

**BYLAWS
of the
ST. LOUIS COUNTY
WORKFORCE DEVELOPMENT BOARD**

A board formed pursuant to St. Louis County Revised Ordinance Section 630.300 et. seq.
(Capitalized words not otherwise defined herein have the meanings set forth in therein)

ARTICLE I - OFFICERS

A. Officers

The officers shall be a Chair, a Vice-Chair, Secretary, Treasurer, and Parliamentarian.

B. Chair

The Chair shall be elected from among the private sector members on the Board. The Chair shall be the principal officer of the Board and shall in general supervise and control all of the business and affairs of the Board membership. The Chair shall appoint committee members and chairs of the committees. The Chair may sign any instruments which the Board has authorized to be executed; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time.

C. Vice Chair

The Vice-Chair shall be elected from among the private sector members on the Board. In the absence of the Chair, or in the event of their inability to act, the Vice-Chair will perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to him by the Chair or by the Board.

D. Secretary

The secretary shall be responsible for the recording of Board business and attesting the Chair's signature as may be required. The secretary shall be responsible for recording attendance at meetings, and for determining and certifying that a quorum is present on an appropriate record. During a meeting when roll-call voting is required, the secretary shall "call-the-roll", record and certify individual member's votes on an appropriate record. The secretary shall be responsible for validating the accuracy of minutes, in particular, the recording of motions and their outcomes.

E. Treasurer

The treasurer shall be the vice chair of the Executive/ Finance Committee.

F. Parliamentarian

The Parliamentarian shall, at the request of the presiding officer at any meeting of the Board or the committees of the Board, provide advice regarding parliamentary procedure.

G. Election

The officers shall be elected by the Board, from the slate presented by the Nominating Committee, during the second quarter of odd-numbered years or as required by vacancies. To the extent that the slate presented by the Nominating Committee contains positions for which no nominees have been identified, nominations may be taken from members of the Board at a regular meeting of the Board.

H. Term of Office and Vacancies

Each officer shall hold office until his/her successor shall have been duly elected and qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. Vacancies may be filled at any meeting of the Board in the manner set forth above, and if unfilled after a meeting of the Board, may be appointed by the Chair.

I. Removal

Any officer elected or appointed by the Board may be removed by the membership whenever in its judgement and the best interest of the Board would be served thereby. Removal shall be effected by majority vote of members attending a meeting wherein a quorum is present.

ARTICLE II – COMMITTEES

A. Standing Committees

The following committees shall be the standing committees of the Board.

1. EXECUTIVE/ FINANCE COMMITTEE – The Executive/Finance Committee shall consist of the Chair, Vice Chair, Treasurer, and Secretary and such other members of the Board, which are appointed by resolutions adopted by a majority of the members of the Board. At all times, a majority of the Executive/ Finance Committee members must represent the private sector. The Chair of the Board shall serve as Chair of the Executive/ Finance Committee.

Any action taken or initiated by the Executive/Finance Committee on behalf of the Board shall require full disclosure to the Board at the regularly scheduled meeting following said actions. The duties of the Committee are as follows:

- a. Responsible for acting on behalf of the Board as authorized by the Board.
- b. Responsible for making policy recommendations to the Board which meet the needs of both the area employers and job seekers.
- c. Responsible for review recommendations for revisions to Board's governing documents.

2. YOUTH COUNCIL – An advisory committee to the Board, charged with developing the portions of the local plan relating to eligible youth, recommending eligible providers of youth activities to be considered for grants or contracts on a competitive basis, conducting oversight with respect to eligible providers of youth activities, coordinating youth activities that are authorized by the act, and other duties required by applicable law and to the extent consistent with applicable law, requested by the Board’s Chair.
3. DISABILITY RESOURCE COMMITTEE – An advisory committee to the Board, charged with developing policies for St. Louis County Career Centers as related to WIOA and serving customers with disabilities. The Committee will coordinate with surrounding regions to develop a regional strategy linking job seekers with disabilities and the business community.
4. CAREER PATHWAYS COMMITTEE – An advisory committee to the Board, charged with leading efforts to develop and implement career pathways in the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment.
5. NOMINATING COMMITTEE – At a regular meeting of the Board, the Chair shall seek volunteers for the Nominating Committee for the purpose of nominating a slate of officers of the Board. The committee shall seek willing nominees from active Board members and shall make its best effort to nominate at least one candidate for each office.

B. Ad Hoc Committees

The Board, by resolution adopted by a majority of the members, may from time to time appoint such committees from among its members, or other persons for such particular purposes as may be deemed necessary or desirable to enhance or assist the Board to carrying out its duties, and furthering the purposes of the Workforce Innovation and Opportunity Act.

