

*ST. LAWRENCE COUNTY
WORKFORCE INVESTMENT BOARD*



*BYLAWS
AND
CODE OF ETHICS*

Approved by the St. Lawrence County Workforce Investment Board: 6/13/12

**ST. LAWRENCE COUNTY
WORKFORCE INVESTMENT BOARD
BYLAWS**

ARTICLE

Name

The name of the organization shall be the St. Lawrence County Workforce Investment Board, hereinafter referred to as the “WIB.”

ARTICLE II

Authorization

The Board shall be authorized by the Workforce Investment Act of 1998 and by Resolution No. 73-2000 of the St. Lawrence County Board of Legislators, hereinafter referred to as the “CLEO.”

ARTICLE III

Statement of Purpose

1. It shall be the responsibility of the WIB, in conjunction with the CLEO, to provide policy guidance for and exercise oversight with respect to activities under the job training plan for its Workforce Investment Area.

2. The purpose of the St. Lawrence County WIB is to develop, coordinate and implement plans and programs to further the private sector employment of County residents; to meet the manpower training needs of private sector employers; and to provide private and public sector participation in the St. Lawrence County Job Training Programs.

3 a. The WIB will serve as the mechanism by which business and industry can interact with government programs to create an integrated Workforce Development System.

3 b. The WIB will promote the concept of One Stop services as envisioned by the County Legislature in February of 1997 in Resolution #59-97 and the Workforce Investment Act.

4. The WIB will oversee employment and training programs as agreed by the CLEO in accordance with, but not limited to the provisions in the administrative agreement between the St. Lawrence County Workforce Investment Board and the St. Lawrence County Board of Legislators.

ARTICLE IV

Funding

1. The WIB may participate in mutually beneficial programs that are entirely or jointly funded by other public or private sector agencies, institutions, or corporations.
2. Funding for operations and programs shall be provided by the County as Workforce Investment Act grant recipient from funds allocated by the Governor to the Workforce Investment Area under the Workforce Investment Act regulations.

ARTICLE V

Membership

1. Members of the WIB shall be appointed by the Chair of the St. Lawrence County Legislature in compliance with the agreement between the St. Lawrence County Board of Legislators and the St. Lawrence County Workforce Investment Board.
2. There shall be a minimum of twenty-one (21) and a maximum of twenty-seven (27) members.
3. The majority of members shall represent business and industry.
4. At least half of the business and industry representatives on the WIB should be from small businesses.
5. The WIB members shall be appointed for three (3) year fixed and staggered terms and serve until their successor is appointed.
6. Absence for more than 50% of WIB meetings in a one-year period may, at the option of the WIB, constitute a resignation from the WIB.
7. Should a member resign, a replacement to serve out the vacancy will be appointed in the method outlined in Article V "Membership" Item 1.

ARTICLE VI

Officers

1. The officers of the WIB shall consist of a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer elected by a majority vote of the WIB.
2. The Chairperson and Vice-Chairperson of the WIB shall be selected from among members of the Board who are representatives of the business sector. At least one of the other officers shall be selected from other than the business sector.
3. Individuals may nominate themselves, or another person, for office by submitting names to the Secretary of the WIB one month prior to the Annual Meeting.
4. After adoption of the Bylaws, officers shall be elected by a majority vote and shall serve for one (1) year. Subsequently, officers shall serve a two (2) year term ending with the Annual Meeting to be scheduled by the WIB as described in Article VIII, section 1 below.
5. No officer may serve in such office more than two (2) consecutive terms.

ARTICLE VII

Duties of Officers

1. The Chairperson shall be the Chief Executive Officer of the WIB and shall provide guidance to the staff; represent the WIB to other organizations and the public; call meetings of the WIB; prepare the agendas; appoint committees as required; and serve as an *ex-officio* member of all committees. The WIB may by resolution delegate some or all of the chief executive, staff guidance, and organizational and public liaison duties to its Executive Director.
2. The Vice-Chairperson shall perform the duties of the Chairperson in his/her absence and shall perform other duties as delegated by the Chairperson.
3. The Secretary shall attend all meetings and keep the minutes thereof. He/she shall affix the corporate seal to and sign such instruments as required with the seal and his/her signature and shall perform other duties as usually pertain to the office of Secretary.
4. In the event that the CLEO does not manage all portions of the funds of the WIB, the Treasurer shall have the care and custody of funds of the WIB and shall deposit the same in the name of the WIB in such bank or banks as the WIB may select. Except as otherwise authorized by resolution of the WIB, the Treasurer shall sign all instruments of indebtedness, all orders and all checks for the payment of money; and shall pay out and disburse such moneys under the direction of the WIB. Except as otherwise authorized by resolution of the WIB, all such instruments of indebtedness, orders and checks shall be counter-signed by the Chairman, the Executive Director or the Deputy Director. He/she shall keep regular books of accounts showing receipts and expenditures and shall render to the WIB at each regular meeting an account of transactions and of the financial

condition of the WIB. He/she shall give such bond for the faithful performance of his/her duties as the WIB may determine.

