

Southern Maryland Workforce Development Board

BYLAWS

Adopted March 2018

The State of Maryland, pursuant to the Federal Workforce Innovation and Opportunity Act of 2014, under section 107(c)(4)(B)(i), has designated the Southern Maryland Workforce Development Board as the entity responsible for the direction and oversight of employment and training programs in the three Maryland Counties of Calvert, Charles, and St. Mary's and provides funding thereto.

Federal and State of Maryland rules and regulations require the Chief Local Elected Official in the three-county area appoint a local Workforce Development Board.

ARTICLE I. NAME

The name of the local Board shall be Southern Maryland Workforce Development Board herein referred to as "Board".

ARTICLE II. PURPOSE

The Southern Maryland Workforce Development Board was created through a Consortium Agreement between Calvert, Charles, and St. Mary's County Chief Local Elected Official in accordance with the Workforce Innovation and Opportunity Act (WIOA) of 2014. The Consortium Agreement designates Tri-County Council for Southern Maryland to serve as Grant Recipient, Fiscal Agent, and Administrative Entity for Workforce Innovation and Opportunity Act Funds.

The Board, in partnership with the Chief Local Elected Official, establishes and oversees the workforce system in the three-county area in accordance with legislative requirements of the Workforce Innovation and Opportunity Act, the Governor's Workforce Investment Board, and the State of Maryland.

Tri-County Council for Southern Maryland in its role as Administrative Entity shall be staffed by a Director who shall be designated as the single point of contact for Board Members and be responsible for all records, materials, and other information deemed necessary by the Board. The Tri-County Council for Southern Maryland's Executive Director serves as an ex-officio member of the Board and provides supervisory oversight to the Director of Regional Workforce & Business Development.

ARTICLE III. LEGAL AUTHORITY OF THE BOARD

The Board is organized in accordance with the Federal Workforce Innovation and Opportunity Act of 2014, hereinafter referred to as "WIOA".

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ARTICLE IV. AREA SERVED

The geographical region to be served by the Board shall be the Maryland Counties of Calvert, Charles, and St. Mary's and the labor market areas contained therein.

ARTICLE V. DUTIES

- A. In partnership with the Chief Local Elected Official and the Tri-County Council for Southern Maryland:
 - a. Develop and submit a local integrated plan consistent with the WIOA, Maryland's Integrated Plan, and State guidance.
 - b. Select the local workforce system operator according to Federal and State policy.
 - c. Select eligible providers of adult and dislocated worker career services and training services.
 - d. Assist the State in maintaining a list of eligible training providers including cost and performance data through a local approval process.
 - e. Conduct oversight of the one-stop delivery system including all WIOA activities.
 - f. Negotiate local performance measures with the State.
- B. Approval required by the Chief Local Elected Official:
 - a. Develop a budget for carrying out the duties of the Board.
- C. Other Board roles and responsibilities:
 - a. Select a private sector business representative as the Board chairperson.
 - b. Promote American Job Center programs and activities.
 - c. Assist the State of Maryland in developing the statewide employment statistics system under the Wagner Peyser Act.
 - d. Coordinate with economic development strategies and establish employer linkages with workforce development activities.
 - e. Carry out regional planning responsibilities as required by the State of Maryland.
 - f. Promote private sector involvement through effective connecting, brokering, and coaching activities through intermediaries, such as the one-stop operator in the local area, the local business services function, or through other organizations to assist employers in meeting hiring needs.
 - g. Conduct business in an open manner by making available to the public information about the activities of the Board.
 - h. Acknowledge that partner staff is governed by their respective personnel laws and collective bargaining agreements when participating in the American Job Centers.

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- i. Negotiate with partner agencies for funding of the infrastructure costs of the American Job Centers.
- j. In collaboration with secondary and postsecondary education programs, lead efforts in the local workforce development area to develop and implement career pathways within the local workforce development area.
- k. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development for employers, workers, and job seekers.

ARTICLE VI. STAFFING AND SUPPORT

- A. Staffing and support of the Board shall be provided by Tri-County Council for Southern Maryland.
- B. Board staff shall work on implementation of policies, goals and activities recommended by the Board and report regularly to the Board on program activities.
- C. Board staff shall prepare and distribute agendas and meeting materials for all public meetings.
- D. Staff of the Board shall maintain an official membership list, attendance records, a record of all actions of the Board, minutes of all public meetings and other documents of the Board and its committees and task forces.

