

Workforce Development Board of Columbia & Greene Counties

By-Laws

ARTICLE I NAME AND AUTHORITY

SECTION 1 The name of this organization shall be the Workforce Development Board of Columbia & Greene Counties, hereinafter referred to as the CGWDB. The CGWDB is established by the Greene County Legislature and the Columbia County Board of Supervisors and certified by the Governor of the State of New York, pursuant to the Workforce Innovation and Opportunity Act of 2014, hereinafter referred to as WIOA.

SECTION 2 The CGWDB shall act on behalf of the Columbia-Greene Workforce Development Area and shall provide policy guidance for and exercise oversight as set forth in WIOA.

SECTION 3 The business of the CGWDB is conducted at: Columbia-Greene Community College, 4400 Route 23, Hudson, NY 12534. The mailing address is P.O. Box 753, Catskill, NY 12414.

ARTICLE II PREAMBLE

SECTION 1 **Vision**

To serve as a strategic leader and convener of local workforce development system stakeholders and employers to develop policies, investments and opportunities that support our local and regional economy while providing high quality, customer centered services.

SECTION 2 **Mission**

To provide strategic and operational oversight among all the stakeholders in the workforce system to ensure a comprehensive system that offers effective, high quality, job-driven services.

To develop strategies that will continuously improve and strengthen the workforce development system through innovation and alignment of the employment, training, and education programs in the Columbia-Greene area for the purpose of promoting economic growth.

To establish a platform in which all members actively participate and collaborate closely with partners of the workforce development system, including public and private organizations.

ARTICLE III AUTHORITY, ROLES, AND RESPONSIBILITIES OF THE BOARD IN CONJUNCTION WITH THE CHIEF ELECTED OFFICIALS

SECTION 1 Provide oversight of the development of the local workforce services plan that must be submitted to the Governor of NYS on a regular basis.

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SECTION 2 Carry out the collection, analysis, and utilization of workforce and labor market information for the region that is determined to be necessary to carry out its functions.

SECTION 3 Convene local workforce development system stakeholders in the development of local service plans and identify non-Federal expertise and resources to leverage support for workforce development activities.

SECTION 4 Lead efforts to support employer utilization of the local workforce development system to ensure that workforce investment activities provide the skilled workforce needed by employers, and that expands employment and career advancement opportunities for participants in in-demand industry sectors or occupations.

SECTION 5 Lead efforts to develop and implement career pathways by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment.

SECTION 6 Identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and jobseekers, including providing physical and programmatic accessibility to the one-stop delivery system.

SECTION 7 Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers, and jobseekers.

SECTION 8 With the agreement of the chief elected officials, procure the One Stop Operator and designate or procure the provider of career services. As determined by the board, designate or through a competitive process, select the providers of local youth and training services.

SECTION 9 Conduct programmatic oversight for local youth workforce investment activities, and local employment and training activities. Certify the one-stop operator and conduct programmatic oversight of the one-stop delivery system in the local area, including an annual assessment of the physical and programmatic accessibility of the local career center. Review budgets to ensure the funds provided are used in a manner that maximizes performance outcomes.

SECTION 10 In partnership with the chief elected officials, negotiate and reach agreement on local performance accountability measures with the NYS Governor.

SECTION 11 Coordinate activities with education and training providers in the local area, including providers of workforce investment activities, providers of adult education and literacy activities, providers of career and technical education, and local agencies providing rehabilitation services to enhance the provision of services.

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ARTICLE IV MEMBERSHIP

SECTION 1 As determined by the Board, the size of the Board will not exceed 33 members.

SECTION 2 All appointments to the Board will be made by Chief Elected Officials in accordance to the Workforce Innovation & Opportunity Act and accompanying Regulations (see Attachment A). Each county shall have equal representation on the Board. Any vacancy on the Board shall be filled in the same manner as the original appointment.

1. Representatives of the private sector shall constitute a majority of the membership of the Board and shall be owners of business, chief executives or chief operating officers of non-governmental employers, or other private sector executives who have substantial management or policy responsibility.
2. Private sector representatives on the Board shall reasonably represent the industrial and demographic composition of the business community.

