

## ATTACHMENT 3

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

A board formed pursuant to Section 630.300 St. Louis County Revised Ordinances. References herein to St. Louis County Workforce Development Board (“WDB”) (“the Board”) shall include Workforce Investment Board (“WIB”).

(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, collectively “Leadership”.

##### B. Chair

The Chair shall be elected from among the business representative members on the Board in accordance with Title 20 Section 679.330 Code of Federal Regulations. The Chair shall be the principal officer of the Board and shall in general supervise and control all the business and affairs of the Board membership. The Chair shall preside over meetings of the Board. The Chair shall appoint committee members and chairs of the committees except as otherwise provided herein. 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. The outgoing Board Chair will chair the Nominating Committee to nominate a successor.

##### C. Vice Chair

The Vice-Chair shall be elected from among the business representative 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 preside over meetings of the Board in the Chair’s absence. The Vice-Chair shall perform such other duties as from time to time may be assigned to them by the Chair or by the Board. The Vice Chair must meet the eligibility criteria for the Board Chair, specifically eligibility as a business representative.

##### D. Secretary

The Secretary, in conference with the Board staff, as designated by the Director of the Department of Human Services, shall be responsible for the recording of Board business, attesting the Chair’s signature as may be required, recording attendance at meetings, and determining and certifying that a quorum is present on an appropriate record. During a meeting when roll-call voting is required, the Secretary is responsible to preside over the conduction of the “call-the-roll”, recording and certifying individual member’s votes on an appropriate record. The Secretary shall be responsible for validating the accuracy of minutes, particularly recording of motions and their outcomes. As such, the Secretary is expected to confer with the Board’s Director and Administrator prior to meetings of the Executive/Finance Committee and Board to review business matters.

E. Treasurer

The Treasurer shall be the Vice Chair of the Executive/Finance Committee. The Treasurer is expected to confer with the Director of Workforce Development and Fiscal staff prior to meetings of the Executive/Finance Committee and Board to review financial matters.

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. Presiding Officer

The Chair shall act as the Presiding Officer at all meetings of the Board. In the absence of the Chair, the Vice-Chair shall act as the Presiding Officer. At any meeting of the Board from which both the Chair and Vice-Chair are absent, the Board shall by majority vote of those present elect a member to serve as Presiding Officer at that meeting.

H. Elections

The officers shall be elected by the Board, subject to the requirements provided for herein, 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.

I. Term of Office and Vacancies

Any term of office for officers is two (2) years. Such term shall commence on July 1 and shall expire on June 30 two years later. Election of officers shall be held every two (2) years at the last Board meeting of the program year prior to the commencement of a new two (2) year term. A program year shall run July 1 through June 30 of the following year. Terms should be staggered to ensure continuity of leadership, with the elections for the Chair and Vice-Chair occurring on alternating years. Elections for Treasurer, Secretary and Parliamentarian may occur on the same or alternating years.

The total time a member may serve in leadership does not have to be consecutive but may not exceed eight (8) years. An officer may be elected to another office during their tenure in leadership but may not exceed eight (8) years.

A member is eligible to be re-elected to an office after a period of two years out of leadership but may not exceed the eight (8) year total.

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.

The Chief Elected Official (“CEO”) of the Board is the County Executive. The CEO will be notified of any vacancy as soon as possible, but no later than thirty (30) days after the vacancy is effective. Notification will be done in writing via email or printed document. The authorized party(ies) to receive initial notification of a vacancy or pending vacancy will make the report, ensuring that all relevant parties are notified, including the CEO, Department Director, Division Director, Board Administrator, Office of Workforce Development (“OWD”), and/or the Board Chair. The authorized parties include the Director of Workforce Development, the Workforce Development Administrator, Director of the Department of Human Services, and the CEO or the CEO’s designee.

J. Eligibility

A member must be on the Board for a minimum of two (2) years before being eligible to hold an office.

K. Removal of Officers

Any officer elected or appointed by the Board may be removed from the office by the membership whenever in its judgement, the best interest of the Board would be served thereby. Removal shall be affected by majority vote of members attending a meeting wherein a quorum is present. An officer removed pursuant to this section will retain membership on the Board.

