

**BYLAWS**  
**of the**  
**Southeast Tennessee Local Workforce Development Board**

**Article I**  
**Offices**

The principal office of the Southeast Tennessee Local Workforce Development Board shall be 1000 Riverfront Parkway, Chattanooga, Tennessee. The Board may also have offices at such other places as the Board of Directors may from time to time direct or the business of the Board may require.

**Article II**  
**Purpose**

This Board is organized under the guidelines of the Workforce Innovation & Opportunity Act, Public Law 113-128 to set policy and provide leadership and oversight for the local workforce development system in Southeast Tennessee Local Workforce Development Area (STLWDA) as established by the Governor of Tennessee including the Southeast Tennessee counties of Bledsoe, Bradley, Grundy, Hamilton, Marion, McMinn, Meigs, Polk, Rhea and Sequatchie.

**Article III**  
**Board of Directors**

3.1 **Selection.** The Board shall consist of membership as outlined in Section 107 (b)(2) of the Act and shall include representatives of business in the local area, representatives of local educational entities, representatives of labor and apprenticeship organizations, representatives of community-based organizations, representatives of economic development agencies, and representatives of each of the one-stop partners as well as

other individuals or representatives of entities as may from time to time be deemed appropriate. The Chief Local Elected Official (CLEO) shall appoint the members of the Board. In accordance with Section 107 (c)(1)(A) of the Act and the Southeast Tennessee Local Workforce Development Area's Interlocal Agreement between the Local Elected Officials (LEOs), the nominations of potential Board members coming from the various counties comprising the local workforce area shall be recommended by the appropriate nominating entity and in concurrence with the LEOs from those counties (County Mayors/Executives). The Board must be chaired by a business representative selected from the members of the private sector.

3.2 Number. The number of directors shall be determined by the CLEO, provided, that the Board shall have no fewer members than the minimum number required under the Act with a minimum of fifty-one percent (51%) of the directors representing business and industry. In addition, not less than twenty percent (20%) of the directors shall be representatives of the local area who represent labor organizations, and/or joint labor-management apprenticeship programs, and/or community based organizations with demonstrated expertise in addressing the employment needs of individuals with barriers to employment.

3.3 Term. The term limit for directors shall be two years. As long as directors are in good standing a director can serve multiple terms as appointed by the CLEO. Membership undergoes certification review on an annual basis in order to ensure consistency with the state plan.

3.4 Vacancy. Any vacancy on the Board of Directors shall be filled in the same manner as the original selection. Positions on the STWDB shall be considered vacant on the date a member becomes ineligible, resigns, or dies. All vacancies shall be filled in a reasonable time frame, but no longer than 120 days.

3.5 Removal of Directors. Any director may be removed by the CLEO if any of the following occurs: failure to meet STLWDB member representation requirements as defined in the Workforce Innovation and Opportunity Act, documented proof of fraud and/or abuse, or documented violation of conflict of interest. Such action may be as a direct removal by the CLEO or a recommendation to the CLEOs by majority vote of the other directors; however, the CLEO remains the sole authority for appointment and removal of directors to the STLWDB.

Any director that has been recommended for removal may appeal to the CLEO within thirty (30) days. The CLEO shall have the authority to resolve such appeal to the extent that such action does not violate any law, regulation, or policy.

3.6 Compensation of Directors. Directors shall receive no compensation for their services as directors or as members of any committee of the Board. Directors may, at the option of the Board, be reimbursed by the corporation for ordinary and reasonable expenses incurred in the performance of their duties and in accordance with approved travel guidelines; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

3.7 Place of Meeting and Maintenance of Books. In general the directors may hold their meetings at one of the two comprehensive American Job Centers in the local area, the principal office of the Board, or at such other places as they may from time to time designate. The official books of the Board shall be maintained at its principal office, or at such other places as they may from time to time designate.

