



## **BYLAWS**

### **ARTICLE 1 NAME OF THE BOARD**

The name of the Board is the **Northeastern Workforce Development Board** (hereinafter referred to as the “Board”)

### **ARTICLE II PURPOSE**

The Board is established on this first day of July 2016 to develop and prepare workforce development programming in the counties of Aroostook, Washington, Hancock, Penobscot, and Piscataquis in the State of Maine. Formed under the auspices of the Workforce Innovation and Opportunity Act of 2014. The Board will comply and implement all requirements of the Act. The Board will recommend, develop, and enhance all workforce programs under the Act with additional resources and commitments to create a workforce development system enviable across the Nation.

### **MISSION STATEMENT**

The Board is a local organization dedicated to bringing together employers and employees in the five counties to promote a healthy economy in the region. **We seek to provide citizens with access to training and educational opportunities and the necessary support to obtain sustainable employment that leads to a livable wage as defined by the State of Maine’s Workforce Board and provides employers with a skilled workforce.** The Board will direct the use of employment resources for the benefit of our citizens and current and future employers by nurturing Partnerships, working in conjunction with local economic development initiatives, and being mindful of the needs of the local economy.

### **VISION STATEMENT**

The northeastern workforce area will have a skilled and diverse workforce, creating opportunities for employers and employees, maintaining a high quality of life sustainable over changing economic conditions.

## ARTICLE III MEMBERSHIP OF THE BOARD

**SECTION 1** The Board shall be composed of members (hereinafter referred to as the Membership) broadly representative of the economic, social, political, cultural and governmental sectors of the five county areas.

**SECTION 2** The northeastern area is composed of Aroostook, Washington, Hancock, Penobscot and Piscataquis Counties. The membership is recruited from this area and is known as the Northeastern Workforce Development Board (hereinafter referred to as the Board).

**SECTION 3** The Board shall have representation from each of the 5 counties and shall be a combination of member representation from business, workforce, and education and training.

**SECTION 3.1** Business member representation. **The majority (51%)** of the members of the Board must be representatives of business in the local area. **At a minimum, two members must represent small business as defined by the U.S. Small Business Administration.** Business representatives serving on Local Boards may also serve on the State Board. Each business representative must meet the following criteria:

- a) be an owner, chief executive officer, chief operating officer, or other individual with optimum policymaking or hiring authority.
- b) provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area.
- c) are appointed from among individuals nominated by local business organizations and business trade associations.

Business representatives should be selected equitably from each of the 5 counties (Aroostook, Washington, Hancock, Penobscot, and Piscataquis).

**SECTION 3.2** Workforce Member Representation. **Not less than 20 percent** of the members of the Board must be workforce representatives. These representatives:

- a) shall include two or more representatives of labor organizations, where such organizations exist in the local area. Where labor organizations do not exist, representatives must be selected from other employee representatives.
- b.)shall include one or more representatives of a joint labor-management, or union affiliated, registered apprenticeship program within the area who must be a training director or a member of a labor organization. If no union affiliated registered apprenticeship programs exist in the area, a representative of a registered apprenticeship program with no union affiliation must be appointed, if one exists; and may include: In addition to the representatives enumerated above, the Board **may include** the following to contribute to the 20 percent requirement:
  - a) representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to

- employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities
- b) representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.

**SECTION 3.3** Representatives of education and training. The balance of Board membership must include:

- a) a representative of eligible providers administering adult education and literacy activities under **WIOA Title II**
- b) a representative from an institution of higher education providing workforce investment activities, including community colleges
- c) a representative of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment
- d) a representative of governmental and economic and community development entities serving the local area to include:
  - o Economic and community development entities
  - o The state employment service office– Wagner Peyser - **WIOA Title III**
  - o Vocational Rehabilitation - **WIOA Title IV**

**SECTION 3.4** In addition to the representatives enumerated above, the CLEO may appoint other appropriate entities in the local area, including:

- a. Entities administering education and training activities who represent local educational agencies or community-based organizations with demonstrated expertise in addressing the education or training needs for individuals with barriers to employment;
- b. Governmental and economic and community development entities who represent transportation, housing, and public assistance programs;
- c. Philanthropic organizations serving the local area; and
- d. Other appropriate individuals as determined by the chief elected official.

**SECTION 3.5** Members of the Local Board as defined in SECTIONS 3.2 and 3.3 may be appointed as a representative of more than one entity if the individual meets all of the criteria for representation for each entity represented.