SECTION 3 Except for the initial appointments, members shall be appointed for three-year terms. Memberships may be renewed by the Chief Elected Officials for members wishing to continue to serve.

SECTION 4 Membership on the Board shall cease when:

- The member offers his/her resignation to the Chairperson of the Board.
- The member is not re-appointed after completion of the term.
- The member is absent from more than fifty percent (50%) of the Board meetings held during a program year.

SECTION 5 Each member of the Board shall be encouraged to serve on at least one committee.

SECTION 6 Each member of the Board shall be entitled to one vote during a regular, specially called, or committee meeting in which said member is present and a quorum, at least 51% (not less than a majority) is present. (The majority required for voting must be the majority of the full board membership) Votes via proxy are not applicable towards reaching a quorum. However, if a quorum is present, absent members may vote by proxy. Proxy votes must be in writing, signed by the absentee member, and specifically address the exact items of business to be voted on during that meeting. Members of the Board and/or Committee's cannot delegate someone to act as their proxy. While they may send a representative to a meeting, the representative does not have a vote.

The Chairperson will not vote at regular or specially called Board meetings, except in the instance of a tie.

SECTION 7 Conflict of interest, real or perceived, will not be permitted in the conduct of Board business.

- A Board member may not vote on any matter that would provide direct financial benefit to the member or the member's immediate family, nor on

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matters of the provision of services by the member or the entity the member represents. No board member may participate in a decision in which the member has a direct or indirect interest, particularly a financial interest, which is in substantial conflict with the discharge of the duties of the Board.

- A Board member shall avoid even the appearance of a conflict of interest. Prior to taking office, Board members must provide to the Board Chair a written declaration of all substantial business interests or relationships they, or their immediate families, have with all businesses or organizations which have received, currently receive, or are likely to receive contracts or funding from the Board. Such declarations shall be updated within 30 days to reflect any changes in such business interests or relationships. The Consulting WDB Director will review the disclosure information and advise the Board chair and appropriate members of potential conflicts.
- Prior to a discussion, vote or decision on any matter before a Board, if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, organization or property that would be peculiarly affected by any official Board action, that member shall disclose the nature and extent of the interest or relationship and shall abstain from voting on or in any other way participating in the decision on the matter. All such abstentions shall be recorded in the minutes of the Board meeting.
- Definitions: immediate family—any person related within the first degree of marriage or a blood relative to the person involved.
 - Substantial interest—A. in a business entity if: (i) the person owns 10% or more of the voting stock or shares of the business, owns 10% or more or owns \$5,000 or more of the fair market value of a business or (ii) funds received by the person from the business exceed 10% of the person's gross income for the previous year; B. in real property if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more; or C. if the Board member is related to a person in the first degree of affinity who has a substantial interest as defined in subparagraph (A) or (B) of this paragraph.
 - Disclosure of Interest. To the extent that he or she knows thereof, a member who participated in the discussion or gives official opinion to the Workforce Development Board on any matter before the Board shall publicly disclose on the official record the nature and extent of any direct financial benefits to that member.
 - A member who is an officer, stockholder or employee of any business, firm, corporation or association must fully disclose his or her private interest in any contract authorized by the Workforce Development Board prior to the vote.
 - Any member subject to Section 800 of General Municipal Law (municipal officers/ employees) must, in addition, disclose his or her financial interest

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in grants and contracts, in writing, to the governing body of the municipality of which he or she is an officer or employee.

SECTION 8 Pursuant to the provisions of General Municipal Law, the Workforce Innovation & Opportunities Act and regulations established by the State, the Board recognizes that there are rules of ethical conduct for members which must be observed if public confidence is to be maintained in bodies responsible for public funds. It is the purpose of these bylaws to establish the rules of ethical conduct for the members of the Board and these rules shall serve as a guide for official conduct of this Board. These bylaws, as adopted, shall not conflict with, but shall be in addition to any prohibition of article eighteen of the General Municipal Law or any other general or special law relating to ethical conduct and interest in contracts for municipal officers and employees.

For the purposes of this section, the term *Interest* means a financial or material benefit accruing to a member, unless the context suggests otherwise.