3.8 Regular Meetings. The Board of Directors shall meet on a regular basis as determined by the membership, but no less than quarterly. Notice of said meetings shall be announced to the public pursuant to the Workforce Innovation and Opportunity Act, Public Law

113-128, Section 107(e). An announcement of regular and special meetings will be via regular mail, electronic mail, or telephone.

Any committee meetings will be announced as needed via regular mail, electronic mail, or telephone. Phone and web-based committee meetings will be utilized when feasible.

3.9 Special Meetings. Special meetings of the Board may be called by the Chairperson, the Vice Chairperson, or by written request of any two (2) directors, on not less than two (2) days notice to each director, either personally, ~~or~~ by mail, or by electronic communication; provided, however that required notice is given. Such notice shall specify the time and place of such special meeting, and the purpose or purposes of any special meeting to take any action set forth.

3.10 Conduct of Meetings. At meetings of the Board of Directors, the Chairperson, Vice Chairperson, or another individual designated by the Board shall preside. A quorum necessary to transact the business of the corporation shall be one-third (1/3) of the Executive Committee or full Board. However, any meeting may be adjourned without a quorum. At any meeting at which every director shall be present, even though without any notice, any business may be transacted. Directors may transact any business which might have been transacted if the meeting had been duly held without a meeting on written consent signed by all the directors, by telephone, or otherwise in accordance with the laws of the State of Tennessee.

3.11 Manifestation of Dissent. A director who is present at a meeting of the Board of Directors at which action on any 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 shall file his or her written dissent to such action with the Chairperson of the meeting before the adjournment thereof or shall forward such dissent by registered mail

to the chairperson of the board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.12 Proxy Designation. Any director may designate a proxy from his or her organization to represent the director on the Board. The director must submit the official written proxy designation form of the Southeast Tennessee Local Workforce Development Board prior to the proxy designee attending on the director's behalf. The proxy must disclose the proxy during the regular meeting roll call.

3.13 Conflict of Interest. All Board members shall sign the STLWDB Conflict of Interest Statement prior to appointment and on an annual basis and adhere to all requirements as outlined. The Secretary/Treasurer of the Board, shall review the disclosure information and advise the Local Board Chair and appropriate members of potential conflicts. Any conflicts shall be noted in the minutes of the Board. It is the responsibility of the Board to monitor for potential conflicts of interest and bring it to the attention of the Board.

## **ARTICLE IV** **COMMITTEES**

4.1 Authorization. In addition to the standing committees established by these Bylaws, the Chairperson may from time to time establish such additional standing and ad hoc committees, with the approval of the Board, as may appear necessary or desirable. The Board may authorize any such committees to exercise any or all of the powers of the Board; provided, however, that the Board of Directors reserves to itself alone the power to (a) authorize distributions, (b) adopt, amend or repeal the Bylaws, and (c) perform the duties required of the Board under Section 107 of the Act, or elsewhere in the Act as it may from time to time be amended. All action by any committee shall be reported to the Board of Directors at a meeting succeeding such action and shall be subject to revision,

alteration and approval by the Board of Directors provided, however, that no rights or acts of third parties shall be affected by any such revision or alteration.

4.2 Executive Committee. The Board, by resolutions adopted by a majority of the members, shall appoint from among its members an Executive Committee which shall have and may exercise all the authority of the full Board. There shall be a minimum membership of the Executive Committee of five Board members with no maximum limit; a majority of the Executive Committee members must represent the private sector, and said membership shall include the offices of Chairperson, Vice Chairperson, Secretary/Treasurer. The Chairperson of the Board shall serve as Chairperson of the Executive Committee. Any action taken or initiated by the Executive Committee on behalf of the Board shall require full disclosure to the Board at the regularly scheduled meeting following said actions. The duties of the Executive Committee are as follows:

- a. Responsible for acting on behalf of the Board as may be required.
- b. Responsible for making policy recommendations to the Board  
which meet the needs of both the area employers and job seekers.
- c. Responsible for review and upgrading recommendations to the Board for  
its bylaws.

