

South Central TN Development District

Local Workforce Development Area Southern Middle TN Board

BY-LAWS

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Local Workforce Development Southern Middle TN Board

BYLAWS

Article I Name

§ 1.1 **Name:** In accordance with Workforce Innovation and Opportunity Act (WIOA) of 2014, Section 107 (b) (1), the Governor, in partnership with the State Workforce Board shall establish criteria for the appointment of Local Workforce Development Board members by the Chief Elected Officials. The Tennessee Department of Labor and Workforce Development (TDLWD), as the designated representative of the Governor, provide guidance on the required inclusions of such an agreement.

Article II Administration

§ 2.1 **Location:** For Local Workforce Development Southern Middle TN (SM), the Chief Elected Officials (CEOs) include the county mayors/executives from the following counties in Tennessee: Giles, Hickman, Lawrence, Lewis, Marshall, Maury, Perry, Wayne, Bedford, Coffee, Franklin, Grundy, and Lincoln, Moore.

Whereas, the Chief Elected Officials, within the meaning of the WIOA Act of 2014, are the County Mayors/Executives of each county referenced above; and

Whereas, the WIOA requires the establishment of a Local Workforce Development Board (LWDB) to provide policy guidance for, and exercise oversight with respect to, activities under the job training program for its workforce development region in partnership with the general local governments within its LWDA; and,

Whereas, it is the responsibility of the County Mayor/Executive of each county in the LWDA to appoint members of the LWDB in accordance with the WIOA and an Agreement entered into by the County Mayor of each county.

WIOA Section (107) (c)(1)(A) authorizes CEOs to appoint the members of the LWDB in accordance with the criteria established under Section 107 (b) of the WIO. Authority to appoint members to the LWDB lies solely with the CEOs.

Article III Purpose

§ 3.1 **Mission of the Board:** The purpose of this body is to provide guidance and exercise oversight with respect to activities under the *Workforce Innovation and Opportunity Act of 2014* in partnership with the units of local government for the Local Workforce Development Area Six. The

Board is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes by assisting to increase the employment opportunities, job retention, occupational skills attainment and earning of eligible individuals, and as a result, improve the quality of the local and area wide workforce, reduce welfare dependency, and enhance the productivity and competitiveness of the listed in the following paragraph. The Board shall review the provision of services and the use of funds and resources under applicable State and Federal workforce development programs and will advise methods of improving and coordinating the use of such funds and resources. Where necessary, the Board shall develop and implement appropriate State and local performance measures to ensure that such resources and funds are being used effectively.

The Board is established in accordance with WIOA Act of 2014. In furtherance of such purposes, the Board intends to operate in the Local Workforce Development Area, established by the Governor of the State of Tennessee, encompassing Giles, Hickman, Lawrence, Lewis, Marshall, Maury, Perry, Wayne, Bedford, Coffee, Franklin, Grundy, Lincoln, Moore, and Warren counties of Tennessee.

Article IV Authority of the Board

§ 4.1 Authority of the Board: The Board is authorized to:

- a. Set policy within LWDA Southern Middle (SM);
- b. Develop a plan in partnership with the Chief Elected Officials (as defined in *29 U.S.C. Section 2801 (6)*) within submission to the Governor;
- c. Enter into Memoranda of Understanding with one-stop partners;
- d. Select eligible providers of youth activities by awarding grants or contracts on a competitive basis based on recommendations of the Standing Youth Committee;
- e. Identify eligible providers of training and intensive services;
- f. Develop budgets for the purpose of carrying out the duties of the Board under the *Workforce Innovation & Opportunity Act of 2014* subject to the approval of the Chief Elected Officials;
- g. Provide program oversight in partnership with the Chief Elected Officials with respect to local programs of youth activities, local employment and training activities, and the One-Stop delivery system within the LWDA;
- h. Negotiate local performance measures in conjunction with the Chief Elected Officials and the Governor;
- i. Assist the Governor in developing statewide employment statistics systems;
- j. Coordinate the workforce development activities authorized under the *Workforce Innovation & Opportunity of 2014* and carry out economic development strategies and develop other employer linkages with such activities;
- k. Promote the participation of private sector employers in the statewide workforce investment system and ensure the effective provision through the system of connecting, brokering, and coaching activities through intermediaries such as the One-stop operator within the LWDA or through other organizations to assist employers in meeting hiring needs;
- l. Perform any and all other duties required of the Board, by the duly authorized Chief Elected Officials for the counties within the LWDA or by the Governor of the state of Tennessee acting pursuant to, *29 U.S.C. §2801, et Seq.,* as amended; and

