

**BYLAWS**  
for  
**STATE OF OHIO'S WORKFORCE AREA 2**  
**SUMMIT & MEDINA COUNTIES WORKFORCE DEVELOPMENT BOARD**  
Adopted: November 30, 2016 via SAMWA COG Resolution No. 2016-02

**Article I – Name**

This Board is entitled the “*Area 2 Summit & Medina County Workforce Development Board*”, hereinafter the “Board”.

**Article II – Functions**

The Board shall assist the Summit County Executive and the Medina County Board of Commissioners, hereinafter the “Chief Elected Officials (CEO)” in fulfilling their roles and responsibilities outlined in the Workforce Innovation and Opportunity Act of 2014 (WIOA), and/or the functions outlined in any future laws, regulations or policies that amend or supersede the WIOA. In addition, the Board will comply with all applicable State of Ohio laws and Executive Orders of the Governor of the State of Ohio as passed to the local workforce Area 2. The CEOs of Area 2 have formed a Council of Governments (COG) known as the “Summit and Medina Workforce Area COG” which provide oversight to the Area 2 Board. The CEOs are the members of the COG.

**Article III – Board Membership and Authority**

Section 1. Board Composition – The Board shall consist of a minimum membership of 19 as outlined in the WIOA and stated herein. To arrive at the correct minimum membership level, specific composition requirements must be met. Additionally, the correct composition directly impacts the ability for the board to be “certified” by the Governor as required under the WIOA. The following outlines the requirements for correct composition:

Board members must represent a diverse geographic footprint of the Area.

Board members must be in a position of authority at their workplace and able to commit their entity to a specific course of action.

Representatives of the **Business community** must represent the majority (at least 51 percent) (51%) of the membership serving the board and:

- Shall have a position of Owner, CEO, COO, or other executive types;
- Shall have a representative of small business; and
- Shall represent in-demand employment sectors or high growth sectors in order to effectively communicate emerging workforce needs for the Area.

Representatives of entities administering **education and training activities** serving the board:

- Shall include a provider of the local Adult Basic Literacy Education (ABLE) program;
- Shall include a representative of institutions of higher education providing workforce training; and
- *May* include representatives of local educational agencies and of CBOs with demonstrated experience and expertise in addressing the educational and training needs of individuals with barriers to employment.

Not less than **20 percent (20%) of the total membership** serving the board:

- Shall include at least two (2) representatives of labor organizations;
- Shall include at least one (1) representative who shall be a member of a labor organization or a training director, *from a joint-labor apprenticeship program*;
- **May** include representatives of community-based organizations; and
- **May** include representatives of organizations that have demonstrated experience and expertise in addressing employment, training or educational needs of eligible youth.

Representatives of **governmental and economic and community development entities** serving the board:

- Shall include a representative of economic and community development entities;
- Shall include a representative of the State Employment Service Office under Wagner-Peyser;
- Shall include a Vocational Rehabilitation program representative;
- **May** include a representatives of agencies or entities administering programs serving the Area under transportation, housing, and public assistance; and
- **May** include representatives from philanthropic organizations serving the Area.

Finally, the Board **may** include other appropriate individuals as determined by the CEOs. However, with each additional appointment that is not required it must be noted that the balance of the Board membership shall always maintain a majority (at least 51 percent) (51%) of Business community members.

Section 2. Board Nomination & Appointment Process – Under WIOA, members are nominated to the board through the following process:

- Nomination letters which advocate an appointment to the Board shall be **addressed to** the appropriate CEO and **received by** the Area office from the following sources:
  - Business member nominations shall be from a professional business organization, Chamber of Commerce or Trade Association;
  - Labor member nominations shall be from their federation office; and
  - Adult Education & ABLE programs shall be from their institutions.
- The Area office will make certain the nominee understands the time commitment, roles and responsibilities of membership.
- The Area office will ask the nominee to complete an application and sign a conflict of interest statement.
- The Nomination letter, application and signed conflict of interest statement is sent to the Summit or Medina CEO for an appointment to the board:
  - The CEOs shall each appoint a number of Business Members which equates to the ratio of their county's population to the total population of the Area, but totaling 10 members with a minimum of three (3) appointed by Medina County;
  - The CEOs shall each appoint one (1) of the required education and training representatives which results in a total of two (2) appointments;
  - The CEOs shall each appoint one (1) of the required labor representatives which results in a total of two (2) appointments;
  - The CEOs shall agree to appointing the required joint training apprenticeship program representative and the CBO or member of an organization with youth expertise representative, which results in a total of two (2) appointments;
  - The CEOs shall agree to alternate an appointment of the economic and community development representative from their respective county following each Board term; while the

other shall appoint the required vocational rehabilitation representative which results in a total of two (2) appointments;