4.3 Youth Committee. There shall be a standing Youth 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. The Youth Committee Chairperson shall be a board member, but other committee members may include representatives of the one-stop partners and other individuals from the community having experience or expertise in serving at-risk youth. When necessary, the Youth

Committee will make recommendations to the Executive Committee or full Board for consideration.

4.4 Operations Committee. There shall be a standing Operations Committee to provide information and assist with operational and other issues relating to the one-stop delivery system. The Operations Committee will include a minimum of three (3) board members, and may include as members, representatives of the one-stop partners and other community members having experience or interest in workforce development. The Operations Committee Chairperson shall be a board member. This committee is also responsible for reviewing proposed additions or changes to the Eligible Training Provider List (ETPL), local policies, and oversees the operational certification of the American Job Centers within the One Stop delivery system. This shall include physical access to the services, programs and activities in compliance with the Americans with Disabilities Act of 1990. The Operations Committee will make those recommendations to the Executive Committee or full Board for consideration.

4.5 Opportunities Committee. There shall be a standing Opportunities ~~Disabilities~~ Committee to identify and share workforce system best practices, develop strategies for technology alignment and integration, and provide guidance to the local area in securing additional resources to supplement existing system structures. The committee shall also assist in identifying workforce development solutions for target populations such as individuals with disabilities, justice involved individuals, recipients of public assistance, and other populations facing significant barriers to employment. The Operations Committee will include a minimum of three (3) board members, and may include as members, representatives of the one-stop partners and other community members having experience or interest in workforce development. The Chairperson of the Opportunities

Committee shall be a board member. The Opportunities Committee will make recommendations to the Executive Committee or full Board for consideration.

- 4.6 Ad Hoc Committees. The Board Chair shall appoint special Ad Hoc committees from the membership from time to time in order to carry out specific projects of the Board.

## **ARTICLE V** **OFFICERS**

- 5.1 Election. Officers of the Board shall consist of Chairperson, Vice Chairperson, Secretary/Treasurer. Each officer shall serve for a two-year term. Every second year, the Chairperson shall appoint a Nominating Committee prior to the annual meeting to recommend a slate of officers for board election. Nominations may also be accepted from the floor. The Nominating Committee must be composed of no fewer than three members all representative of the private sector. If agreeable to the Officer, and if recommended by the Nominating Committee and affirmed by full Board, a progression through the various officer positions shall begin with the Secretary/Treasurer, then Vice Chairperson, then Chairperson.
- 5.2 Duties of Chairperson. The Chairperson shall exercise such duties as customarily pertain to the office of Chairperson, shall preside as Chairperson at all meetings of the Board of Directors, and shall serve as Chairperson of the Executive Committee of the Board. The Chairperson shall have general oversight over the property, business and financial affairs of the Board and over its officers, subject to any restrictions or requirements in the Act. He or she shall be selected from among members of the board who are representatives of the private sector. He or she may sign, execute and deliver in the name of the Board powers of attorney, contracts, bonds, and other obligations pursuant to these Bylaws and



shall perform such other duties as may be prescribed from time to time by the Board of Directors or by these Bylaws.

5.3 Duties of Vice Chairperson. The Vice Chairperson shall have such powers and perform such duties as may be assigned to him or her by the Board of Directors or the Chairperson. In the absence or disability of the Chairperson, the Vice Chairperson shall perform the duties and exercise the powers of the Chairperson.

5.4 Duties of Secretary/Treasurer. The Secretary/Treasurer, or his/her designee, shall keep the minutes of all meetings of the Board of Directors. The Secretary or his/her designee, shall cause notice to be given of meetings of the Board of Directors, and of any committee appointed by the Board. The Secretary/Treasurer shall have general charge and oversight of the records, documents, financial statements, budgets, and papers not pertaining to the performance of the duties vested in other officers, which at all reasonable times shall be open to the examination of any director. The Secretary/Treasurer, or his/her designee, shall be responsible for authenticating records of the Board and shall perform such other duties as may be prescribed from time to time by the Board of Directors, Chairperson or by these Bylaws.