Every member of the Board shall be subject to and abide by the following standards of conduct:

- a) Gifts. No member shall directly or indirectly solicit any gift, or accept or receive any gift, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence him or her, or could reasonably be expected to influence him or her in the performance of his or her official duties, or was intended as a reward for any official action on his or her part.
- b) Confidential Information. No member shall disclose confidential information acquired by him or her in the course of his or her official duties, or use such information to further his or her personal interest.
- c) Representation before any Agency for a Contingent Fee. No member shall receive compensation, or enter into any agreement, expressed or implied, for compensation for services to be rendered in relation to any matter before the Board whereby his or her compensation is to be dependent or contingent upon any action by the Board with respect to such matter.
- d) Disclosure of Interest. To the extent that he or she knows thereof, a member who participated in the discussion or gives official opinion to the Workforce Development Board on any matter before the Board shall publicly disclose on the official record the nature and extent of any direct financial benefits to that member.

A member who is an officer, stockholder or employee of any business, firm, corporation or association must fully disclose his or her private interest in any contract authorized by the Workforce Development Board prior to the vote.

Any member subject to Section 800 of General Municipal Law (municipal officers/employees) must, in addition, disclose his or her financial interest in

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grants and contracts, in writing, to the governing body of the municipality of which he or she is an officer or employee.

SECTION 9 If the Board chooses to incorporate, no part of the income revenue of the Board shall be to the benefit of any member or any private individual (except that reasonable compensation may be paid for services rendered to the Board), and no member or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the Board.

SECTION 10 No part of the activities of the Board shall be directed toward participating in, or intervening (including the publication or distribution of statements), in a political campaign on behalf of any candidate for public office.

SECTION 11 Members of the CGWDB are insured for liability through insurance policies offered by their appointing government, either the County of Greene or the County of Columbia.

ARTICLE V OFFICERS

SECTION 1 The Board shall elect a Chairperson and Vice-Chairperson who shall be representatives of the private sector. The Chairperson will be elected from among the private sector representatives of one county. The Vice-Chairperson will be elected from among the private sector representatives of the other county. At the end of the Chairperson's term, the Vice Chairperson will ascend to the office of Chairperson. The Vice Chairperson will then be elected from among the private sector representatives of the county with the open seat. A Secretary (and Treasurer, if the Board should become incorporated) shall be elected from the membership at large. Term of office shall be for a two (2)-year period commencing at the end of the first meeting of the first quarter of the Program Year.

The Secretary (and Treasurer, if incorporated) may be reelected to succeeding terms at the discretion of the Board.

If the Chairperson or Vice Chairperson must resign before the completion of their term, the Executive Committee will appoint a private sector representative from the same county of the Officer who resigned to complete the balance of the term of office.

SECTION 2 Functions and responsibilities of said officers shall be as follows:

1. Chairperson
 - a. shall preside at all meetings of the Board
 - b. shall establish agendas for each regular Board meeting
 - c. shall sign, on behalf of the Board, all necessary legal documents.
 - d. shall appoint Ad Hoc committees as determined necessary.
 - e. shall be the official representative of the Board, as required,

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- f. shall assign responsibility to staff to the Board
 - g. may call special meetings of the Board
 - h. shall call special meetings of the Executive Committee as deemed necessary; and
 - i. other responsibilities as determined by the Board.
 - j. shall only vote at regular or specially called Board meetings in the instance of a tie.
2. Vice-Chairperson
- a. shall assume all responsibilities of the Chairperson, noted herein, in his/her absence.
3. Secretary
- a. shall be responsible, through the oversight of staff, for assuring that the following be maintained:
 - 1. the minutes of the general membership.
 - 2. the attendance records of the general membership meetings.
 - 3. advising the Chairperson of any member whose absences exceed the prescribed number for removal.
 - 4. notification of members of all meetings at least one week in advance of said meetings, and include therewith a brief agenda and a copy of the minutes of the prior meeting, so that members who had been absent at the last meeting may be informed of business transacted.
 - 5. oversee communication of committees to Board members.
4. Treasurer (in event the Board should incorporate)
- a. Shall, in the event the Board chooses to incorporate, be responsible, through the oversight of staff, for assuring that the following be maintained:
 - 1. monitoring the control, receipt, and custody, of all assets of the Board.
 - 2. monitoring the disbursements as authorized by the Executive committee.
 - 3. reporting the receipt, use, and disbursement of all assets of the Board.
 - 4. serving as liaison with the County Government in the grant seeking and budget preparation functions:
 - 5. be responsible for disbursing funds related to the internal budget and is authorized to sign checks for payment of same with a co-signature by one other member of the Executive Committee.