- The State of Ohio shall determine who they nominate for the required representative of the State Employment Service Office serving under Wagner-Peyser which results in one (1) appointment, further, the CEOs shall agree to alternate this appointment following the term of the representative;
- Any additional appointments surpassing the required minimum of 19 members found deemed appropriate by a CEO shall be appointed by their respective county and may result in the appointment of additional business members to maintain business majority.

Section 3. Terms of Office – All members of the Board shall serve staggered two-year terms depending upon which County makes the appointment. Summit County appointments commence July 1 and Medina County appointments commence January 1 of any given year. All members may be reappointed an indefinite number of times. However, in the event any member has been absent from more than fifty percent (50%) of the regularly scheduled Board meetings during a twelve month period, the Executive Committee shall forward a recommendation for removal to the CEOs. CEOs may appoint new members to fulfill unexpired terms due to resignation, death, or any other vacancy circumstances.

Section 4. Board Member Resignation or Removal – Any member may resign at any time with written notice to the Chairperson of the Board and the CEO who made their appointment. In addition, any member may be removed at any time, either with or without cause, by a decision of the CEOs. In the event of resignation, death, or removal of any member, the Board nomination and appointment process will begin to fill the vacancy.

Section 5. Compensation – Members serve without compensation. Members may be reimbursed for reasonable expenses incurred during the course of Board activities providing the request for reimbursement is approved by the Board Chairperson in advance and is allowable pursuant to use of funding guidelines.

Section 6. Roles and Responsibilities – The Board functions are set forth under the WIOA and further established by the State of Ohio, however, the CEOs/COG will identify the local workforce development initiatives which the WDB will implement.

Under WIOA, the Roles and Responsibilities of Board member are, but not limited to:

- Develop and submit to the state local and regional workforce plans;
- Conduct workforce research and regional labor market analysis;
- Convene local workforce development system stakeholders to assist in the development of the local plan and identify non-Federal expertise and resources to leverage support for workforce development activities;
- Lead efforts to engage a diverse range of employers and other entities in the region;
- Lead efforts to develop and implement career pathways;
- Lead efforts in the Area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers, and job seekers;
- Conduct oversight of the adult, dislocated worker, and youth programs and the entire OhioMeansJobs (one-stop centers) delivery system:

- Ensure the appropriate use and management of WIOA funds, and ensure the appropriate use, management, and investment of funds to maximize performance outcomes;
- Negotiate and reach agreement on local performance measures with the CEOs and the State;
- Negotiate with the CEO and required partners to maintain the OhioMeansJobs one-stop employment delivery system through the required Memorandum of Understanding (MOU);
- Competitively procure provider(s) of youth program services, provider(s) of adult and dislocated worker career services, and the OhioMeansJobs center operator;
- Ensure there are sufficient numbers and types of providers of career services and training services serving the local area;
- Coordinate activities with education and training providers in the local area;
- Develop a budget for the activities of the board;
- Assess, on an annual basis, the physical and programmatic accessibility of all OhioMeansJobs centers in the local area, in accordance with section 188 of WIOA (pertaining to nondiscrimination), if applicable, and applicable provisions of the Americans with Disabilities Act of 1990;
- Certify the OhioMeansJobs centers in the local area;
- In partnership with the CEOs, establish by-laws and codes of conduct.

The SAMWA COG will hire and employ an Executive Director (and other staff if feasible) to support the WDB. The Board may make a recommendation as to the Director, but the SAMWA COG has the final hiring decision. The Executive Director shall manage the day-to-day affairs of the Board including the responsibilities included in, Article III, Section. 6 of these bylaws. The Executive Director will attend all Board meetings, maintain all minutes from the Regular and Committee meetings, report on the progress of the initiatives and projects of the Board, answer questions of Board members and carry out the duties described in their job description. The Executive Director shall employ and fix compensation of their staff subject to the budget of the Board as approved by the CEOs/COG.