- m. Have the authority to receive, administer, invest and distribute property in accordance with the provisions set forth in these By-Laws. In no event shall the Board provide training services described in *29 U.S.C. Section 2864(d) (4)*, unless waived by the Governor of the State of Tennessee in accordance with the provisions of the *Workforce Innovation & Opportunity Act of 2014*.

Article V Members

§ 5.1 Membership: The number of the members of the Board shall be not less than the minimum number required under the Act as set forth in the *Workforce Innovation & Opportunity Act 2014*, as amended from time to time. The number of members may be increased or decreased from time to time by the chief elected officials of the counties within the LWDA, but no decrease shall have the effect of shortening the term of an incumbent officer or member or reducing the number of members below the minimum number required under the Act. The chief elected official of each of the counties encompassed within the LWDA shall appoint the members of the Board in accordance with the criteria established by the Governor of the State of Tennessee as described in Workforce Services Policy #5 – Local Governance, and may be amended from time to time. A majority of the members of the local board shall be representatives of the private sector as described in paragraph (2)(A)(i) in the *Workforce Innovation & Opportunity Act (WIOA), Section 107*.

The chief elected officials within the LWDA may execute an agreement that specifies the respective roles of the individual chief elected officials (a) in the appointment of the members in accordance with the criteria established as provided below; and (b) in carrying out any other responsibilities assigned to such officials under the *Workforce Innovation & Opportunity Act of 2014*. The minimum requirements for the composition of the LWDA6 Board shall be as follows:

- (a) Business: A majority (51%) of local board members must be representatives who are owners, chief executive or operating officers, or other business executives, or employers with optimum policymaking or hiring authority; and
- (b) Workforce: Not less than twenty (20%) percent of the members must be workforce representatives. Such representative must include:
 - 1) Two or more representative of labor organizations; and
 - 2) One or more representative of a joint labor-management registered apprenticeship program; and
- (c) Education: At least one member must be a representative of an entity administering education and training activities in the local area. At least one member must be a representative of a provider of adult education and literacy activities under Title II of WIOA. And, at least one member must be a representative of an institution of higher education that provides workforce training (including community colleges); and
- (d) Governmental or Community Development: The members must include at least one representative of each of the following:

- 1) Economic or community development entities in the local area; and
- 2) The State Employment Service Office, under Wagner-Peyser, serving the local area; and
- 3) Programs carried out under Title I of the Rehabilitation Act of 1973.

§ 5.2 Nomination of individuals to the Local Board: An *Interlocal Agreement* has been prepared and signed by all Local Elected Officials (LEOs). This agreement designates the Chief Local Elected Official (CLEO) to have the authority to act on behalf of the other LEOs. It is the responsibility of the CLEO to select members to serve on the Local Board (WIOA Section 107(c)(1)(A)). To accomplish this task the CLEO must solicit nominations according to the requirements of Local Board composition, explained beforehand. Nominations must come from the head of organizations – specifically those representing businesses, labor, education, and economic and community development – that provide policy-making experience to align the workforce and education needs within the State. The CLEO must establish a formal policy to facilitate the nomination of members to the Local Board (TELG 27-14).

The nomination must be solicited by the CLEO from entities of: business, workforce (labor management/apprenticeships), education, government or community development. The nominator should be of a management capacity within these areas or entities. Thus, staff to the LWDB fiscal agent staff, staff employed by One-Stop Operators, and contracted service providers is prohibited from both nominating members to the board or serving on the board; this process is in place to avoid conflicts of interests.

The authority to appoint members of the Local Workforce Development Board (LWDB) lies solely with the CLEO as the final authority on appointments to the Local Board. The nomination for an individual to serve on the LWDB must come from the head of an organization which represents businesses, labor, education, or economic and community development; however, the signature to authorize the nominee must come from the CLEO. Each nomination also requires a Conflict of Interest form to be signed by the nominee; this document assures that the individual has disclosed any business connection of the nominee or their immediate family which could be interpreted as unfairly beneficial to a party receiving WIOA program funds.