SECTION 3 Said officers shall be elected by a majority vote of the members present at a meeting consistent with quorum requirements when a vacancy occurs or terms expire.

ARTICLE VI EXECUTIVE COMMITTEE

SECTION 1 Membership and Meetings

- 1. The Executive Committee shall be made up of Officers of the Board (3 or 4), a business sector representative from each county (2), Higher Education

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representative (1), Wagner/Peyser Representative (1) and a special population representative from each county (2). The Chairperson will not vote at Executive Committee meetings, except in the instance of a tie.

The Executive Committee shall assume responsibilities as designated by the Board and shall meet as needed.

2. The Executive Committee will have a special meeting at the end of each program year to perform the following functions for the Board:
 - a. nomination of committee appointments.
 - b. review of meeting attendance as described in Article IV, Section 4, making recommendations to the Board for member replacement to be forwarded to the appropriate county's Chief Elected Official for vacancies resulting from term expiration, resignation, or removal:
 - c. review of Board by-laws, making recommendations to the Board as appropriate:
 - d. review of Board administration, making recommendations to the Board, as appropriate.
3. In the event a non-contractual issue arises that needs immediate attention, the Chairperson has the discretion to determine if the issue requires the attention of the full Board through the assemblage of a special meeting or if the Executive Committee can be called upon to take interim action. Any action taken by the Executive Committee will then be brought to the full Board for ratification at the next regularly scheduled meeting.

SECTION 2 Duties of the Executive Committee

1. The Executive Committee interacts with the Standing Committees to insure alignment to the board's strategic goals and plans. Functions of the Executive Committee include:
 - Conducting oversight with respect to the One-Stop Delivery System
 - Making recommendations to the board on certifying the One-Stop Center and additional Satellite sites based on their ability to offer core services and establish quality standards
 - Making recommendations to the board on establishing and reviewing Memorandums of Understanding with One-Stop Partners
 - Ensuring a universal population is served and that access to the system is readily available
 - Recommending as appropriate, technological changes to keep a continuous improvement process functioning

ARTICLE VII STANDING COMMITTEES

SECTION 1 General

1. Chairs and Vice-Chairs of Committees are appointed by the Chairperson of the Board.

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2. Chairperson of standing committees shall be a member of the Board. Vice-Chairs, if WDB members, can vote at Board meetings if the Committee Chair is absent.
3. Committee members do not need to be Board members.
4. Non-Board members may vote at Committee meetings, but do not have voting rights at Board Meetings.
5. All standing committees are to submit their recommendations to the full Board for ratification. All minutes and relevant documents produced by Committees are available to all Board members upon request.
6. All Committee meetings are subject to the Open Meetings Law.

SECTION 2 **Business Services Committee**

This Committee's mission is to determine the needs and expectations of business customers as it pertains to the workforce development system and to promote the system to employers.

The committee leads efforts to identify and support sector strategy initiatives for the local area that addresses —soft-skillsll issues among job seekers and workers and can support career pathways that expands employment and career advancement opportunities.

The Business Services Committee is responsible for continually identifying current and future labor force requirements of regional businesses for the purpose of maintaining a local training voucher system:

- Establish and maintain a list of in-demand occupations for the local area
- Establish parameters for Individual Training Accounts in terms of maximum amount and length
- Establish priority of service guidelines for use of Individual Training Accounts
- Establish funding priorities, for the issuance of Individual Training Accounts for Adult and Dislocated Worker funds that focuses on supporting local and regional industry needs

SECTION 3: **Career Services Committee**

This committee's mission is to work towards developing an integrated workforce development system that offers a seamless employment, education and training system that meets the needs of job seekers. This committee coordinates activities with providers of workforce investment activities, providers of adult education and literacy activities, providers of career and technical education, and local agencies providing rehabilitation services to enhance the provision of services.