Section 7. Annual Report – The Area staff, shall prepare an annual report, for presentation to the complete Board membership, the CEOs/COG and the public. The report shall be made available in an electronic format and published on the Area website.

Section 8. Update Meeting - The COG and the Chair and Vice Chair of the WDB shall meet on a regular basis to update the CEOs on the WDB's progress on the above initiatives.

## **Article IV – Meetings**

Section 1. Regular Meetings – The Board shall hold no less than two meetings annually. The Board shall determine the schedule of meetings at the first Board meeting of each year.

Section 2. Special Meetings – Special meetings of the Board may be called at any time by the Board Chair, Executive Director, the CEOs/COG, the Executive Committee, or scheduled upon written request of no less than twenty percent (20%) of the Board's membership at the time the request is made. Notice of the date and time of a special meeting must be given at least 24 hours in advance.

Section 3. Notice of Meetings – Notice of the time, place, and purpose of any regular of the Board shall be served no less than seven (7) business days prior to such meeting upon each member of the Board either personally, by telephone, mail, e-mail, or any other electronic means to his/her last known contact information published on the Board's roster. It is each member's responsibility to notify the Area office of any changes to their contact information.

All members are **required to respond** to meeting notices regarding their attendance as directed in the notice of meeting. Any member of the Board may waive notice of any meeting, and by attendance at any meeting without protesting the lack of proper notice, is deemed to waive notice thereof.

Section 4. Quorum – At each regularly scheduled or properly called special meeting of the Board, a simple majority of members constitutes a quorum for the transaction of business. Less than a quorum of the Board may recess a meeting from time to time without further notice until a quorum is present.

Section 5. Vote – Each member of the Board is entitled to one (1) vote, and any act of a majority of the members present and voting at a Board meeting constitutes an act of the Board. A roll call vote shall be had at the request of the Board Chair or a request of any member. The result of the vote shall be recorded in the minutes.

Section 6. Public Nature of Meetings – In compliance with federal Sunshine Laws and Ohio's Public Records and Open Meetings laws, all meetings of the Board at which Board business is conducted, including meetings of standing and ad hoc committees, are in public, and adequate notice to the public shall be given of such meetings. The Board Chair has discretion to determine if and which non-Board members present may participate in public meetings of the Board. All records and data utilized by the members in the conduct of business of the Board will, upon request, be made available to the public at no cost. Minutes from meetings will be posted on the Area website.

## **Article V – Offices, Officers and Board Staff**

Section 1. Officers – The officers of the Board are the Board Chair and Vice-Chair of the Board. In accordance with the WIOA, the Chairperson must be a business representative. Area 2 insists the Vice Chairperson must be a business representative.

Section 2. Selection and Terms of Office – The Board Chair and Vice-Chair, are selected by the Board members by majority vote in a quorum meeting for two (2)-year terms. The Chair position shall alternate between Summit and Medina County business representatives. For example, in the year that the Chair will be filled by a Medina County member, only Medina County business representatives can run for election. In the event of a tie, the candidate with greater seniority on the board will be elected to the position. If the duration of seniority is equal, the existing officers will determine the outcome through secret ballot. Officers may be reappointed.

Section 3. Resignation and Removal – The Board Chair and Vice-Chair may resign from office at any time by giving written notice of such resignation to the CEOs/COG. The Board Chair and Vice-Chair may be removed from office, either with or without cause, by a decision of the appointing CEO.

Section 4. Chairperson of the Board – The Board Chair presides at meetings of the Board. The Board Chair appoints the Committee Chairperson to all committees, with confirmation by the COG. The Board Chair has

other powers and performs such other duties as may be assigned to him/her from time to time by the Board or the CEOs/COG.

Section 5. Vice Chairperson of the Board – In the absence of the Board Chair, or in the event of his/her inability to act, or if that office is temporarily vacant, the Vice-Chair exercises all of the powers and performs all of the duties of the Board Chair. The Vice-Chair has such additional powers and performs such other duties as may be assigned to him/her from time to time by the Board or the CEOs/COG.

In the event a permanent vacancy occurs in both offices during the term an election will be held as per Article V, Section 2 to fill the unexpired term of office.

## **Article VI – The Executive Committee**

Section 1. Membership – The Executive Committee will consist of Board Chair, Vice-Chair, and the Committee Chairs of each standing committee.