To approve the nomination of each individual selected to serve on the Local Board the following documentation is required:

- A) **A Conflict of Interest form** signed by the nominee to the board; and
- B) **A signed nomination form**; and
- C) **A signed letter**, (Letter of Recommendation) which must come from the head of the organization the nominee represents, must identify the individual being nominated by their organization. This letter must also acknowledge the nominee's optimum policy making authority, as it aligns with a curriculum vitae, resume, or work history, to support the qualifications of the nomination; and
- D) The submission of this signed letter to the appointing CLEO of the LWDA SM. Composition of the LWDB members should reflect the demographic makeup for the Local Area.

The completed nomination forms will be submitted to the Tennessee Department of Labor and Workforce Central Office – at Workforce.Board@tn.gov – for review. Once the form has been reviewed the Local Board will receive a follow-up letter of certification or denial within seven (7) business days; the letter will also make a request for additional information when submitted documentation is insufficient to make a determination. The member must not be seated onto the Local Board until a certification letter from TDLWD has been received to affirm the nomination. Board members shall serve for fixed terms; term lengths shall be for four years from the appointment date.

§ 5.3 Conflict of Interest: All LWDB members, as well as anyone on a standing committee, shall adhere to the following in regard to conflict of interest. (WIOA Sec. 102(b)(2)(E)(i) and Sec. 107(h)(1)(2)).

- A) A LWDB member may not vote on any matter that would provide direct financial benefit to the member or the member's immediate family, or on matters of the provision of services by the member or the entity the member represents.
- B) A LWDB member shall avoid even the appearance of a conflict of interest. Prior to taking office, LWDB members must provide to the Local Board Chair a written declaration of all substantial business interest or relationships they, or their immediate families, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from the LWDB. Such declaration shall be updated annually or within 30 days to reflect any changes in such business interests or relationships. The LWDB shall appoint an individual to timely review the disclosure information and advise the Local Board Chair and appropriate members of potential conflicts.
- C) Prior to a discussion, vote or decision on any matter before a LWDB, if a member, or a person in or relationship to a business entity, organization, or property that would be affected by any official LWDB action, the member shall disclose the nature and extent of the interest or relationship and shall abstain from discussion and voting on or in any other way participating in the decision on the matter. All abstentions shall be recorded in the minutes of the LWDB meeting and be maintained as part of the official record.
- D) It is the responsibility of the LWDB to monitor potential conflict of interest and bring it to the LWDB's attention in the event the member does not make a self-declaration.
- E) A LWDB shall ensure that the LWDB, its members, or its employees do not directly control the daily activities of its workforce service providers.
- F) LWDB members or their organizations may receive services as a customer of a local workforce service provider.

§ 5.4 ADVISORY AND STANDING YOUTH COMMITTEE MEMBERS: The Board may appoint advisory members from time to time, who may attend, without vote, all meetings of the Board. Advisory members shall serve at the pleasure of the Board and shall advise and counsel the Board on

appropriate matters. Members of the Standing Youth Committee who are not board members meeting the criteria set forth in *Section 5.1* shall be nonvoting members of the Board.

§ 5.5 BOARD VACANCY: Any vacancy occurring on the Board, including vacancies created by the removal of members for cause may be filled by the chief elected official of the county, which appointed the member whose position is vacant, so long as the requirements of Section 5.1 are met.

§ 5.6 REMOVAL: Any member of the Local Workforce Development Board may be removed for cause by a two-thirds (2/3) vote at a meeting, at which a quorum is present, in accordance with this article. Cause for removal shall include: (a) missing three consecutive meetings, (b) a change in employment that results in a change of membership classification, (c) failure or refusal to work cooperatively with the Board and to abide by the By-Laws, and (d) other causes as determined by the Board. Removal of a member shall also constitute removal as an officer of the Board and as a member of all committees of the Board. Intent to remove a member must be stated in the call of the meeting and be provided to all voting members at least five (5) days prior to the meeting.