ARTICLE VII. MEMBERSHIP

Section 1. Composition

- A. Private Sector Representatives
 - a. A majority, defined as greater than 50% of all Board membership, must be private business representatives. All business representatives must be owners of a business, chief executives, operating officers, or other business executives or individuals with optimum policy making or hiring authority and represent business with employment opportunities that reflect the employment opportunities of the local area. Business representatives shall be appointed by Chief Local Elected Official from among individuals nominated by local business organizations and business trade associations.
- B. Workforce Representatives
 - a. At least 20% must include: individuals that represent labor organizations; training directors of joint labor/ management

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apprenticeship programs; or representatives of community-based organizations that have expertise in serving eligible youth or individuals with barriers to employment.

C. Other Representatives

- a. The balance of membership shall represent other stakeholders including: at least one (1) Wagner Peyser representative; at least one (1) Adult Education representative; at least one (1) Vocational Rehabilitation representative; at least one (1) Higher Education representative; and, at least one (1) Economic Development

Section 2. Recruitment, Nominations, and Appointments

The Board's Executive Committee shall solicit private sector nominations from businesses or business organizations serving Southern Maryland. Business members shall be chief executives or operating officers of businesses, or other business executives with optimum policymaking or hiring authority. In addition, business members must represent businesses with employment opportunities that reflect the local area. Non-business members may be nominated by community organizations or the government or service sector that they represent. Non-business members shall be in top leadership positions. The Board's Executive Committee shall select nominees to be recommended for appointment by the Chief Local Elected Official.

The members of the Local Board shall elect a chairperson from among the appointed Business representatives.

Section 3. Terms of Appointment

- A. Each Board Member shall be appointed for a term of three years and may serve a maximum of two consecutive three-year terms, except for the representatives of required partners, who shall serve for so long as they hold the partner agency position or are replaced by their funding source authority.
- B. If any individual is appointed to fill an unexpired term, that individual may then be appointed for two consecutive three-year terms.

Section 4. Cessation of Membership

Board membership shall cease when:

- A. The member delivers a written resignation to the Board Chair.
- B. The member is not reappointed following the completion of a term.
- C. The organization that the member represents withdraws the member's name from membership by notifying the Board Chair of such withdrawal.

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- D. The member no longer meets the necessary criteria for the membership slot for which the member was appointed.
- E. The member is removed by a two-thirds vote of the Board and provided written notification.

Section 5. Vacancies

Vacancies shall be filled in the same manner as regular appointment.

Section 6. Resignation

Board members may resign by submitting a written notice to the Board Chair.

Section 7. Removal

- A. A Board member may be removed from the Board if the member's conduct or action, in his/her capacity as a member or personal/professional dealings, is having or will have a severe detrimental effect on the ability of the Board to conduct its business.
- B. In addition, lack of attendance may result in removal as described in these bylaws.
- C. Procedures for Removal by the Board:
 - a. A removal shall be proposed and discussed at an Executive Committee meeting called for that purpose.
 - b. The recommendation for removal from the Executive Committee shall be brought before the full Board for discussion and vote.
 - c. The member whose removal is being considered shall be invited to present reason(s) why his/her removal should be reconsidered at both the Executive Committee and full Board meeting.
 - d. Removal from the Board shall require a two-thirds majority and affirmative vote of the Board at a regularly scheduled meeting, in which a quorum has been established.
 - e. The Board Chair shall forward the recommendation for removal to the Chief Local Elected Official for approval.

Section 8. Size

- A. The membership size of the Board shall be that which is required by the WIOA and to fulfill the duties of the Board.
- B. An individual may serve as a representative of more than one membership category so long as adequate justification for his/her expertise in each area is established and meets all the criteria for representation in accordance with

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WIOA. No matter how many membership categories an individual represents, he/she is only entitled to one vote and may only be counted as a single member of the Board.

Section 9. Compensation

- A. Board members shall serve without compensation except for reimbursement for out-of-area travel and subsistence expenses when attending approved meetings and/or conferences.
- B. The Board Chair shall approve out-of-area travel requested by Board Members.

ARTICLE VIII. STRUCTURE

Section 1. Officers

The officers of the Board shall be a Chair, Vice-Chair and Secretary. The Chair and Vice-Chair shall always be representatives of the private sector. Officers shall serve a three-year term regardless of the expiration of their respective terms as members of the Board. An officer whose term is expiring may be recommended for an additional three-year term. A slate of offices shall be presented to the Board for approval at a Board meeting in the last quarter of each year or as such other time as the Board determines advisable. Before the meeting prior to the election, the Chair shall appoint a task force of the Board to solicit nominations and present a slate of officers to the Board prior to the election meeting. Officers shall serve for a three-year term and may be reappointed for one additional three-year term.

Section 2. Duties of Officers

- A. Chair – The Chair shall execute, in the name of the Board, all instruments and documents on behalf of the Board and/or Executive Committee as shall be necessary and proper. The Chair shall preside at all meetings of the Board and Executive Committee. The Chair shall make any committee and/or task force appointments, and shall designate committee and task force chairs. The Chair shall perform such other duties as from time to time may be assigned by the members. The Board Chair and the Director of Regional Workforce and Business Development are the only individuals authorized to speak with news media regarding Board activities.
- B. Vice-Chair – The Vice-Chair of the Board shall have such powers and duties as from time to time may be assigned by the Chair or members, including all duties of the Chair during the absence of the Chair or inability of the Chair to act.

