

ST. LAWRENCE COUNTY
WORKFORCE DEVELOPMENT BOARD

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**WORKFORCE INNOVATION AND
OPPORTUNITY ACT**

BYLAWS AND CODE OF ETHICS

Adopted by the St. Lawrence County Workforce Development Board: September 9, 2015

September 9, 2015
ST. LAWRENCE COUNTY WORKFORCE DEVELOPMENT BOARD
Resolution No. 15-I09-15

AUTHORIZING THE ACCEPTANCE AND ADOPTION OF BYLAWS, POLICIES AND PROCEDURES, CONTRACTS AND LEASES/SUBLEASES, ADOPTED BUDGETS AND OTHER FINANCIAL RESPONSIBILITIES, TOGETHER WITH ALL OTHER CONTINUING RESPONSIBILITIES AND POWERS, FROM THE ST. LAWRENCE COUNTY WORKFORCE INVESTMENT BOARD

WHEREAS, coming into compliance with the Workforce Innovation and Opportunity Act of 2014 (WIOA) requires that Workforce Investment Boards become Workforce Development Boards; and

WHEREAS, WIOA has mandated several other changes in the organization of Workforce Investment Boards; and

WHEREAS, the St. Lawrence County Workforce Investment Board took actions at its June 10, 2015 meeting to initiate all these changes and to transfer its WIOA-compliant operations to the St. Lawrence County Workforce Development Board (WDB) ; and

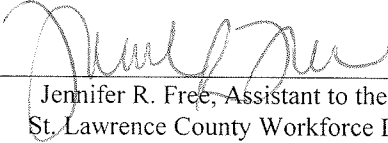
WHEREAS, at its August 3, 2015 meeting the St. Lawrence County Board of Legislators (BOL) took official action to replace the temporary WDB it had appointed at its July 7, 2015 meeting with membership that was fully compliant with WIOA requirements; and

WHEREAS, both the County BOL and the WDB recognize that the WDB is and should be the successor in due course to the WIB;

WHEREAS, now that a WIOA-compliant WDB is in place, it is appropriate and prudent for the WDB to officially accept and adopt the bylaws and all the policies and procedures, contracts and leases/subleases, and adopted budgets and other financial responsibilities, together with all other continuing responsibilities and powers, from the WIB ; and

NOW, THEREFORE, BE IT RESOLVED that the St. Lawrence County Workforce Development Board does hereby officially accept and adopt the bylaws and all the policies and procedures, contracts and leases/subleases, and adopted budgets and other financial responsibilities, together with all other continuing responsibilities and powers, from the St. Lawrence County Workforce Investment Board effective on July 1, 2015 and authorizes, empowers, and directs its staff to continue to operate the workforce development system in St. Lawrence County according to the precedents established prior to July 1, 2015 when and as appropriate and consistent with WIOA.

I, Jennifer R. Free, Assistant to the Executive Director of the St. Lawrence County Workforce Development Board, DO HEREBY CERTIFY, that I have compared this copy of this Resolution, adopted September 9, 2015; with the original record in this office and that the same is a correct transcript thereof and of the whole of said original record.



Jennifer R. Free, Assistant to the Executive Director
St. Lawrence County Workforce Development Board
September 9, 2015

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

ARTICLE

Name

Effective on July 1, 2015 the name of the organization shall be the St. Lawrence County Workforce Development Board, hereinafter referred to as the “WDB.”

ARTICLE II

Authorization

The Board shall be authorized by the Workforce Innovation and Opportunity Act of 2014 and by Resolution No. 133-2015 of the St. Lawrence County Board of Legislators, hereinafter referred to as the Chief Elected Official (“CEO”).

ARTICLE III

Statement of Purpose

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

2. The purpose of the St. Lawrence County WDB 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 WDB 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 WDB 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 Innovation and Opportunity Act.

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

ARTICLE IV

Funding

1. The WDB 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 Innovation and Opportunity Act grant recipient from funds allocated by the Governor to the Workforce Development Area under the Workforce Innovation and Opportunity Act regulations.

