

The Lucas County Workforce Development Board

By-laws

Article I - Name

The name of the organization shall be The Lucas County Workforce Development Board (hereinafter referred to as “the Board”).

Article II - Obligations

The Board shall, in partnership with the Lucas County Board of County Commissioners, fulfill the obligations of a local workforce development board in a local workforce area, as described in the Workforce Innovation and Opportunity Act of 2014. In addition, the board will comply with all applicable State of Ohio laws and Executive Orders of the Governor related to the work of local workforce development boards.

Article III - Board Membership and Authority

Section 1. Board Composition - The Board will consist of membership as prescribed by the Workforce Innovation and Opportunities Act of 2014, and as determined by resolution of the Lucas County Board of County Commissioners or the Governor of Ohio. The Lucas County Board of County Commissioners may add members at its discretion as long as Board membership maintains a majority of business members. The Lucas County Board of County Commissioners:

- 1) Will appoint Board members through a nominating process to include at minimum:
 - a) Local business organizations and trade associations nominate business representatives;
 - b) Local federations of labor representing workers employed in local area, nominate labor representatives; and
 - c) Local education organizations nominate education representatives.
- 2) May assign other powers or responsibilities to the extent allowed by state law.

The Board must include representatives from 4 categories:

- 1) Business
 - a) A majority of the Board members must be business representatives who are owners, chief executive or operating officers, or other business executives or employers with optimum policymaking or hiring authority.
 - b) Pursuant to 20 CFR 679.320 (b), members are to be representatives of

businesses or organizations representing businesses, including a minimum of 2 members representing small businesses as defined by the U.S. Small Business Administration.

- c) Members should represent businesses that provide employment opportunities in local area in-demand industry sectors or occupations. These representatives are uniquely suited to communicate the emerging workforce needs of employers in high-growth, in-demand sectors to the Board.
- 2) Workforce
- a) Not less than 20 percent of the members of the Board must be workforce representatives. Such representatives must include:
 - i) Two or more representatives of labor organizations (or other employee representatives if there are no labor organizations in the local area); and
 - ii) One or more representatives of a joint-labor management registered apprenticeship program (or other registered apprenticeship program if there is no joint labor-management program in the local area). In areas with joint apprenticeship programs, the apprenticeship representative must be a member of a labor organization or a training director.
 - b) To fulfill the requirement that 20 percent of Board members be workforce representatives, the Board may include:
 - i) One or more representatives from community-based organizations with demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including veterans or that provide or support competitive integrated employment for individuals with disabilities; and/or
 - ii) One or more representatives of organizations with demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out of school youth.
- 3) Education and Training
- a) Members of the Board must include representatives of entities administering education and training activities in the local area.
 - b) At least one of these members must be a representative from each of the following:
 - i) Provider of the Adult Basic and Literacy Education (ABLE) program; and
 - ii) Representative of higher education institutions that provide workforce training (including community colleges).
 - c) Additional members may include representatives of local education agencies and community-based organizations with demonstrated expertise and experience in addressing the education and training needs of individuals with barriers to employment.
- 4) Government and Economic Development
- a) Board members must also include representatives from governmental

and economic and community development entities in the local area. This includes at least one representative from each of the following:

- i) Economic and community development entity;
- ii) State Employment Service Office under Wagner-Peyser serving the local area; and
- iii) Vocational Rehabilitation programs.

In addition to these 4 categories, the chief elected official(s) may appoint other individuals to the Board, such as local agencies or entities administering transportation, housing, public assistance, and philanthropic organizations.

The members who are representatives of organizations with "demonstrated experience and expertise" include the following:

- 1) Individuals who are workplace learning advisors;
- 2) Members who contribute to the field of workforce development, human resources, training and development, or a core program function; or
- 3) Members the Board recognized for valuable contributions in education or workforce development related fields.

These provisions allow the chief elected official(s) the flexibility to assemble a Board that connects all key resources and stakeholders.

Chairperson shall be one of the appointed business representatives elected by the representatives on the local board.

Section 2. Terms of Office – The term of each Board member shall be two years. Board members in good standing will be eligible for reappointment at the end of their terms. To continue serving on the Board, Members who have served three consecutive terms must be recommended for reappointment by a majority of the Board of the Lucas County Commissioners.

Members who are no longer actively involved in the work of his or her membership category shall be required to resign from his or her Board seat. Members shall immediately inform the Board of a change in his or her employer or employment status, or other change in membership category, at which time it shall be determined if the member is eligible to continue serving on the Board.