**SECTION 4** General Membership Responsibilities. Each board member's responsibilities are outlined in the Board Member Job Description (See Attachment #2).

## **ARTICLE IV OFFICERS**

**SECTION 1** Officers of the Board. There will be two officers of the Board: The Chair and the Vice-Chair. The Board will elect a Chairperson (See attachment #1 for the job descriptions) and Vice Chair for the Board from among the representatives of the business sector. The Chairperson and Vice Chair will be elected bi-annually at the first meeting of the Board following July 1 or when vacancies

happen. The Vice Chair will assume the duties of the Chair in the Chairperson's absence. The term of office is for two years, although the positions may be extended if the Board approves.

**SECTION 2** Chief Elected Officials (hereinafter referred to as the "CEO") shall be one County Commissioner from each of the five counties represented by the Board. Those counties represented being Aroostook, Hancock, Penobscot, Piscataquis, and Washington Counties. The CEO members serve as ex-officio Board members and will be non-voting members.

**SECTION 2.1 CEO Role**

- a) Appoint members to the Local Board according to requirements identified by the SWB on behalf of the Governor **107(b)(1) & 107(c)(1)**
- b) Execute an agreement with other CEOs in the Local Area or Region regarding the roles of individual CEOs in the appointment of local board members and or other responsibilities assigned to CEOs under WIOA **107(c)(1)(B)(i)**
- c) Approve budget developed by the Local Board **107(d)(12)(A)**
- d) Serve as the local grant recipient for, and individual counties will be liable for any misuse of, the grant funds allocated to a local area under sections 128 and 133, unless the CEOs have reached an agreement with the Governor to act as grant recipient and bear such liability **107(d)(12)(B)(i)(I)**
- e) Designate an entity to serve as a local grant sub recipient or fiscal agent for the purpose of disbursing such funds. Such designation shall not relieve the CEO of the liability for any misuse of grant funds. **107(d)(B)(i)(II) and 108(b)(15)**

**ARTICLE V**

**BOARD MEMBER NOMINATION AND SELECTION PROCESS**

**SECTION 1 Selection Process**

- a) Representatives of businesses in the local area are appointed by the CEOs from among individuals nominated by local business organizations and business trade associations.
- b) Representatives of local educational entities, including representatives of local educational agencies, local school boards, entities providing adult education and literacy activities, and postsecondary educational institutions (including representatives of community colleges where such entities exist), selected by the CEOs from among individuals nominated by regional or local educational agencies, institutions, or organizations representing such local educational entities.
- c) Representatives of labor organizations (for a local area in which employees are represented by labor organizations), nominated by local labor federations.
- d) Representatives of community-based organizations (including organizations representing individuals with disabilities and veterans, for a local area in which such organizations are present).
- e) Representatives of economic development agencies, including private sector economic development entities.
- f) Representatives of the one stop partners.
- g) Representatives of entities as the Chief Elected Officials in the local area determine to be appropriate.

**SECTION 1.1** Terms of Office – All members of the Board shall serve two or three-year terms with no limit to the number of terms served by a member at the discretion of the Chief Elected Officials in the local area.

**SECTION 1.2** Individuals serving on the Board who subsequently retire from or no longer hold the position that made them eligible board members may not continue to serve on the Board as a representative of that segment.

**SECTION 1.3** Vacancies resulting from resignations or removal of mandatory members must be filled as soon as possible by the Chief Elected Officials. The individual replacing the vacating slot will complete the original term timeline of the slot they are filling.

**SECTION 1.4** Votes may be cast by a member either in person or by proxy. All proxies shall be in writing and held and reported by the NWDB Executive Director or Program Assistant.

**SECTION 1.5** Any member of the Board who is absent from two consecutive duly called meetings (without notice) may be deemed to have resigned unless the absentee provides a satisfactory explanation to the Chair and the Chair so notes in the records of the Board.

## **ARTICLE VI FUNCTION OF THE BOARD**

### **SECTION 1 Board Responsibilities**

**SECTION 1.1** System Building Responsibilities

**SECTION 1.2** The Board in partnership with the Chief Elected Officials shall build and lead a workforce development system by establishing and communicating the system “vision” and system measures, chartering and re-evaluating the One Stop Centers, and ensuring the integration of all partners within the system.