ARTICLE VIII

Meetings

1. An annual meeting of the members of the WIB shall be held each year for the election of members of the Board of Directors, receiving annual reports of officers, directors and committees, and the transaction of such other business as may be appropriate. The annual meeting shall be held on a day and month designated by the WIB and announced at the first meeting of the respective calendar year. Notice of the meeting shall be mailed by first class mail to the last recorded address of each member or by email to the last recorded email address of each member at least fourteen (14) calendar days and not more than fifty (50) calendar days before the time appointed for the meeting. Notice of the annual meeting shall set forth the place, date and time of such meeting.

2. A minimum of four (4) regular meetings of the WIB shall be held each year, one of which shall be an annual meeting.

3. Fourteen (14) calendar days advance notice of each meeting shall be given the members.

4. The Agenda for each regular meeting shall include the following:

- a. Call to Order
- b. Minutes of the Previous Meeting
- c. Chairperson's Report
- d. Committee Report
- e. Consent Agenda
- f. Old Business
- g. New Business
- h. Staff Report
- i. Executive Session
- j. Adjournment

Any member of the WIB may put items on the Agenda with previous notice to the Chairperson.

5. Special meetings of the WIB may be called by the Chairperson, or in his/her absence by the Vice Chairperson, or at the written request of five (5) members of the WIB delivered to the administrative entity, who must be given notice. Notice of each Special Meeting shall, if possible, be given five (5) days prior to the meeting to each member, and such notice shall specify the purpose thereof. However, if it is the judgment of the Chairperson, or in his/her absence the Vice Chairperson, an immediate Special Meeting is necessary, such meeting shall constitute a waiver of notice.

6. For the transaction of business in any regular meeting or special meeting of the WIB, a quorum shall consist of a majority of the members then serving on the WIB.
7. Approval of resolutions requires a majority of the total membership.
8. All meetings shall be open to the public; the WIB may move to executive session to discuss personnel, status of negotiations, or other topics consistent with federal and state law.
9. To avoid any conflict of interest or apparent conflict of interest, no WIB member shall vote on any proposal in which he or she has any direct or indirect financial interest. No WIB member shall vote on any proposal treating with any private or public organization with which the WIB member is associated as an officer, member or employee. Prior to discussion or voting on any such proposal, the WIB member shall disclose such interest or association to the WIB for inclusion in the written record. WIB members with such interest or association may not engage in discussions on the proposal, but may respond to questions raised by other WIB members, or members of the public in attendance at the meeting. In addition to the foregoing, WIB members will be governed by the Code of Ethics attached hereto and made part hereof as Addendum Number 1.
10. Meetings of the WIB's committees may be held at the election of its Executive Director, subject to the concurrence of the Chairperson of the WIB or the chairs of the respective committees, via conference call and/or video conference technology. All committee meetings conducted via these methods shall be considered official meetings provided that they are noticed to the members in the same fashion as specified elsewhere in these bylaws..

ARTICLE IX

Committees

1. Standing committees, except for the Executive Committee whose membership is outlined below, shall be appointed by the Chairperson. The standing committees are: Executive Committee; Youth Committee; One-Stop Committee; and Marketing & Board Development-

2. The Executive Committee shall consist of all of the officers and three additional Workforce Investment Board members selected by the Chairperson and ratified by the WIB. The Executive Committee may act on behalf of the WIB between WIB meetings except that the Executive Committee shall have no authority to:

- i. Substitute its actions for actions requiring WIB members' approval under the Law or Regulations;
- ii. The amendment or repeal of the By-laws, or the adoption of new By-laws;
- iii. Amendment or repeal of any resolution of the WIB.

The Executive Committee shall report to the WIB actions taken in the interval between meetings. Four (4) members shall constitute a quorum for the transaction of business by the Executive Committee. Meetings of the Executive Committee may be called by the Chairperson of the Committee or by the agreement of three (3) members with due notice given to all Executive Committee members. Participation by any Committee member via telephone conference call shall constitute attendance at the Committee meeting.

3. The WIB Chairperson may, as needs arise, create a task force(s).
4. The WIB Chairperson shall designate the Chairperson of committees or task forces.
5. Committee or task force chairpersons, in consultation with the WIB Chairperson, shall have the authority to appoint ad-hoc members to their respective committee/task force. All members shall be voting members of their respective committee/task force.
6. When, in the opinion of the Committee or task force chairperson, an emergency or urgent situation arises that requires immediate action by a Committee, an electronic and/or straw poll voting method may be utilized. In such cases, the WIB Chairperson (or if the WIB Chairperson is not available, the WIB Vice-Chairperson) must be notified of the situation in advance of the vote and the result of the vote. A report of the situation must be made available to the respective Committee, to the WIB Chairperson, and (at the next WIB Board meeting) the full Board.