§ 5.7 RESIGNATION: A member may resign his or her membership at any time by tendering his or her resignation in writing to the Chairperson, or in the case of the resignation of the Chairperson, to the Vice-Chairperson or Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Board. Any board member absent, in person or by proxy, for two (2) consecutive regularly scheduled meetings shall be contacted by the Local Workforce Development Area Six Staff. Any board member absent for three (3) consecutive regularly scheduled meetings shall be considered to have resigned unless there is notification of extenuation circumstances approved by the Chairperson.

ARTICLE VI

Officers

§ 6.1 Board Officers: There shall be a Chairperson, a Vice-Chairperson, and a Secretary of the Board, each of who shall be elected in accordance with the provisions of this article (Section § 6.2). The Board may also elect such other assistant officers, as the Board may from time to time deem necessary or appropriate. Any two or more offices may be held by the same person, except for that of the offices of Chairperson, Vice-Chairperson and Secretary.

The Chairperson of the Board shall preside at all meetings of the Board if present; execute instruments, when authorized by the Board, in the name of the Board; call special meetings of the Board, or reschedule a regular meeting of the Board; be a member of all standing committee, and he/she shall be Chairperson of the Executive Committee; exercise and perform such other powers and duties as may be assigned by the Board, or prescribed by the bylaws; and in general, to perform all the duties incidental to the office of Chairperson.

In the absence of the Board Chairperson, the Vice-Chairperson shall perform all the duties of the Chair, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. The Vice-Chairperson shall have such other powers, and perform such other duties, as may be prescribed by the Board or the Bylaws.

In the absence of the Chairperson and Vice-Chairperson, the Chairperson shall designate a member of the Board to preside over the regularly scheduled meeting.

In the absence of the Secretary of the Board, the Staff to the Board, Project Coordinator will perform all the duties of the Secretary of the Board, which is keeping the minutes and calling the role.

§ 6.2 Election and Term of Office: The officers of the Board shall be elected annually, by the Board members, during the designated annual meeting as set forth in (Section § 7.1) of this article. Each officer shall hold office for a term of one (1) year or until his or her resignation, death or removal from office in the manner provided in Sections § 5.4 and § 6.7 of this article. An officer may succeed himself or herself in office.

§ 6.3 Board Chairperson: The Chairperson of the Board shall (a) be elected from among the members of the Board (b) be a representative of the private sector (c) be designated the Chairperson of the Board and shall in general perform all primarily responsible for the general management of the programmatic affairs of the Board and for implementing the policies and directives of the Board, (e) preside at all meetings of the Board and the Executive Committee, (f) have authority to sign, with the Secretary or any other proper officer thereunto authorized by the Board, contracts, proposals, plans, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these By-laws to some other officer or agent of the Board, or shall be required by law to be otherwise signed or executed. No term of a chairperson shall exceed Five (5) years. Each chairperson shall hold office until his or her term shall have expired and his or her successor shall have been elected and qualified, or until his or her resignation, removal from office, or death. A retiring chairperson may succeed himself or herself. The chairperson shall be natural person who has attained the age of twenty-one (21) years.

§ 6.4 Vice Chairperson: The Vice-Chairperson shall (a) be elected from among the members of the Board (b) be a representative of the private sector (c) preside at all meetings of the Board during the absence or disability of the Chairperson of the Board (d) be primarily responsible for the general management of the business of the Board and for implementing the policies and directives of the Board in the absence or disability of the Chairperson of the Board, (e) have authority to sign, with the Secretary or any other proper officer thereunto authorized by the Board, contracts, proposals, plans, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these By-laws to some other officer or agent of the Board, or shall be required by law to be otherwise signed or executed, and (f) perform such other duties as from time to time may be assigned by the Chairperson of the Board.

§ 6.5 Secretary: The Secretary shall keep the minutes of the proceedings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws; keep a register of the post office address of each member of the Board, as furnished to the Secretary by each member; and in general perform all duties pertinent to the office of Secretary and such other duties as may from time to time be assigned by the Chairperson of the Board.

§ 6.6 Vacancies: A vacancy in any office, as a result of death, resignation, removal, disqualifications, or otherwise, may be filled by the affirmative vote of a majority of the Board at a

meeting, at which a quorum is present, for the unexpired portion of the term of his or her predecessor, and until the next election of officers at the annual board meeting.