**ARTICLE II - MEMBERSHIP**

A. The membership of the Board shall be determined by the Workforce Innovation and Opportunity Act (“WIOA”) laws, regulation, and State Issuances. The CEO must appoint members to the Board in accordance with the criteria established in Title 20 Section 679.320 Code of Federal Regulations.

B. The Board must be certified or recertified by the Governor of the State of Missouri every two (2) years.

C. Required Membership – Eligibility –The CEO may solicit nominations from the appropriate organizations for eight (8) categories of appointees to the Board:

1. Business (51% of the Board must consist of business representatives), a minimum of two must represent “small business,” as defined by the Small Business Administration (“SBA”).
2. Labor/Workforce – no less than 20% of the members shall be representatives of labor/workforce
3. Adult Education and Literacy (“AEL”)
4. Higher Education
5. Economic Development
6. Wagner-Peyser (OWD)
7. Rehabilitation Act (Vocational Rehabilitation (“VR”))
8. Temporary Assistance to Needy Families (Family Support Division (“FSD”))

D. Elective Board Appointments – The CEO has the discretion to add other representatives to the Board membership. The appointment of additional members cannot reduce the requirement of a 51% business representative majority.

E. Nominations – Members (except non-voting members) must be appointed based upon letters of nomination to the CEO. Nominations must come from business, labor/workforce, education, state-level agencies, or other organizations appropriate to the position being filled.

F. Board Appointments – it is the responsibility of the CEO to make appointments to the Board. Applicants not nominated and desiring a position on the Board must complete the St. Louis County Boards or Commissions application process as provided herein. Applicants are required to complete an online application and submit a resume at the time of application. The submitted documents will be reviewed by the CEO’s office and Division of Workforce

Development. Interviews will be conducted with each applicant prior to appointment by the CEO to the Board.

- G. Vacancies – The CEO will be notified of any vacancy as soon as possible, but no later than thirty (30) days after the vacancy is effective. Notification will be done in writing via email or printed document. The authorized party(ies) to receive initial notification of a vacancy or pending vacancy will make the report, ensuring that all relevant parties are notified, including the CEO, the Director of Human Services, the Director of Workforce Development, OWD, and the Board Chair. The authorized parties include the Director of Workforce Development, the Workforce Development Administrator, Director of the Department of Human Services, and the CEO, or the CEO’s designee.
- H. Term Limits – Members may serve an initial four (4) year term, with up to two (2) renewable four (4) year terms, not to exceed a total of twelve (12) years (three (3) four (4) year terms) and/or until the member’s replacement is nominated and appointed. The Board will observe staggered terms to ensure the Board’s succession and continuity. All current membership eligibility criterion will apply. A member is eligible to reapply or be reappointed to the Board after a period of one (1) year of not serving on the board.

For the duration of the term, a voting member must maintain the WIOA eligibility qualification justifying that appointment at the time it was certified. Members who fail to retain eligibility to remain on the Board due to a change in the eligibility status, must be removed from the Board or appointed as a non-voting member at the discretion of the CEO.

- I. Active Participation – Members are expected to actively participate in convening the workforce development system’s stakeholders, brokering relationships with the diverse range of employers and other entities, leveraging support for workforce development activities, and ensuring that workforce investment activities meet the needs and support the economic growth in the region as outlined in Title 20 Section 679.370 Code of Federal Regulations. Board staff will provide an orientation for new members that outlines expectations for engagement. Active members will be provided periodic training on WIOA related topics and invited to join committees authorized by the Board.

Absence – Any member absent from three (3) or more meetings in any program year, and/or more than three (3) consecutive Board meetings may be terminated by the Board. The Executive / Finance Committee shall review the circumstances of the absences and make a recommendation of retention or termination to the full Board.

Expulsion – A member may be recommended for expulsion from the Board when an action is deemed inappropriate and determined to be averse to the credibility and mission and/or violation of standard ethical norms of the Board as a whole. Expulsion will occur when two-thirds of the current Board members elect to so remove, by public vote. Each member must sign and adhere to the standard ethical norms statement contained in the membership nomination form.