Section 2. Powers – The Executive Committee is responsible for coordinating and overseeing the business of the Board and its other committees to ensure the satisfactory performance of functions stipulated by the CEOs/COG and these bylaws, and all pertinent statutes and regulations. The Executive Committee will also monitor and guide the administrative management of the Board.

The Executive Committee is accountable to the Area 2 CEOs/COG and will regularly report to them on matters pertaining to the Board, a purpose for which the committee's minutes will routinely suffice.

In the intervals between Board meetings, the Executive Committee may exercise such powers as are provided by resolution of the Board, or act on behalf of the Board between regularly scheduled meetings when circumstances require. Any actions taken on behalf of the Board are reported at the next Regular meeting.

Section 3. Officers of the Executive Committee – The Board Chair will serve as Chairperson of the Executive Committee.

Section 4. Meetings – The Executive Committee may hold meetings at such place or places and at such times as it determines from time to time. Special meetings of the Executive Committee may be called by the CEOs/COG, the Chairperson of the Executive Committee or by any three or more members of the Executive Committee.

Section 6. Vote – Each member of the Executive Committee is entitled to one vote, and any action by the Executive Committee must be unanimous based upon those present at the meeting.

## **Article VII – Other Committees**

Section 1. Standing Committees – Standing committees are established on a permanent basis. The Board Chair may appoint or authorize the appointment of a Standing Committee as deemed necessary or appropriate to carry out the purpose of the Board. The Board Chair shall inform the members of the Board when a Standing Committee is authorized. All reports and actions taken by Standing Committees must be approved by the Board, or the Executive Committee (pursuant to Article VI, Section 2.) prior to implementation.

The Board's standing committees are:

1. The Performance Committee – The primary purpose is to develop a Request for Proposal (RFP) process to choose and recommend service providers. The RFP process should align state, national and local priorities for workforce development and clearly establish the requirement of compliance with performance measures by selected vendors. In addition, this committee reviews education and training provider lists and manage the Board's Certification Process and the One-Stop Center's Certification Process; reviews monitoring and performance records to ensure that vendors are fully compliant with all performance measures set by the Area; and, provides oversight for the State of Ohio's Comprehensive Case Management Employment Program (CCMEP) and interaction with the Area's Lead Agencies for the implementation of the CCMEP.
2. The Finance Committee – The primary purpose is to oversee the fiscal operations for the Board. It shall ensure the development and implementation of an integrated operator/partner budget to finance the One-Stop System and submit such financial plan to CEO/COG for review; prepare and recommend the WDB Operating Budget to the full Board; recommend allocation of WIOA funds to One Stop Operator(s) after review of each proposed budget; Review all financial reports/documents /audits as needed; and, establish, enforce, and review all financial policies and procedures. This committee may also request additional information and reports from One Stop Operator(s) on an as needed basis and work with the Executive Director to secure additional grants and funds for the Workforce System and Board.
3. The One-Stop Operations Committee – The primary purpose is to provide information and assistance with operational and other issues relating to the one-stop delivery system and may include one-stop partners.
4. Youth Services Committee – This Committee is not required under the WIOA, but is recommended and if established, this committee will provide information and assistance with planning, operational, and other issues relating to youth services and may include community based organizations that serve eligible youth.
5. Disabled Participants Committee - This Committee is not required under the WIOA, but is recommended and if established this committee will provide information and assistance with planning, operational and other issues relating to individuals with disabilities, including compliance with section 188 of the Act, if applicable, and the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.) regarding providing access to the services, programs, and activities of the one-stop delivery system, as well as appropriate training for staff on providing supports and accommodations to individuals with disabilities.

Section 2. Ad Hoc Committees – Ad Hoc Committees are established on a temporary basis. The Board Chair, with confirmation from the COG, may appoint or authorize the appointment of an Ad Hoc Committee as may be deemed necessary or appropriate to carry out the purpose of the Board. The Board Chair shall inform the members of the Board when an Ad Hoc Committee is authorized. All reports and actions taken by an Ad Hoc Committees must be approved by the Board, or the Executive Committee (pursuant to Article VI, Section 2.) prior to implementation.

Section 3. Committee Composition – The Board Chair, with confirmation by the COG, appoints members of committees. Board members may serve on more than one committee. Non-Board members may be appointed

to committees of the Board as defined under the WIOA. Non-members shall have the right to vote on all action before the Committee to which they were appointed, unless so noted in the Act. The Board Chair may remove committee-members after consultation and authorization from the CEOs/COG.