§ 6.7 Recall of Officers: Pursuant to Section § 5.4 of these By-Laws the Board may by a two-thirds (2/3) vote at a meeting, at which a quorum is present, remove any officer when, in its judgment, the best interest of the Board will be served thereby. Intent to recall or remove an officer must be stated in the call of the meeting with notice provided to the officer to be removed and all other voting members at least five (5) days prior to the meeting.

§ 6.8 Resignation: An officer may resign his or her office at any time by tendering his or her resignation in writing to the Chairperson or, in the case of the resignation of the Chairperson, to the Vice-Chairperson or Secretary. A resignation shall become effective upon the date specified in such notice, or if no date is specified, upon receipt of the resignation by the Board. An officer may resign his or her position as an officer of the board, but retain his or her position as a member of the board.

Article VII

Meetings

§ 7.1 Regular and Annual Meetings: The board shall meet at least quarterly for the purpose of the transacting business according to the current WIOA needs. Regular meetings will occur on the 3rd Tuesday of the months of January, April, July, and October. The July meeting will be designated as the annual meeting for the purpose of receiving annual reports from the Administrative Entity, electing officers of the Board and transacting any other board business.

§ 7.2 Special or Called Meetings: Special meetings of the Board may be called by the Chairperson or at the request of the WIOA Executive Director. Special meetings may also be called upon the written request of five members of the Board. The purpose of the meeting shall be stated in the call and no other business shall be transacted at the meeting. The Chairperson shall fix the time and place and provide notice to all voting members at least five (5) business days prior to the meeting. The notice shall state the location, time and date of the meeting.

§ 7.3 Quorums: Fifty-one percent (51%) of the voting members of the Board present or those members presenting a proxy will constitute a quorum for the transaction of business at any meeting thereof. Action of the Board must be authorized by the affirmative vote of a majority of all voting members present at a meeting at which a quorum is present.

§ 7.4 Participation in Meetings: Each member, other than an advisory member or a Standing Youth Committee member who has no vote as set forth in Section §5.2 shall be entitled to one (1) vote on any matter properly submitted for a vote to the Board: The affirmative vote of a majority of the members present at a meeting, at which a quorum is present, shall be the act of the Board, except as may otherwise be specifically provided by law, by the Charter, or by these By-laws. Members of the Board absent from any meeting shall be permitted to vote at such a meeting by written proxies. The members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and

participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The members shall be promptly provided a copy of the minutes of the meetings of the Board.

§ 7.5 Open Meeting Requirement: All meetings and actions of the Board must comply with the *Tennessee Open Meeting Act, Tenn. Code Ann. 8-44-101 et seq.*

§ 7.6 Presumption of Assent: A member of the Board who is present at a meeting of the Board at which action on any Board matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

§ 7.7 Expenses and Compensation: No member shall be entitled to receive compensation for services rendered to the Board, as a member of the Board or as a member of any committee thereof. However, upon prior approval by the Board, a member may be paid for reasonable expenses incurred by the member, which directly related to the affairs of the Board upon proper substantiation of such expenses. No such payments shall preclude any member from serving the Board in any other capacity and receiving compensation therefore.

§ 7.8 Vote by Proxy: Any member of the Board may proxy to another sitting board member, once per year, by completing and filing the Member Proxy Form. Duly executed proxies must be filed with the Board Chairperson prior to the commencement of the board meeting in which the board member is to be absent. The board member accepting such proxy must be in good standing with the Board. Such proxies shall be considered valid votes in matters considered by the Board, and shall constitute member participation in absentia.

ARTICLE VIII

Board Committees

§ 8.1 Committees: The Board shall have an Executive Committee and Standing Committees as described in Sections 8.2 and 8.3 respectively. The Chairperson may establish, in consultation with the Executive Committee, other Standing Committees and ad hoc committee(s) as deemed necessary to carry-out the responsibilities of the Board. The names, functions, and terms of the said committees shall be memorialized in the minutes of the Executive Committee and Board Meetings in which the establishment action of the Chairperson is recorded.

§ 8.2 Executive Committee: The Executive Committee shall have be composed of the Chairperson, Vice-Chairperson, Secretary, Standing Committee Chairperson and any other such members as jointly agreed upon by the elected officers of the Board.