ARTICLE X

Staff

1. The WIB of St. Lawrence County shall select a staff, including an Executive Director, of its own choice.
2. The duties of the Executive Director shall be to implement the goals, objectives and the activities prescribed by the WIB and to perform the duties of the WIB's chief executive that the WIB may by resolution delegate to him/her.

ARTICLE XI

Amendments

1. By-laws may be amended, repealed, or altered in whole or in part by a majority vote of the WIB membership at any regular or special meeting of the WIB.
2. A copy of any proposed amendment shall be mailed to members fourteen (14) calendar days before presentation at a meeting.

ARTICLE XII

The WIB will conduct its meetings consistent with its traditional practices and procedures, as determined by the Chair, who shall make all reasonable efforts to be fair and equitable in the conduct of WIB proceedings. Any Board member at any time may move to modify a specific procedural determination or approach by the Chair. A motion to so modify the Chair's procedural approach takes precedence over all other motions and must be voted on before any other action is taken.

ST. LAWRENCE COUNTY WORKFORCE INVESTMENT BOARD

CODE OF ETHICS

That the St. Lawrence County Workforce Investment Board does hereby adopt the following Code of Ethics:

Section 1. Purpose

Pursuant to the provisions of General Municipal Law, the Workforce Investment Act and policies established by the State, the Workforce Investment Board recognizes that there are rules of ethical conduct for members which must be observed if public confidence is to be maintained in bodies responsible for public funds. It is the purpose of this resolution to establish the rules of ethical conduct for the members of the Workforce Investment Board and these rules shall serve as a guide for official conduct of this WIB. This resolution, as adopted, shall not conflict with, but shall be in addition to any prohibition of Article 18 of the General Municipal Law or any other general or special law relating to ethical conduct and interest in contracts for municipal officers and employees.

Section 2. Definitions

The following definitions are set forth for purposes of this resolution:

- (a) **“Member”** means a member of the St. Lawrence County Workforce Investment Board, whether paid or unpaid.
- (b) **“Interest”** means a pecuniary or material benefit accruing to a member, unless the context otherwise requires.

Section 3. Standards of Conduct

Every member of the Workforce Investment Board shall be subject to and abide by the following standards of conduct:

- (a) **Gifts.** No member shall directly or indirectly solicit any gift, or accept or receive any gift having a value of twenty-five dollars (\$25.00) or more, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence him or her, or could reasonably be expected to influence him or her in the performance of his or her official duties, or was intended as a reward for any official action on his or her part.
- (b) **Confidential Information.** No member shall disclose confidential information acquired by him or her in the course of his or her official duties, or use such information to further his or her personal interest.
- (c) **Representation Before any Agency for a Contingent Fee.** No member shall receive compensation, or enter into any agreement, expressed or implied, for compensation for services to be rendered in relation to any matter before the WIB whereby his or her compensation is to be dependent or contingent upon any action by the WIB with respect to such matter.

- (d) **Disclosure of Interest.** To the extent that he or she knows thereof, a member who participated in the discussion or gives official opinion to the WIB on any matter before the WIB shall publicly disclose on the official record the nature and extent of any direct financial benefits to that member.

Any member who is an officer, stockholder or employee of any business, firm, corporation, or association must fully disclose his or her private interest in any contract authorized by the WIB prior to the vote. Any member subject to Section 800 of General Municipal Law (municipal officers/employees) must, in addition, disclose his or her financial interest in Workforce Investment Act grants and contracts, in writing, to the governing body of the municipality of which he or she is an officer or employee.

No member shall participate in the selection, award or administration of a procurement supported by Workforce Investment Act funds where, to the individual's knowledge, any of the following has a financial or substantial interest in any organization which may be considered for award:

1. the officer, employee, or agent
2. any member of his or her immediate family*;
3. his or her partner; or
4. a person or organization which employs, or is about to employ, any of the above

Section 4. Distribution of Code of Ethics

The Chairperson of the Workforce Investment Board (or his or her designee) shall provide to each current member, a copy of the Code of Ethics and a copy shall be presented to each future member before being appointed to the Workforce Investment Board.

Section 5. Penalties

In addition to any penalty contained in any other provision of law, any person who shall knowingly and intentionally violate any of the provisions of this code may be removed from membership on the WIB in the manner provided by law.

Section 6. Effective Date

This resolution shall take effect immediately upon approval of a majority of the Workforce Investment Board membership at a full business meeting at which a quorum of the membership is present.

* NOTE: In determining substantial interest, the definition of immediate family means any person related within the first degree of infinity or within first degree of consanguinity to the party involved.