Section 4. Appointment and Duties of Committee Chairpersons – The Chairpersons of the Standing and Ad Hoc Committees are appointed by the Board Chair for one-year terms but not to exceed their membership on the Board, may be reappointed, and must be current members of the Board. Committee Chairpersons shall preside over the Committee meeting and will provide a report of the pertinent action items and recommendations at the Regular Board meeting for the members' approval. Committee recommendations or actionable items in general will be reported by the Committee Chair or in their absence another Board Member from that Committee to the full Board.

Section 5. Meetings – All Committee meetings are public meetings. The Committee Chairpersons will determine regular meeting schedules for their committees and notify the Board Chair and the Executive Director (who will post public notices of the meetings). All action items performed at a Committee meeting must be in advance of the Board or Executive Committee meeting in which they are to be addressed, unless otherwise approved by the Board Chair.

Section 6. Quorum – At each meeting of a standing or ad hoc committee, a simple majority constitutes a quorum for the transaction of business. Less than a quorum may recess a committee meeting from time to time without further notice until a quorum is present. The Committee chairpersons will determine regular meeting schedules for their committees, in consultation with the Board Chairperson. In the absence of a quorum work of the committee may proceed and culminate in the polling of those present. The Committee Chair may poll those not in attendance following the meeting on the issue at hand and present the polling information to the full Board as part of the Committee's report.

Section 7. Committee Attendance – In the event that any Committee Member has been absent from more than fifty percent of the meetings of the committee during a twelve month period, the Board Chair may forward a recommendation for removal from the Board to the CEOs.

## **Article VIII – Conflicts of Interest**

Section 1. Conflicts of Interest – A member of the Board must not vote on the provision of services by such member (or any organization which the member represents), nor on any matter which would provide any direct financial benefit to that member, a member of his/her immediate family, or the organization he/she may represent. When a member abstains from voting due to a conflict of interest, the minutes shall both reflect the abstention and the reason for the abstention as being due to a conflict of interest. All members of the Board must adhere to all the Ohio Ethics Laws contained in Chapter 102 of the Ohio Revised Code. On an annual basis, all Board members are required to complete a disclosure form for Conflict of Interest.

Section 2. Abstaining From a Vote – Whenever a matter to be voted upon by a Board member or committee member would involve him/her in a conflict of interest, he/she shall declare the conflict of interest to the Board Chair or Committee Chairperson prior to the next meeting or to the entire Board or committee during the meeting. Following such announcement, the Board or committee member shall abstain from both decision-making and voting on such matter.



Section 3. Raising Questions of Conflicts of Interest – Whenever a Board member or committee member has cause to believe that a matter to be voted upon would involve any other Board member or committee member in a conflict of interest, he/she may raise such question with the Board Chairperson or committee chairperson prior to the next meeting, or with the entire Board or committee during the meeting. The question so raised shall be decided by a majority vote of the Board or committee members present, excluding any Board or committee member present who has been disqualified from voting on the issue because of his/her own conflict of interest. If a conflict of interest is found to exist, the Board member or committee member shall abstain from voting on such matter.

## **Article IX – Representation**

Section 1. Legal Representation – Any Board member who is made a party to a civil or criminal action by reason of the fact that the member was a member of the Board at the time the legal action arose shall be entitled, upon written request and at the cost to the Board, to legal representation; provided however that it is first determined that the member reasonably believed the member's actions were in the interest of the Board and that the member had no reasonable cause to believe otherwise.

Section 2. Insurance – the Board may, to the full extent then permitted by law, purchase and maintain insurance on behalf of any person who is or was a Board member, employee or agent of the Board or who is or was serving at the request of the Board against any liability asserted against that member and incurred in such capacity or arising out of the member's status on the Board, whether or not the Board would have the power to indemnify him against such liability.

## **Article X – Amendments**

These bylaws may be amended or repealed at any meeting of the SAMWA COG by the affirmative vote of the Chief Elected Officials, providing that the proposed changes first have been submitted to them by the board members for their review not less than ten (10) business days prior to such meeting. Changes in the bylaws must be approved by the CEO/COG in accordance with the Code of Federal Regulations § 679.310(g).

## **Article XI – Rules of Order**

All proceedings of the Board and its committees are governed by Robert's Rules of Order (Newly Revised).