The Executive Committee shall have supervision of the affairs of the Board between its business meetings; make recommendations to the Board, and such other duties as are specified in

these By-Laws. The Executive Committee shall be subject to the order of the Board, and none of its acts shall conflict with these By-Laws or stated policies of the Board. The Board Chairperson will serve as the Chair of the Executive Committee.

§ 8.3 Standing Committees: The Board shall designate and direct the activities of standing committees to provide information and to assist the Board in carrying out activities described in Section 107 of the Workforce Innovation and Opportunity Act of 2014. Such Standing Committees shall be chaired by a member of the Board appointed by the Chairperson, may include other members of the Board, and shall include other individuals appointed by the Executive Committee who are not members of the Board and who the Executive Committee determines have appropriate experience and expertise.

The following Standing Committees shall be established:

(1) A standing committee to provide information and assist with operational and other issues relating to the one-stop delivery system, which may include as members representatives of the one-stop partners. THE STANDING ONE-STOP COMMITTEE

(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 shall include community-based organizations 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 diverse and underserved populations, including individuals with disabilities. Oversee activities to promote diversity and inclusion in all facets of the programs, including issues relating to compliance with Section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.) regarding providing programmatic and physical access to the services, programs, and activities of the one-stop delivery system, as well as appropriate training for staff on providing supports for or accommodations to, and finding employment opportunities for, individuals with disabilities.

§ 8.4 Ad Hoc Committees: When deemed necessary or appropriate the Chairperson of the Board shall have the authority to appoint Temporary Committees, including the Chairperson of the temporary committee, for the purpose of special projects.

ARTICLE IX

Standing Youth Committee

§ 9.1 Appointment of a Standing Youth Committee: The Board by resolution adopted by a majority of its voting members and in cooperation with the chief elected officials within LWDA may designate as a subgroup three (3) or more members to constitute Standing Youth Committee. Each member of the Standing Youth Committee shall be appointed to serve by the Board chairperson. The designation of the Standing Youth Committee and the delegation of authority thereto shall not operate to

relieve the Board, or any member thereof, of any responsibility imposed by law. The membership of the Standing Youth Committee shall include (a) members of the Board described in subparagraphs (a) through (g) of Section §5.1 with special interest or expertise in youth policy; (b) representatives of youth service agencies, including juvenile justice and local law enforcement agencies; (c) representatives of local public housing authorities; (d) parents of eligible youth seeking assistance under this subtitle; (e) individuals, including former participants, and representatives of organizations, that have experience relating to youth activities; (f) representatives of the Job Corps, as appropriate; and (g) may include such other individuals as the Chairperson of the Board in cooperation with the chief elected officials, determines to be appropriate.

§ 9.2 Authority of the Standing Youth Committee: The Standing Youth Committee's duties and authority shall include (a) developing the portions of the local plan relating to eligible youth, as determined by the Chairperson of the Board; (b) subject to the approval of the Board, recommending eligible providers of youth activities to be awarded grants or contracts on a competitive basis to carry out youth activities, and conducting oversight with respect to the eligible providers of youth activities in the LWDA; (b) coordinating youth activities authorized hereunder; and (d) any and all other duties determined to be appropriate by the Chairperson of the Board. Members of the Standing Youth Committee who are not members of the Board shall be voting members of the Standing Youth Committee but nonvoting members of the Board.

§ 9.3 Meetings of the Standing Youth Committee: Regular meetings of the Standing Youth Committee may be held at such time and place as the Standing Youth Committee may fix by resolution. Special meetings of the Standing Youth Committee may be called by any member upon a concurrence of a majority of the members of the Standing Youth Committee upon not less than five (5) business days' notice prior thereto. The notices provided for in this section shall state the place, date, and hour of the meeting, and the business proposed to be transacted at the meeting. Only business stated in the notice may be considered at a special meeting.

§ 9.4 Standing Youth Committee Quorum: One-third (1/3) of the voting members of the Standing Youth Committee shall constitute a quorum for the transaction of business at any meeting thereof. Action of the Standing Youth Committee must be authorized by the affirmative vote of a majority of all voting members present at a meeting at which a quorum is present.

§ 9.5 Open Meetings: All meetings and actions of the Standing Youth Committee must comply with the *Tennessee Open Meeting Act, Tenn. Code Ann. 8-44-101et seq.*

§ 9.6 Standing Youth Committee Procedure: The Standing Youth Committee shall fix its own rules of procedure, provided such rules are not inconsistent with these By-laws. The Standing Youth Committee shall keep regular minutes of its proceedings and report its proceedings to the Board, for its information, at the next scheduled regular meeting of the Board.