ARTICLE V

Membership

1. Members of the WDB 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 Development 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 WDB should be from small businesses.
5. The WDB members shall be appointed for three (3) year fixed and staggered terms and serve until their successors are appointed.
6. Absence for more than 50% of WDB meetings in a one-year period may, at the option of the WDB, constitute a resignation from the WDB.
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 WDB shall consist of a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer elected by a majority vote of the WDB.
2. The Chairperson and Vice-Chairperson of the WDB 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 WDB one month prior to the Annual Meeting.
4. Officers shall serve for two (2) year terms ending with the Annual Meeting to be scheduled by the WDB 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 WDB and shall provide guidance to the staff; represent the WDB to other organizations and the public; call meetings of the WDB; prepare the agendas; appoint committees as required; and serve as an *ex-officio* member of all committees. The WDB 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 CEO does not manage all portions of the funds of the WDB, the Treasurer shall have the care and custody of funds of the WDB and shall deposit the same in the name of the WDB in such bank or banks as the WDB may select. Except as otherwise authorized by resolution of the WDB, 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 WDB. Except as otherwise authorized by resolution of the WDB, 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 WDB at each regular meeting an account of transactions and of the financial condition of the WDB. He/she shall give such bond for the faithful performance of his/her duties as the WDB may determine.

ARTICLE VIII

Meetings

1. An annual meeting of the members of the WDB 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 WDB 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 WDB shall be held each year, one of which shall be an annual meeting. WDB meetings may not be held via conference call technology.

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 WDB may put items on the Agenda with previous notice to the Chairperson.

5. Special meetings of the WDB 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 WDB 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 WDB, a quorum shall consist of a majority of the members then serving on the WDB. However, if there are 21 or fewer Board members then serving on the WDB, a quorum shall be eleven (11).

7. Approval of resolutions requires a majority of the total membership.

8. All meetings shall be open to the public; the WDB 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 WDB member shall vote on any proposal in which he or she has any direct or indirect financial interest. No WDB member shall vote on any proposal treating with any private or public organization with which the WDB member is associated as an officer, member or employee. Prior to discussion or voting on any such proposal, the WDB member shall disclose such interest or association to the WDB for inclusion in the written record. WDB members with such interest or association may not engage in discussions on the proposal, but may respond to questions raised by other WDB members, or members of the public in attendance at the meeting. In addition to the foregoing, WDB members will be governed by the Code of Ethics attached hereto and made part hereof as Addendum Number 1.

10. Meetings of the WDB's committees may be held at the election of its Executive Director, subject to the concurrence of the Chairperson of the WDB or the chairs of the respective committees. WDB committee meetings may not be held via conference call technology. All committee meetings 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; Persons with Disabilities; and Marketing & Board Development.

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

- i. Substitute its actions for actions requiring WDB 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 WDB.

The Executive Committee shall report to the WDB 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 not constitute attendance at the Committee meeting.

3. The WDB Chairperson may, as needs arise, create task force(s).

4. The WDB Chairperson shall designate the Chairperson of committees or task forces. Chairs of all standing committees must be members of the WDB.

5. Committee or task force chairpersons, in consultation with the WDB Chairperson, shall have the authority to appoint *ad hoc* members to their respective committee/task force. Such members do not necessarily have to be members of the WDB itself. 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 WDB Chairperson (or if the WDB Chairperson is not available, the WDB 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 WDB Chairperson, and (at the next WDB Board meeting) the full Board.

ARTICLE X

Staff

1. The WDB 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 WDB and to perform the duties of the WDB's chief executive that the WDB 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 WDB membership at any regular or special meeting of the WDB.

2. A copy of any proposed amendment shall be mailed to members fourteen (14) calendar days before presentation at a meeting.

ARTICLE XII

Procedures

The WDB 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 WDB 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 DEVELOPMENT BOARD

CODE OF ETHICS

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

Section 1. Purpose

Pursuant to the provisions of General Municipal Law, the Workforce Innovation and Opportunity Act and policies established by the State, the Workforce Development 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 Development Board and these rules shall serve as a guide for official conduct of this WDB. 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 Development 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 Development 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 WDB whereby his or her compensation is to be dependent or contingent upon any action by the WDB 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 WDB on any matter before the WDB 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 WDB 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 Development 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 Development 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 Development 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 Development 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 WDB in the manner provided by law.

Section 6. Effective Date

This resolution shall take effect immediately upon approval of a majority of the Workforce Development 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.