Section 3. Board Member Resignation or Removal - Any member may resign at any time by giving written notice to the Chairperson of the Board and the Lucas County Board of County Commissioners. In addition, any member may be removed either with or without cause by a decision of the Lucas County Board of County Commissioners. The Board shall regularly review attendance of the individual Board members and shall recommend to the Lucas County Board of County Commissioners the removal of members who

fail to attend at least 50% of the full Board meetings during the program year, unless there are compelling reasons for absences approved by the Chairperson.

In the event of the resignation or death of a member, or removal of any member by the Lucas County Board of County Commissioners, the Lucas County Board of County Commissioners will immediately appoint a replacement. Such replacement will be appointed for the completion of the term.

Section 4. Compensation - Members serve without compensation. However, members may be reimbursed for reasonable expenses incurred during the course of Board activities if approved by the Board Chairperson in advance pursuant to guidelines that are established and reviewed annually by the Board.

Section 5. Specific Functions and Powers - The Board is authorized to perform, at a minimum, the following functions:

- Establish plans, goals, policies, and evaluations across the wide range of workforce development funding sources in the local workforce area;
- Establish oversight and accountability structures for the wide range of government-funded workforce development programs and services in the local workforce area;
- Establish a not-for-profit corporation under State of Ohio law and the rules of the U.S. Internal Revenue Service (IRS), for the purpose of assisting the Board carry out the above functions, as well as carrying out other permissible functions under the Workforce Innovation and Opportunity Act and its IRS designation;
- Develop a budget for the purpose of carrying out the duties of the Board, subject to the approval of the chief elected officials;
- Define the Board's information needs and ensure that such needs are being met by the agents selected for client information, financial reporting, and other administrative functions;
- Maintain a comprehensive five (5)-year plan for workforce development for presentation to the State of Ohio. Such plan, subject to the review and approval of the Lucas County Board of County Commissioners, will be modified as needed and updated at least annually.
- Establish a One-Stop delivery system for the local workforce area by certifying an operator for a network of full-service and other sites, under rules established by the State of Ohio. Such a plan will be reviewed and approved by the Lucas County Board of County Commissioners;
- Establish annually a "memorandum of understanding" (MOU) with each One-Stop partner, to include specific financial commitments,

service integration strategies and measure for compliance with the agreement;

- Monitor the One-Stop Operator/s for acceptable performance of the One-Stop and associated sites in accord with the mutually agreed-upon criteria and outcomes specified in the Memoranda of Understanding (MOU) with each of the service partners;
- Monitor all primary client service contractors and all providers of administrative services as selected by agreement of the Board and the Lucas County Board of County Commissioners;
- Identify eligible youth service providers under the Workforce Innovation and Opportunities Act and award contracts on a competitive basis based on recommendations from the Board's committee;
- Identify eligible training providers in the local workforce area and submit them to the State of Ohio for consideration as a part of the state's Eligible Training Provider list;
- Jointly with the Lucas County Board of County Commissioners, negotiate with the State of Ohio to reach agreement on appropriate performance measures for the local workforce area;
- Assist the State of Ohio in the creation and maintenance of a statewide employment statistics system, and serve as the lead organization in the local workforce area for the collection, creation and publicizing of labor market information related to workforce development needs, goals, and progress;
- Coordinate the Board's workforce development initiatives with the efforts of local and regional economic development entities;
- Serve as the lead organization for identifying the workforce development needs of the region's employers and citizens and coordinating responses to meeting those needs. Hire an Executive Director and such staff as may be required to carry out the above functions.

Article IV - Meetings

Section 1. Regular Meetings – The full Board shall meet at least four times per calendar year, but may schedule as many regular meetings as the Board deems necessary. Meetings may be held in person, virtually, or as a combination, with virtual attendees counting toward the meeting quorum provided the meeting is held in accordance with existing policy.

Section 2. Special Meetings - Special meetings of the Board may be called at any time by the Chairperson of the Board, the Lucas County Board of County Commissioners, or scheduled upon written request of no less than twenty (20%) percent of the Board's membership at the time the request is made.

Section 3. Notice of Meetings - Notice of the time, place, and purpose of any regular meeting of the Board shall be served upon each member of the Board either personally, by telephone, mail, E-mail, or fax machine to his/her last known address, as designated by the member to receive such correspondence. Notice of a special meeting shall be served as provided in this paragraph, no less than five (5) calendar days before such meeting. Notice of all meetings shall be announced to the general public, and the Board will comply with all State of Ohio open meeting (or “sunshine”) laws.

