief elected officials or other general-purpose organizations.
- (c) The Executive Committee shall confer to carry on the routine business of the TCWIB and shall at all times have full authority to act in the absence of a quorum at a regular scheduled and publicized meeting of the TCWIB.

Section 2

A Joint Personnel Committee will be created from the TCWIB and the Tri-County Executive Board of County Commissioners, which shall have full personnel authority under all programs and for administration.

Section 3

Other work groups, task forces, special committees, and/or standing committees shall be designated by the President to deal with special areas of interest to the TCWIB and to assist in developing more fully its goals and objectives. Generally, they shall be considered as advisory.

ARTICLE VII

Meeting Procedures, Voting Rights, Quorum

Section 1

Meeting Procedures

- (a) In January of each year the board will establish a schedule of meetings for the year. Meetings will be held in Armstrong County. Meeting times and locations will be determined, unless otherwise scheduled, to accommodate unforeseen circumstances.
- (b) Written notice will be mailed by the Secretary to each member seven (7) days prior to the scheduled meeting. The notice shall specify time, date, location and the agenda.
- (c) TCWIB committees shall meet at the call of the TCWIB President or the committee Chairperson.
- (d) Minutes shall be kept of all full Board meetings. The minutes shall be available for anyone who requests to see them and shall be reviewed and approved at the next TCWIB meeting.
- (e) Special meetings may be called at any time by the President or by a petition signed by not less than thirty-three (33) percent of the voting membership of the TCWIB, setting forth the reasons for calling such meeting.

Section 2 **Voting Rights**

- (a) Each voting member shall cast one (1) vote.

- (b) When an issue presents a possible conflict of interest to a member, said member shall disclose the conflict of interest and abstain from voting. All members shall comply with the Pennsylvania WIB Conflict of Interest Code.

- (c) No proxy voting shall be permitted.

Section 3 **Quorum**

A quorum shall be fifty (50) percent, plus one of the voting TCWIB membership. A motion shall be passed or defeated by a majority of those members voting at a meeting where a quorum has been established.

ARTICLE VIII **Youth Council**

Section 1

The TCWIB in cooperation with the Chief Local Elected Official shall establish as a subgroup within the TCWIB, a Youth Council. Members of the Youth Council who are not members of the Board (Article IV, Section 1 and 2) shall be voting members of the Youth Council and non-voting members of the Board.

Section 2 **Members**

- (a) There shall be 15 to 21 members of the Youth Council.

- (b) Members shall include: Members of the TCWIB with special interest or expertise in youth policy; representatives of youth services agencies, including juvenile justice and law enforcement; representatives of local public housing authorities, parents of eligible youth seeking assistance under the act; representatives that have experience relating to youth activities; including former participants; and other representatives deemed appropriate by the TCWIB President in cooperation with the Chief Local Elected Official.

Section 3 **Duties**

The duties of the Youth Council shall include: Developing the portion of the local plan relating to youth according to law, as determined by the President of the TCWIB.

Subject to approval of the TCWIB: Recommending eligible providers of youth activities, to be awarded grants or contracts on a competitive basis by the TCWIB to carry out youth activities, and conducting oversight with respect to the eligible providers of youth activities.

Coordinating youth activities under Section 129 of the Act.

Other duties determined to be appropriate by the TCWIB President.

ARTICLE IX

Amendments

Section 1

The bylaws may be amended or repealed or a new bylaw or new bylaws may be enacted by an affirmative two-third (2/3rd) vote of the membership in attendance at a regular scheduled meeting provided there is a quorum and a minimum of eighteen (18) affirmative votes, after ten (10) days notice, which shall specify or summarize the changes proposed to be made.

ARTICLE X

General Provisions

Section 1

When parliamentary procedures are not covered by these bylaws, Roberts Rules of Order, revised, shall prevail.

ARTICLE XI

Liability of Board Members

Section 1

No Board member shall be personally liable for monetary damages for any action taken, or any failure to take action, unless the Board member has breached or failed to perform the duties of his or her office under Section 8363 of the Pennsylvania Director's Liability Act, which section related to standards of care and justifiable reliance, and that breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 2

Advance of Expenses

The TCWIB shall pay reasonable attorney's fees, costs, and expenses incurred by an Officer, Board member or employee of the TCWIB in defending a civil action, suit or proceeding relating to or as a result of his or her position in the TCWIB, in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amounts, if it shall ultimately be determined that he or she is not entitled to be indemnified by the TCWIB.

ARTICLE XII

Adoption of Bylaws

Section 1

These bylaws shall be adopted by a majority vote at the time of its proposal to the Board for ratification.

Section 2

These bylaws shall be in effect upon their adoption as set forth in ARTICLE XII, Section 1.

revised 3/17/06