**SECTION 1.3** The Board in partnership with the Chief Elected Officials shall conduct workforce development community audits such as: mapping workforce development services and resources performing a gap analysis on those services and resources; identifying skills requirements of businesses and the skills offered by the labor force, performing a skills gap analysis, conducting a job quality outcomes analysis, identifying and communicating the key industry clusters, and, providing sector strategies and strategic skills initiatives.

**SECTION 1.4** The Board, in partnership with the Chief Elected Officials, shall identify and address key community workforce development issues determined through the community audits.

**SECTION 1.5** Engage community partners to participate in all aspects of identifying and addressing those key community workforce development issues.

### **SECTION 2 WIOA Funding Responsibilities**

**SECTION 2.1** The Board, in partnership with the chief elected official for the local area involved, shall develop and submit a local plan to the Governor through the Maine State Workforce Board that meets the requirements.

**SECTION 2.2** The Board, with the agreement of the Chief Elected Officials shall designate or certify operators and may terminate for cause the eligibility of operators.

**SECTION 2.3** The Board shall identify eligible providers of youth activities in order to award grants or contracts on a competitive basis, based on the recommendations of the Youth Advisory Committee.

**SECTION 2.4** The Board shall identify eligible providers of training services for adults and dislocated workers.

**SECTION 2.5** The Board shall identify eligible providers of intensive services for adults and dislocated workers and contracts for intensive services.

**SECTION 2.6** The Board, in partnership with the Chief Elected Official, shall conduct oversight with respect to local programs of youth, adult, and dislocated worker activities authorized under the Workforce Innovation and Opportunity Act and the delivery system.

**SECTION 2.7** The Board, in partnership with the Chief Elected Official, will negotiate and reach agreement with the Maine State Workforce Board on behalf of the Governor on local performance measures.

**SECTION 2.8** The Board will negotiate and reach agreement with the operator, investors and connecting partners on local performance measures and service provision. This will be achieved by Memorandum of Understanding among the parties.

**SECTION 2.9** The Board shall assist the Maine Department of Labor in developing a statewide employment statistics system.

**SECTION 2.10** The Board shall coordinate the workforce investment activities authorized under the Workforce Innovation and Opportunity Act with local economic development strategies.

**SECTION 2.11** The Board shall promote the participation of private sector employers in the statewide workforce development system. It will ensure the private sector participation through the connecting, brokering, and coaching activities, through intermediaries, the operator or through other organizations, to assist employers in meeting hiring needs.

**SECTION 2.12** The Board shall meet at least quarterly to review its responsibilities as authorized.

### **SECTION 3 Process Responsibilities**

**SECTION 3.1** The Board establishes policy, sets standards, and acts in other ways to fulfill its substantive responsibilities. Working "in partnership" with the CEO means that, where

appropriate, Board actions and votes are made in consultation with and not in opposition to the CEO Board.

**SECTION 3.2** The Board in conjunction with the Chief Elected Official and the Grant Recipient shall ensure the development of a budget for carrying out the duties of the Board.

**SECTION 3.3** The Board may employ staff and/or utilize other options such as creating committees or task forces from Board members and other community representatives with required expertise, for carrying out these responsibilities.

**SECTION 3.4** The Board may solicit and accept grants and donations through its operator from sources other than Federal funds made available under the Workforce Innovation and Opportunity Act.

#### **SECTION 4 Board Restrictions**

**SECTION 4.1** The Board may not provide core services, intensive services or training services.

**SECTION 4.2** The Board may not mandate curricula for schools.

**SECTION 4.3** Board members are expected to refrain from conflict-of-interest involvements and are expected to sign a conflict-of-interest statement. A Board Member may not vote on a matter under consideration by the Board regarding provision of services by the member or the entity the member represents; matters that would provide direct financial benefit to the member, his/her immediate family; or a business with which the member or his/her immediate family is associated or any other activities that would conflict with the conflict of interest prohibitions outlined in the State Plan. Conflict or conflict of interest does not include an action having a de minimis economic impact or which affects to the same degree a class consisting of the public or a subclass consisting of an industry, occupation, or other group which includes the Board member or a member of his immediate family, or a business with which he or a member of his immediate family is associated.

**SECTION 4.4** These bylaws may be amended by a 2/3 vote of the NWDB members. Proposed amendments must be posted to the NWDB members twice prior to being voted on.