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- C. Secretary - At the direction of the Board, the Secretary shall have the oversight of keeping a book of minutes of all meetings of the Board and Committee meetings, recording therein the time and place of the meeting, the names of those present or represented at the meeting, and the proceedings thereof; taking roll at Board meetings and declaring the presence of a quorum; serving as the point of contact for any disclosure questions arising from the Conflict of Interest section above; and performing such other duties as may be required by law, or which may be assigned from time to time by the Chair and the Board.

Section 3. Standing Committees

The Board may designate and direct the activities of standing committees to provide information and to assist the Board in carrying out Board activities. Such standing committees shall be chaired by a member of the Board, may include other members of the Board, and shall include other individuals appointed by the Board who are not Board members and who the Board determines have appropriate experience and expertise. Non-Board Members may vote on committee work but shall not have a vote on the Board. Chairs for all standing committees shall be appointed by the Board Chair and shall be Board Members. The Southern Maryland Workforce Development Board has designated the following five standing committees:

- A. Executive Committee – A standing committee to provide information and assist with operational and other issues relating to the one-stop delivery system. The Executive Committee shall review all program plans, reports, and other documents which the Board by law is required to review and act upon, and shall make recommendations concerning such items to the Board. Between Board meetings, the Executive Committee may act on behalf of the Board, except in matters concerning the election of officers or the adoption, repeal, or amendment of these bylaws. Membership on the Executive Committee shall consist of the three Board Officers and Chairs of the Board's standing committees. The Chair of the Executive Committee shall be the Board Chair.
- B. Business Engagement Committee - A standing committee to:
- a. Promote business representation on the Board,
 - b. Develop effective linkages with employers to support employer utilization of the local workforce development system,
 - c. Ensure that workforce investment activities meet the needs of employers and support economic growth in the region, and
 - d. Develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers.
 - e. Assist with sector partnerships.
 - f. Advise and assist the local business services team.
 - g. The Chair shall always be a representative of the private sector.

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- C. Quality Assurance Committee - A standing committee to:
 - a. Review internal and external monitoring reports and request updates on corrective actions required.
 - b. Recommend success indicators for a performance management dashboard.
 - c. Analyze the performance management dashboard and provide feedback on enhancements.
 - d. Review partner performance reports related to common measures.
 - e. The Chair shall always be a representative of the private sector.
- D. Special Populations Committee – A standing committee to:
 - a. Review service strategies for special populations including individuals with disabilities, Veterans, Migrant Seasonal Farmworkers, Ex-offenders, Temporary Assistance for Needy Families and others.
 - b. Assist with issues relating to compliance with section 188 (nondiscrimination), 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.
 - c. Ensure staff and partners are provided appropriate training for working with special populations.
 - d. The Chair shall be a Board Member in good standing familiar with special populations.
- E. Youth and Young Adult Advisory Committee – A standing committee to:
 - a. Provide information and to assist with planning, operational, and other issues relating to the provision of services to youth.
 - b. Provide program oversight related to youth and inform the Quality Assurance Committee regarding performance management dashboard data.
 - c. Evaluate program goals and youth program elements.
 - d. Advise on the implementation of new program designs.
 - e. The Chair shall rotate amongst the two Adult Basic Education providers.

Section 4. Board/Tri-County Council for Southern Maryland Linkage

The Board is a working committee of TCCSMD and as such serves in an advisory capacity to the Executive Board of the Council on matters related to workforce development in the region. The Tri-County Council for Southern Maryland serves as the Grant Manager and Fiscal Agent for the federal Workforce Innovation and Opportunity Act funds and as such has the responsibility and authority to direct these funds as intended by law. Resolutions requesting policy, plan and other major budgetary matters made by the Board in the utilization of federal WIOA funds shall be reviewed and approved by the Executive Board of the Council prior to the implementation of those requests for

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action. The Chairman of the Board is invited to attend TCC Executive Board and Council meetings to report on and address policy, plan, and budgetary matters for consideration and action as needed or requested.

ARTICLE IX. MEETINGS

A. Regular Meetings

- a. All meetings of the Board and its committees shall be called and conducted in conformity with the provisions of public meetings.
- b. Robert's Rules of Order, Newly Revised, shall govern Board meetings in all cases in which they are applicable and to the extent in which they are not in conflict with these bylaws and other applicable law.
- c. Regular meetings of the Board shall be held at least quarterly.
- d. Meetings may be conducted via electronic means such as *GotoMeeting* or other teleconference methods.
- e. A simple majority of the Board membership either in person or through teleconferencing constitutes a quorum if all Board Members were duly notified.
- f. A regular meeting may include a combination of electronic and in-person Board representation.
- g. The Chair may, at his or her discretion, adjourn any meeting, whether a quorum has been established or not, to another time and place.