§ 9.7 Standing Youth Committee Vacancies, Removal and Resignation: A vacancy in the Standing Youth Committee may be filled by, an appointment to serve, by the Board chairperson. Any member of the Standing Youth Committee may be removed at any time with or without cause by resolution adopted by a majority of the voting members of the Board in cooperation with the chief elected officials within LWDA. Any member of the Standing Youth Committee may resign from the Standing Youth Committee at any time by giving written notice to the Chairperson of the Board,

and shall become effective upon the date specified in such notice, or if no date is specified, upon receipt of the resignation by the Board.

ARTICLE X

Amendment of the By-Laws

§ 10.1 Amendment to By-Laws: These By-Laws may be altered, amended, or repealed, upon the affirmative two-thirds (2/3) vote of the voting members of the Board at any regular meeting at which a quorum is present, provided that the amendment has been submitted to the voting members of the Board in writing two weeks prior to the meeting at which the vote on the amendment(s) is to be taken.

ARTICLE XI

Conflict of Interest

§ 11.1 Conflict of Interest: A conflict of interest transaction is a transaction with or by the Board in which a member or officer of the Board has a direct or indirect interest. No member shall participate in the selection, award or administration of a contract if a real or apparent conflict of interest would be involved. Such a conflict would arise when the member or any member of his or her immediate family, his or her partner, or an organization in which the member has a financial or other interest in the entity selected for an award. In such matter, a member should acknowledge the potential conflict of interest and must abstain from voting in the award of a contract. Further, each *member of the LWDB must sign a Conflict of Interest Statement*, which must be up-dated whenever a change in circumstance may occur.

Acknowledgement that LWDB members shall adhere to the following in regard to conflict of interest. (See Conflict of Interest, http://www.tn.gov/labor-wfd/ConflictPolicy_Boards.pdf)

- a) A Board member may not vote on any matter that would provide direct financial benefit to the member or the member's immediate family, or on matters of the provision of services by the member or the member's immediate family, or on matters of the provision of services by the member or the entity the member represents.
- b) A Board member shall avoid even the appearance of a conflict of interest. Prior to taking office, LWDB members must provide to the Local Board Chair a written declaration of all substantial business interests or relationships they, or their immediate families, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from the LWIB. Such declarations shall be updated annually or within 30 days to reflect any changes in such business interests or relationships. The LWDB shall appoint an individual to timely review the disclosure information and advise the Local Board Chair and appropriate members of potential conflicts.
- c) Prior to a discussion, vote, or decision on any matter before a LWDB, if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, organization, or property that would be affected by any official LWDB action, the member shall disclose the nature and extent of the interest or relationship and

shall abstain from discussion and voting on or in any other way participating in the decision on the matter. All abstentions shall be recorded in the minutes of the LWDB meeting and be maintained as part of the official record.

- d) It is the responsibility of the LWDB to monitor potential conflict of interest and bring it to the LWDB's attention in the event the member does not make a self-declaration.
- e) A LWDB shall ensure that the LWDB, its members, or its employees do not directly control the daily activities of its workforce service providers.
- f) LWDB members or their organizations may receive services as a customer of a local workforce service provider.

ARTICLE XII

Rules of Order

§ 12.1 **Rules of Order:** Board will adhere to Robert's Rules of Order; Revised. In the Event any provision of these By-Laws conflict with Robert's Rules of Order; Revised, the provisions of these By-Laws shall govern.

ARTICLE XIII

Compliance with Law

§ 13.1 **Compliance with Law:** The Board shall comply with all applicable Tennessee statutes and regulations including, but not limited to, the governing procurement standards or regulations for the LWDA, the Sunshine Law, and the State Travel Regulations.

The LWDB shall comply with the WIOA regulations as well as policies and directives from the TDLWD and State Board.

APPROVED:

Original on file

*Keith Durham- Chairperson
Local Workforce Development Board
Area Southern Middle*

Date

Original on file

*, Board Secretary
Local Workforce Development Board
Area Southern Middle*

Date

September 2018