Section 4. Quorum - At each meeting of the Board, a majority of the total current membership constitutes a quorum for the transaction of business.

In determining a quorum of the Board, the number of members is considered to be that number which comprises the duly appointed members of the Board. Any vacancies which may exist are not counted in determining the total number of members.

Section 5. Vote - Each member of the Board is entitled to one vote, and any act of a majority of the members present and voting at a board meeting constitutes an official action of the Board.

Section 6. Proxy Voting – These by-laws contain no provision for proxy voting. Members must be present at meetings to cast a vote.

Section 7. Public Nature of Meetings - All meetings of the Board at which Board business is conducted are open to the public. The Chairperson has discretion to determine if any non-Board members present may address the Board during public meetings of the Board. All records and data utilized by the members in the conduct of business of the Board will, upon request, be made available to the public at a cost to be established by the Board. The Board may enter into executive session for purposes allowed in the Ohio Revised Code.

Article V – Officers

Section 1. Officers - The officers of the Board shall be a Chairperson, Vice Chairperson, and Immediate Past Chair. There shall be elected one individual to serve in each designated office other than the Immediate Past Chair. All officers shall be current Board members in good standing.

Section 2. Selection and Terms of Office - The Chairperson and Vice Chairperson, both of whom must be business representatives, are elected by majority vote of the Board for two-year terms. The Board shall elect officers in the last regularly scheduled meeting before June 30 of each year in which the term of an officer is to expire. The term shall commence on July 1 immediately following the election of officers. If the initial election of officers

is held after the June 30 deadline, the officers' terms shall be deemed to have commenced on July 1.

The Chair shall become Immediate Past Chair at the expiration of their final term as chair. If the Chair declines to assume the Immediate Past Chair Office, that office shall remain vacant until the expiration of the next Chair's term.

The term of each officer shall be two years. An officer shall serve no more than two terms in each office. An officer vacancy shall be filled by vote at a subsequent full or special Board meeting. An officer selected to fill a vacancy shall serve for the remainder of the term of the individual whose vacancy he or she is selected to fill. An officer shall be eligible to serve two full terms in office in addition to completing the unfinished term.

These term limits shall be retroactive to any officer who served on the Workforce Investment Board under the Workforce Investment Act.

Section 3. Resignation and Removal - Officers may resign from office at any time by giving written notice of such resignation to the Board. Officers may be removed from office, either with or without cause, by a majority vote of the Board.

Section 4. Chairperson of the Board - The Chairperson of the Board presides at meetings of the Board. The Chairperson appoints the members to all committees, except as provided in these bylaws. The Chairperson of the Board also has other powers and performs such other duties as may be assigned to him/her from time to time by the Board.

Section 5. Vice Chairperson of the Board - In the absence of the Chairperson, or in the event of the Chairperson's inability to act, or if that office is temporarily vacant, the Vice Chairperson exercises all of the powers and performs all of the duties of the Chairperson. The Vice Chairperson has such additional powers and performs such other duties as may be assigned to him/her from time to time by the Board.

Article VI – Committees of the Board

Section 1. Standing Committees - Standing committees may be established by the Board to provide information and assist the Board in carrying out its responsibilities under WIOA, including identification of strategies for better meeting the needs of individuals with barriers to employment. Standing committees must be chaired by a member of the Board, may include other members of the Board, and may also include other individuals appointed by the Board who are not members of the board.

Standing committees may include each of the following:

- 1) A standing committee to provide information and assist with operational and other issues relating to the OhioMeansJobs delivery system, which may include representatives of OhioMeansJobs center partners.
- 2) A standing committee to provide information and to assist with planning, operational, and other issues relating to the provision of services to youth, which must include CBOs with a demonstrated record of success in serving eligible youth.
- 3) A standing committee to provide information and to assist with operational and other issues relating to the provision of services to individuals with disabilities, including providing programmatic and physical access to the services, programs, and activities of the OhioMeansJobs delivery system.
- 4) The Board may designate other standing committees (e.g., serving priority populations such as low-income individuals), as determined needed and appropriate.
- 5) Any other committee approved by majority vote of the Board.

Section 2. Ad Hoc Committees - The Chairperson of the Board may appoint or authorize the appointment of such other committees or task forces as may be deemed necessary or appropriate to carry out the purpose of the Board. All reports and actions taken by ad hoc committees must be approved by the Board prior to implementation. At a minimum, an ad hoc Strategic Planning Committee will, from time to time, be appointed to lead the Board in the process of setting priorities and organizing the local response to address the key issues identified.