Any committee so appointed shall have the powers and authority as are explicitly delegated by the Board; and no such committee shall exercise the authority of the Board with respect to the election of officers or members of the Board, the adoption, repeal or amending of these bylaws, or adopting a plan of merger or consolidation or dissolution of the Board.

C. Quorum (Committees)

At all committee meetings, one-half of all the members of such committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at such meeting shall be the act of the committee. If a quorum shall not be present at any meeting of a committee, the

members of the committee present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

D. Telephonic Meetings

Committees may conduct meetings by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

E. Written Consent

At the discretion of the Chair, the members of a committee may be polled by fax, e-mail, or other written communication, to take action on an item(s) requiring expedited attention. For such action to be effective, written response to the communication must be received by at least 40% of the members of the committee who are entitled to vote, and the majority of those members must have affirmatively consented to such action. Written evidence of the action taken shall be included in the minutes filed with the corporate records.

ARTICLE III – BOARD MEETINGS AND PROCEDURES

A. Regular Meetings

The Local Board shall hold at least 4 regular meetings each year to discuss progress or other matters affecting the operation of the Board. Meetings will be open to the public.

B. Special Meetings

Special meetings shall be called by the Chair or by a majority of the members of the Board.

C. Notice

Notice of all meetings of the Workforce Development Board shall be given at least seven (7) days previous thereto by written communication, mailed faxed or delivered personally to each member at his/her business address. Said notice shall be the responsibility of the Administrative Entity's staff, which shall also be responsible for making such notice public.

Attendance at or participation in a meeting by a member of the Board waives any required notice of the meeting unless the Board member, upon arriving at the meeting or prior to the vote on a matter not noticed as set forth herein, objects to lack of notice and does not vote for or assent to the objected to action. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any notice or waiver of notice of such meeting.

D. Agenda

The business of all meetings of the Board shall be those matters identified in the meeting agenda. All requests of matters for Board consideration are to be communicated to the

Chair and executive director at least ten (10) days before the scheduled Board meeting. The Board may add additional items to the agenda with the affirmative vote of the Board.

E. Quorum

At all meetings of the Board, 40% of all the members of the Board who are entitled to a vote shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members of the Board who are entitled to a vote and who are present at any meeting at which there is a quorum shall be the act of the Board, unless the action is one upon which, by express provision of applicable law, or these Bylaws, a different vote is required, in which case such express provision shall govern and control. If a quorum shall not be present at any meeting of Board, the members of the Board present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

F. Telephonic Meetings

The Board may conduct meetings by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

G. Written Consent

At the discretion of the Chair, the members of the Board may be polled by fax, e-mail, or other written communication, to take action on an item(s) requiring expedited attention. For such action to be effective, written response to the communication must be received by at least 40% of the members of the Board who are entitled to vote, and the majority of those members must have affirmatively consented to such action. Written evidence of the action taken shall be included in the minutes filed with the corporate records.

F. Voting

Subject to the conflict of interest policy set forth herein, the act of a majority of the voting members present at a duly organized meeting at which a quorum is present shall be the act of the Board. Voting shall be conducted per Roberts Rule of Order.

G. Proceedings for Meetings

Meeting proceedings will be governed by Roberts Rules of Order, Newly Revised.

ARTICLE IV – BYLAW AMENDMENTS

A. Proposal

Amendments to these bylaws may be made whenever it is felt necessary for the best interest of the Board. Such amendments shall be proposed in writing and transmitted with agenda announcements prior to all meetings.

B. First Reading

The motion for such amendments shall be made to the Executive/Finance Committee the meeting following drafting and this shall constitute the first reading.

C. Voting

A vote will be taken at the meeting following the First Reading of the proposed Bylaws. A two-thirds majority of those voting at all Board meetings (per Article V, Section 2B, and Voting) shall be required to amend these bylaws.

ARTICLE V – CONFLICTS OF INTEREST

Except for voting on the local plan as required under WIOA (or any predecessor legislation or amendments to WIOA), excluding modifications, no Board member may vote on or participate in debated on any item before the Board on regarding provision of services by such member, by an entity that such member represents, (or by which the member is employed) or that would provide direct financial benefit to such member or the immediate family of such member. Furthermore, members should abstain from voting on items of business where members of the community and others may feel there is the appearance of a vested interest. In addition, no member of the Board may engage in any other activity determined by the Chief Elected Official to constitute conflict of interest as specified in the Missouri State Plan (as defined in WIOA).