B. Special Meetings

- a. Meetings may be called at any time for any purpose by the Chair.
- b. Notice of a special meeting shall state the location, day and hour of the meeting, and the purpose of the meeting.
- c. Members must be provided at least a 48 hours advance notice of a special meeting.
- d. Special meeting notices shall be delivered via electronic or text message delivery.
- e. Business transacted at all special meetings shall be confined to the purpose stated in the notice of the meeting.

C. Standing Committee Meetings

- a. The Executive Committee shall meet every month that the full Board does not meet.
- b. The other Standing Committees shall meet at least quarterly just prior to the full Board meeting but may meet more often if approved by a simple majority of that committee's members.

D. Voting

- a. Each member of the Board shall be entitled to one vote on an action.
- b. No member of the Board shall cast a vote on any matter that has direct bearing on services to be provided by the member or any organization

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with which that member is associated or would otherwise be the basis for a conflict of interest as outlined in these bylaws.

- c. Declared conflict of interest shall be recorded in the minutes.
 - d. Action brought before the Board shall be resolved by a vote of a simple majority of the members present, provided a quorum is present.
 - e. At the request of any member, or upon the discretion of the Chair, a roll call or ballot vote may be requested for any action of the Board.
 - f. Proxy votes are not allowed.
 - g. In the event of a tie vote, the Chair shall break the tie.
 - h. From time to time the Chair may need to call for an electronic meeting wherein electronic votes shall be appropriate.
 - i. In the case of an electronic vote, a vote of a simple majority of the members represented shall suffice as long as a quorum is declared.
- E. Attendance
- a. All Board members are expected to attend regularly scheduled meetings.
 - b. More than two consecutive unexcused absences by any member during any twelve-month period may result in removal from the Board.
 - c. A member is unexcused when he or she fails to notify Board staff or the Board Chair in advance of a meeting that he or she shall not be attending.
 - d. Three excused absences during a twelve-month period shall result in an Executive Committee review and a recommendation for removal to the full Board.
 - e. Board Members can request phone or electronic participation at regular, special, or committee meetings.
 - f. Members shall not be entitled proxy voting, however, may send a representative in their place that shall be included in the quorum count.
- F. Notice of Meetings
- a. The Open Meetings Act applies to Board meetings and requires that reasonable advance public notice of meetings be provided.
 - b. Meetings must be open to the public and be held in an accessible public place.
 - c. Notices of upcoming meetings shall be posted on the Tri-County Council for Southern Maryland website and the Southern Maryland Workforce Development Board website.
 - d. Except in instances when the Board expressly invites public testimony, questions, comments, or other forms of public participation, or when public participation is otherwise authorized by law, no member of the public attending an open session may participate in the session.
 - e. All regularly scheduled meetings of the Board shall include a public comment period at the end of the meeting.

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ARTICLE X. CONFLICT OF INTEREST

- A. The Workforce Innovation and Opportunity Act provides that a member of a local Board or a member of a standing committee may not:
 - a. Vote on a matter under consideration by the local Board:
 - i. Regarding the provision of services by such member (or by an entity that such member represents), or
 - ii. That would provide direct financial benefit to such member or the immediate family of such member, or
 - b. Engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State Plan
- B. Any Board member who has a conflict of interest or believes there may be the appearance of a conflict of interest must disclose such a conflict prior to any vote or discussion on an issue where a conflict or apparent conflict may exist. The Board member must refrain from voting or participating in the discussion. The Board Chair may ask the member with the conflict to leave the meeting during discussion and vote on the issue where a conflict or apparent conflict exists.
- C. Board members must sign a Conflict of Interest Policy (that shall be maintained by the Administrative Entity as a matter of record).

ARTICLE XI. AMENDMENTS

- A. Amendments to these bylaws may be made at any regularly scheduled meeting of the Board, provided the amendment has been submitted in writing at the previous regular meeting or at least seven days in advance of the meeting at which the amendments shall be presented for action.
- B. Amendments require an affirmative vote of the majority of the membership present at the meeting where a quorum is present.

ARTICLE XII. SEVERABILITY

If any part of these bylaws is held to be null and/or void, the validity of the remaining portion of the bylaws shall not be affected.

ARTICLE XIII. ENACTMENT

These bylaws shall become effective upon adoption by a majority vote of the Board members present at the respective meeting, and shall remain in effect, as amended by Article XI, until dissolution of the Board.