5.5 Removal. In its discretion, the Board, by the vote of a majority of the entire Board, may leave unfilled for any such period as it may fix by resolution any office except that of Chairperson and Secretary/Treasurer. Notwithstanding anything contained herein to the contrary, any officer shall be subject to removal at any time with or without cause by the affirmative vote of a majority of the entire Board of Directors.

## **Article VI** **Administration**

- 6.1 Responsibilities as Southeast Tennessee Workforce Development Board. The Board of Directors shall be responsible for providing policy guidance for, and exercising oversight with respect to, activities under the plan for the STLWDA, in partnership with the local elected officials within STLWDA, in accordance with Section 107 of the Workforce Innovation and Opportunity Act, and as outlined in the Partnership Agreement between the Chief Elected Officials, the Southeast Tennessee Workforce Development Board. The responsibilities of the Board include the following:
- 6.1.1 Developing the four-year Local Workforce Development Plan (Local Plan), in partnership with the CLEO consistent with Section 107 of the Act including appropriate workforce research and labor market analysis. The Board shall also convene local workforce development system stakeholders to assist in the development of the local plan in order to leverage non-Federal expertise and resources and shall broker relationships with a diverse range of employers to leverage support for workforce development activities.
  - 6.1.2 Consistent with Section 121(d) of the Act, designating or certifying one-stop operators and terminating for cause the eligibility of such operators.
  - 6.1.3 Negotiating and reaching agreement on local performance measures with the CLEO and the Governor;
  - 6.1.4 Develop and implement career pathways, in conjunction with representatives of secondary and postsecondary education providers, by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment.
  - 6.1.5 Identify and promote proven and promising strategies and initiatives to meet the needs of employers, workers, and job seekers.

- 6.1.6 Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers, and job seekers.
- 6.1.7 Conduct oversight for local youth workforce investment activities and other employment and training and one-stop activities including the funding of such.
- 6.1.8 Coordinate activities with education and training providers including adult education providers.
- 6.1.9 Develop a budget for the activities of the local board and administer all grants and funds in compliance with the Act including designation of the local grant recipient and fiscal entity.
- 6.1.10 Assess the physical and programmatic accessibility of all one-stop centers in the local area to ensure compliance with the Americans with Disabilities Act of 1990 on an annual basis.
- 6.1.11 To conduct business in an open manner as required by the Act by making available to the public information about: the local plan prior to submission; board membership; the designation and certification of One Stop Operators; the awarding of grants or contracts to eligible providers of youth and career services activities; and upon request, minutes of formal meetings of the Board.

## **Article VII** **Amendments**

The Bylaws may be amended by vote of a majority of a quorum of the Board of Directors present at any regular or special meeting of the Board; provided, that notice of any proposed amendment has been stated in the call of the meeting.

## **Article VIII** **Limitations**

The State Workforce Development Board One Stop System Design and Conflict of Interest policies restrict local boards, entities selected to serve as staff to the board, and fiscal agents from serving as a direct provider of any One Stop system services.

## **Article IX** **Miscellaneous**

- 9.1 **Notices.** Whenever under the provisions of these Bylaws notice is required to be given to any director or officer, it shall be construed to mean personal notice. Such notice shall be given in writing by regular or electronic mail and such notice shall be deemed to be given at the time when the written transmission is processed.
- 9.2 **Waiver of Notice.** Any director or officer may waive any notice required to be given under these Bylaws, and whenever directors are required or permitted to take any action by vote, such action may be taken without a meeting on written consent setting forth the action so taken and signed by all the personnel entitled to vote thereon.
- 9.3 **Compliance with the Law.** In the execution of business, the Board shall comply with all applicable Tennessee statutes and regulations including, but not limited to, the governing procurement standards or regulations for the local area ~~LWDA~~, the Sunshine Law, and the State Travel Regulations. Additionally, the Board shall comply with the WIOA regulations as well as policies and directives from the Tennessee Department of Labor and Workforce Development and the State Workforce Board.