### **ARTICLE VII BOARD MEETINGS**

#### **SECTION 1 Sunshine Provision**

The local board shall make available to the public, on a regular basis through electronic means and open meetings, information regarding the activities of the local board, including information regarding the local plan prior to submission of the plan, and regarding membership, the designation and certification of one-stop operators, and the award of grants or contracts to eligible providers of youth workforce investment activities, and on request, minutes of formal meetings of the local board.

**SECTION 1.1** To comply with the Sunshine Provision, each Board member and any subcommittee are authorized to take official action and engage in deliberations only at

meetings open to the public. "Official action" includes making recommendations, establishing policy, making decisions, and/or voting on matters of Board business. "Deliberations" are discussions of Board business necessary to reach decisions.

## **SECTION 2      Public Notice**

Public notice must be given of the Board's first regular meeting of each calendar or fiscal year not less than three (3) days before the meeting, and at the time give public notice of the anticipated schedule of the Board's remaining regular meetings through the year. The Board must also give public notice at least 24 hours in advance of any special meeting or rescheduled regular meeting. No public notice need be given of an emergency meeting called to deal with a real or potential emergency involving a clear and present danger to life or property.

**SECTION 2.1**      "Public notice" means both: (1) the publication of the place, date and time of a meeting in a newspaper of general circulation published in the political subdivisions where the meeting will be held, or in some other newspaper which has a paid circulation equal to that of any newspaper so published; and (2) the prominent posting of a notice of the place, date and time of a meeting at the principal office of a Board or at the building where the meeting will be held. The notice must be delivered to a newspaper in sufficient time to allow it to be published not less than three days before a meeting. If a meeting is begun and then recessed or reconvened, the "public notice" means only the prominent posting of a notice of the place, date and time of the recessed or reconvened meeting at the principal office of a Board or at the public building where the meeting will be held. In the case of either a meeting or a recessed or reconvened meeting, a Board also must, upon request, supply copies of a public meeting notice to any interested newspaper, radio or television station, and to any interested parties provide the Board with a stamped, self-addressed envelope prior to the meeting.

**SECTION 2.2**      Written minutes of all public meeting, members present, the substance of all official actions, a record of roll call votes, and the names of any citizens who appeared and gave testimony must be kept.

**SECTION 2.3**      The Board must ensure that votes of Board members be publicly cast and in the case of roll-call votes, recorded.

## **SECTION 3      Executive Sessions**

**SECTION 3.1**      Executive sessions shall be closed to the public. An executive session may be held during or after an open meeting or may be announced for a future time. If any executive session is not announced for a specific time, Board members must be notified 24 hours in advanced of the date, time location and purpose of the executive session. The reason for holding an executive session must be announced at the open meeting either immediately prior or after the executive session.

Official action on any matter discussed at an executive session must be taken at an open meeting.

**SECTION 3.2**      The Board may hold a closed executive session to discuss the employment, termination, terms and conditions of employment, evaluation, promotion or disciplining of past,



present or prospective Board employees (provided that any such employee may request that discussion of such matters pertaining to him or her be held at a public meeting);

**SECTION 3.3** The Board may hold a closed Executive session to discuss collective bargaining, labor relations or arbitration;

**SECTION 3.4** The Board may hold a closed Executive session to discuss the purchase or lease of real property up to the time an option or agreement to purchase or lease is obtained;

**SECTION 3.5** The Board may hold a closed Executive session to either present or anticipate litigation (discussion with the Board attorneys);

**SECTION 3.6** The Board may hold a closed Executive session to discuss Board business which is lawfully privileged or confidential, including the conduct of an investigation of violations of the Workforce Innovation and Opportunity Act.

## **ARTICLE VIII CONSENT AGENDA**

**SECTION 1** At all Board meetings, a consent agenda may be used.

**SECTION 1.1** A consent agenda may be used for routine and non-controversial matters.

**SECTION 1.2** A consent agenda may be used for items that do not need any discussion or debate either because they are routine procedures or are already unanimous consent.

**SECTION 1.3** A consent agenda may be used for approval of the minutes.

**SECTION 1.4** A consent agenda may be used for final approval of proposals or reports that the board has been dealing with for some time and all members are familiar with the implications.

**SECTION 1.5** A consent agenda may be used for routine matters such as appointments to committees

**SECTION 1.6** A consent agenda may be used for staff appointments requiring board confirmation

**SECTION 1.7** A consent agenda may be used for reports provided for information only.

**SECTION 1.8** A consent agenda may be used for correspondence requiring no action.

**SECTION 1.9** A consent agenda may be used for items that conform with a previously adopted board policy or implement a project previously approved by the board in a formal resolution.