### **ARTICLE III – 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.

The Executive/Finance Committee can only act as authorized by the Board. 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 reviewing recommendations for revisions to the Board’s governing documents.
2. YOUTH COMMITTEE – 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. THE EMPLOYER ENGAGEMENT AND CAREER PATHWAYS COMMITTEE – An advisory committee to the Board, consisting of private sector companies across key industry sectors that will actively recruit local business leaders to partner with the Board and create programs that lead to quality jobs for adults, dislocated workers, and youth. This committee will specifically serve as an advisory group to the Business Services Unit of the Office of Workforce Development and will shape workforce solutions offered through this unit.
  5. NOMINATING COMMITTEE – At a regular meeting of the Board, the Chair shall seek volunteers for the Nominating Committee from eligible members 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 establish 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 in carrying out its duties, and furthering the purposes of the WIOA.

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. Virtual Meetings

Committees may conduct meetings by means of a virtual conference platform, 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.

**ARTICLE IV – BOARD MEETINGS AND PROCEDURES**

A. Regular Meetings

The Board shall hold at least four (4) regular meetings each year to discuss progress or other matters affecting the operation of the Board. Meetings will be open to the public. A Board member may send an alternate designee to attend a meeting in his/her stead. The alternate designee may serve in an information-gathering capacity only. The designee will have no voting privileges, nor will their attendance count toward establishing a quorum.

B. Special Meetings

Special meetings may be called by the Chair. Alternatively, a special meeting may be called by a majority of the members of the Board during a regular Board meeting.

C. Notice

Notice of all regular meetings of the Board shall be given at least 24 hours previous thereto by written communication, emailed, mailed, faxed, or delivered personally to each member at the member's business address. Said notice shall be the responsibility of the Board's staff, which shall also be responsible for making such notice public. Notice of special meetings of the Board shall be given in compliance with all applicable law, including Chapter 610 RSMo and Chapter 114 SLCRO.

D. 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 any matter before the Board, objects to lack of notice and does not vote for or assent to the objected to action. 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 Director of Workforce Development at least ten (10) days before the scheduled Board meeting.

E. Quorum (Full Board)

At all meetings of the Board, 50% 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 Chair may declare the meeting adjourned.

F. Virtual Meetings

The Board may conduct meetings by means of a virtual conference platform, 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. The Board shall conduct virtual meetings in compliance with Chapter 610 RSMo and Chapter 114 SLCRO.

G. Voting

Each member shall have one (1) vote on all matters. Members must be present to vote. Proxy voting is not permitted.

Subject to the conflict-of-interest policy set forth herein, the act of a majority of the voting members in attendance at a duly organized meeting at which a quorum is present shall be the act of the Board. Voting shall be conducted in compliance with Chapter 610 RSMo, Chapter 114 SLCRO and other applicable law. In the absence of a specific provision of applicable law or these bylaws, voting shall be conducted per Robert's Rules of Order Newly Revised 12<sup>th</sup> Edition.

H. Proceedings for Meetings

Robert's Rules of Order Newly Revised 12<sup>th</sup> Edition are adopted as though fully set out herein and shall be followed in the absence of a specific provision of applicable law or these bylaws.

**ARTICLE V – 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. Review of Proposed Amendments

Upon receipt of proposed amendments, the Board shall refer such proposed amendments to the Executive/Finance Committee for review and recommendation. The Executive/Finance Committee may adopt recommendations pertaining to such proposed amendments. The Executive/Finance Committee shall submit such recommendations for consideration by the

Board at the first board meeting following adoption of such recommendation(s) by the Executive/Finance Committee.

C. Voting

A vote will be taken at the first Board meeting following review by the Executive/Finance Committee. A two-thirds majority of those in attendance at all Board meetings shall be required to amend these bylaws.

**ARTICLE VI – 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 or debate 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 which constitutes a conflict of interest as specified in the Missouri State Plan (as defined in WIOA) or as otherwise provided by applicable law.

If a Board member has a concern regarding a potential conflict of interest, the concern should be immediately reported to the Director of Workforce Development. Each instance will be evaluated on a case-by-case basis by the appropriate County officers and in accordance with all applicable County laws and policies.



## AMENDMENT

### PURPOSE FOR AMENDMENT:

The purpose of this amendment is to bring the St. Louis County Workforce Development Board By-Laws into compliance with 20 CRF §679.310(g) (1-7) regarding the minimum requirements of WIOA Local Workforce Development Board (LWDB).