Section 3. Committee Composition - The Chairperson of the Board is authorized to appoint and remove members of committees. Non-board members may be appointed to any of the committees authorized in Article VI, except the Board's Executive Committee. However, in all committees except the Youth Committee the majority of members will be private sector members of the Board.

Section 4. Appointment of Committee Chairpersons - The Chairpersons of standing committees and ad hoc committees are appointed by the Chairperson of the Board for two-year terms, and are eligible for reappointment. Committee chairpersons may also be removed by the Chairperson of the Board.

Section 5. Meetings - The committee chairpersons will determine regular meeting schedules for their committee, in consultation with the Board Chairperson. All action items to be brought to the Board from the committee must be provided five (5) days in advance of the Board meeting in which they are to be addressed, unless otherwise provided by the Chairperson. In cases

where authority for action is given to the committee in advance by the Board, such action items must also be provided five (5) days in advance of the committee meeting.

Section 6. Quorum - At each meeting of a standing or ad hoc committee, a simple majority of current committee members constitutes a quorum for the transaction of business.

Article VII - Conflicts of Interest

Section 1. Conflicts of Interest - A member of the Board must neither cast a vote on, nor participate in, any decision-making capacity on the provision of services by such member (or any organization which the member directly represents or has an interest in), nor on any matter which would provide any direct financial benefit to that member, a member of his/her immediate family, or the organization they may represent. When a member abstains from voting due to conflict of interest, the minutes shall both reflect the abstention and the reason for the abstention as being due to conflict of interest or potential conflict of interest.

Both governmental and non-governmental members of the Board must adhere to all of the Ohio Ethics Laws O.R.C. 102, et al, as well as Conflict of Interest Policies and Procedures adopted by the Board. Each Board member will be provided a copy of said provisions upon appointment to the Board.

Section 2. Abstaining from a Vote - Whenever a matter to be voted upon by a Board member or committee member would involve him/her in a conflict of interest, they shall declare the conflict of interest to the Board Chairperson or committee chairperson prior to the next meeting or to the entire Board or committee during the meeting. Following such announcement, the Board or committee member shall abstain from discussion, decision-making, and voting on such matter.

Section 3. Raising Question of Conflicts of Interest - Whenever a Board member or committee member has cause to believe that a matter to be voted upon would involve any other Board member or committee member in a conflict of interest, they may raise such question with the Board Chairperson or committee chairperson prior to the next meeting, or with the entire Board or committee during the meeting, if required. The question so raised shall be decided by a majority vote of the Board or committee members present, excluding any Board or committee member present who has been disqualified from discussion or voting on the issue because of his/her own conflict of interest. If a conflict of interest is found to exist, the Board member or committee member shall abstain from, decision-making and voting on such matter.

Article VIII - Representation

Any Board member who is made a party to a legal action by reason of the fact that they are or was a member of the Board at the time the subject's legal action arose is entitled, upon written request, to representation and defense by the Board's legal counsel provided that it is determined by the Board's legal counsel they acted in good faith within the scope of his/her official responsibility and in the manner they reasonably believed to be in the best interest of the Board and that, with respect any criminal action or proceeding, they had no reasonable cause to believe his/her conduct was unlawful.

Article IX - Ohio Law

The Board shall function pursuant to the provisions of Ohio Law, where applicable, except where Ohio Law may be superseded by Federal Law.

Article X - Amendments

These bylaws may be amended, or repealed at any meeting of the Board by the affirmative vote of a majority of the members of the Board present and voting at such meeting where a quorum is present, providing that the proposed changes first have been submitted to the Board members for their review not less than five (5) working days prior to such meeting.

Article XI - Rules of Order

All meetings will be conducted pursuant to Robert's Rules of Order.

Article XII - Minutes

Minutes will be created for all Board and committee meetings, and said minutes will be maintained for review and inspection by the public at the Board's designated office.

Article XIII - Executive Director and Staff

In the event the Board determines the need for an Executive Director and/or dedicated staff, those individuals shall be selected by, and serve at the pleasure of the Board. The Executive Director shall manage the day-to-day affairs of the Board including the responsibilities included in, Article III, Section 5 of these by-laws. The Executive Director will attend all Board meetings, report on the progress of the initiatives and projects of the Board, answer questions of Board members and carry out the duties described in the job description. The Executive Director shall employ and fix compensation of the staff subject to the budget of the Board as approved by

the Board and the Chief Elected Officials. The Board may designate other duties as necessary.

These amended by-laws were revised and approved on 8 December, 2021 by The Lucas County Workforce Development Board.