**SECTION 1.10** A consent agenda may be used for items that can be accomplished within the board-approved budget with clearly specified budget authority.

**SECTION 1.11** A consent agenda may be used for items where no board or public comment is anticipated regarding the proposed action.

## **SECTION 2 Procedure for the Consent Agenda**

**SECTION 2.1** When preparing the meeting agenda, the Executive Director and Chair will determine whether an item belongs on the consent agenda.

**SECTION 2.2** The Executive Director will prepare a numbered list of the consent items as part of, or as an attachment to the meeting agenda. The list and supporting documents will be included in the board's agenda package in sufficient time to be read by all members prior to the meeting.

**SECTION 2.3** At the beginning of the meeting, the chair will ask members what items they wish to be removed from the consent agenda and discussed individually. If any member requests that an item be removed from the consent agenda, it will be removed. Members may request that an item be removed for any reason. They may wish, for example, to discuss the item, to query the item, or to register a vote against the item. Once it has been removed, the chair will decide whether to take up the matter immediately or place it on the regular meeting agenda.

**SECTION 2.4** When there are no more items to be removed, the chair or Executive Director will read out the numbers of the remaining consent items. Then the chair will state: "If there is no objection, these items will be adopted." After pausing for any objections, the chair will state "As there are no objections, these items are adopted." It is not necessary to ask for a show of hands.

**SECTION 2.5** When preparing the minutes, the Executive Director will include the full text of the resolutions, reports or recommendations that were adopted as part of the consent agenda.

## **ARTICLE IX VOTING**

### **SECTION 1 Quorum**

A quorum is required for binding votes of the Board and all its committees. **A quorum will exist when at least one-third of the Board has voted.** On time-sensitive issues, the Executive Committee Chair will direct a vote by email to all NWDB members. The votes will be issued by email and sent to NWDB designated staff who will collect the votes and report to the Chair of the board.

### **SECTION 2 Voting Process**

**SECTION 2.1** CEO members present at any Board or committee meetings are not eligible for voting.

**SECTION 2.2** Telephone, video conference, or other means of real-time electronic communications may be used to attend and vote at any Board or committee meeting.

**SECTION 2.3** Board members may give the right of written proxy to the Chairperson to vote in their absence. Vote by written proxy must indicate the member's decision on specific issues. Said right must be made in written (or e-mail) form to the Chairperson or the board's appointee.

## **ARTICLE X COMMITTEES**

The Chair of the Board Members may, from time to time, create and appoint standing and special ad hoc committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purpose of the Board. Members shall be assigned to a committee and responsibilities that are unlikely to cause conflicts of interest to arise, and such assignments should be determined in a manner which is reasonably designed to maximize the amount of attention and energy that each member can devote to the Board while at the same time minimizing the number and extent of potential and actual conflicts of interest.

### **SECTION 1 Executive Committee**

The Executive Committee will be comprised of the officers of LWDB Chair, the Vice Chair, and chairs of the standing committees of Finance and Youth Advisory Committee. In addition, up to four members of the LWDB may serve on the Executive Committee if nominated and elected by the LWDB. Each member shall serve on at least one committee per year. The Executive Committee will have at least 51% from the business sector. The Board's Executive Director will serve as staff support to the Executive Committee. The Executive Committee will act on behalf of the full Board on time sensitive matters. Any and all actions taken on behalf of the full board will be reported at the next board meeting.

To constitute a quorum on the Executive Committee, a majority of the Executive Committee members must be in attendance.

### **SECTION 2 Finance Committee**

The Finance Committee should be appointed by the NWDB based on financial acumen.

## **ARTICLE XI STANDING COMMITTEES**

The Board may designate and direct the activities of standing committees to provide information and to assist the local board in carrying out activities. Such standing committees shall be chaired by a member of the local board, may include other members of the local board, and shall include other individuals appointed by the local board who are not members of the local board and who the local board determines have appropriate experience and expertise.

### **SECTION 1 The NWDB may designate each of the following:**

**SECTION 1.1 One Stop Partners Committee** provides information to the Board and assists with operational and other issues relating to the one-stop delivery system.

**SECTION 1.2 Youth Advisory Committee** provides information to the Board and assists 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.

**SECTION 1.3 Committee Focusing on Serving Individuals with Disabilities** provides information to the Board and assist with operational and other issues relating to the provision of services to individuals with disabilities, 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.