The Committee is also responsible for conducting programmatic oversight of the one-stop delivery system, including a review of program performance measures, an annual assessment of the physical and programmatic accessibility of the local career center, and assisting with the certification process of the one-stop operator.

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SECTION 4 Youth Services Committee(Council)

This Committee's mission is to ensure quality services are offered to eligible youth and that all fourteen program elements outlined in the law are available locally. The duties and responsibilities of the Youth Committee shall be:

1. Recommend to the Board eligible providers of youth activities/ programs to be considered for grants/contracts on a competitive basis.
2. Conduct oversight with respect to eligible providers of youth activities.
3. Coordinate youth activities that are authorized by the act.
4. Other duties determined to be appropriate by the Board Chairperson.

ARTICLE VIII AD HOC COMMITTEES

SECTION 1 The Chairperson of the Board shall appoint Ad Hoc Committees as needed.

SECTION 2 NOMINATING COMMITTEE

The Board Chairperson shall appoint a Nominating Committee consisting of three (3) Board members for the purpose of nominating officers and board replacements prior to the expiration of existing terms. The Committee shall submit to the Board a slate of officers to assume office on the first day of July following their election. The Committee shall nominate Board members for the positions of Vice-Chairperson, Secretary, and Treasurer as per Article V, Section 1. The Chair of the Nominating Committee shall mail to all Board members, prior to the annual election, a list of nominees recommended by the Nominating Committee. At the Board meeting, nominations will be accepted from the floor as long as the nominee is present or a letter is in hand from the nominee stating they will accept the nomination.

ARTICLE IX MEETINGS

SECTION 1 There will be a minimum of 4 business meetings per year for the full Board.

SECTION 2 Special meetings may be called at the discretion of the Chairperson.

SECTION 3 All committees shall meet as necessary. The Executive Committee will also have a special meeting at the end of each program year as outlined in Article VII and other times as needed.

SECTION 4 Special committee meetings may be called at the discretion of the Committee Chairperson or by a majority of any committee.

SECTION 5 A quorum shall be constituted for full Board meetings and Executive Committee meetings. At least 51% (not less than a majority) of the membership is required for a quorum, and must be present at the meeting – not there via

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proxy. Members may participate in Board meetings by means of conference telephone or by virtual means of participation which allows all persons participating in the meeting to hear and/or see each other. Participation by telephone or virtual means shall be the equivalent to presence in person at the meeting for purposes of determining quorum. The WIO has the space and technology for members or the general public to attend the meetings, in person or via technology. If a quorum is available, absent members may vote by proxy. Proxy votes must however, be in writing, signed by the absentee member, and specifically address the exact items of business that will be voted on during that meeting.

SECTION 6 Resolutions shall be passed by the majority of members of the total membership of the Board.

SECTION 7 All meetings of the Board and its Committees will be in compliance with the Open Meetings Law.

- A. Notice of meetings will be posted on the website
- B. Minutes of open meetings must be made available within 3 weeks
- C. Minutes of executive session, if any action taken, must be made available.

SECTION 8 Technology, in the form of electronic communication, will be used to maximize the accessibility and effectiveness of the CGWDB. All official business of the Board will be posted on the website of the Columbia-Greene Workforce Development area: www.columbiagreeneorks.org. This includes CGWDB membership, Board minutes and committee reports, all Request for Proposals issued by the Board, and all Plans of Service up for review and finalized.

SECTION 9 All official records of the CGWDB will be maintained for a period of seven years.

ARTICLE X METHODS OF AMENDMENT

SECTION 1 Recommended changes in the by-laws and WDB-CEO Agreement shall be submitted in writing by a Board member to the Chairperson.

SECTION 2 The Chairperson will review recommended changes with the Executive Committee and will notify the full Board of proposed changes at least ten days prior to the regular meeting at which amendments are to be considered.

SECTION 3 Amendments to the by-laws shall be passed by a simple majority of the Board.

Board and CLEO Approved: 4-11-17

Reviewed: Executive Committee 1- 10-18 No Changes Recommended

Reviewed: Executive Committee 6-10-19: No changes recommended at July 2019 Board meeting

Changes Approved by Full Board 1/18/23

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