

**FULTON COUNTY  
WORKFORCE DEVELOPMENT  
BOARD**

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**BYLAWS**

**Adopted Date: May 16, 2019**

**BYLAWS OF THE FULTON COUNTY  
WORKFORCE DEVELOPMENT BOARD**

**ARTICLE I. GENERAL PROVISIONS**

**Section A. Official Name and Address of the Organization**

The name of this organization shall be known as the Fulton County Local Workforce Development Board (“LWDB”). The name of the organization shall be formally used for all correspondence, contracts, and documents pertaining to the local entity under the Workforce Innovation and Opportunity Act of 2014 (“WIOA”). The LWDB is certified by the Governor of Georgia, pursuant to WIOA. For the purpose of these Bylaws, the “LWDB” or “Board” shall mean the Fulton County Workforce Development Board.

The principal office of the Fulton County Workforce Development Board shall be within the Select Fulton Economic Development Department Workforce Development Division, located at Select Fulton Economic Development, 141 Pryor Street, Suite 2052, Atlanta, Georgia 30303, with all mail, agreements, correspondence and other documents addressed to this location.

**Section B. General Organization & Charter Statement**

The Fulton County Workforce Development Board is established in response to the provisions specified in the Workforce Innovation and Opportunity Act of 2014 (“WIOA”) enacted by 20 C.F.R. 679.310(b) to set policy for the portion of the statewide workforce system within the County of Fulton County, Georgia.

In partnership with the Chief Local elected Official (“CLEO”), the Fulton County Workforce Development Board will develop the Local Workforce Development Plan for its service area with the purpose of providing workforce activities that increase the employment, retention, and earnings of participants, increase occupational skill attainment by participants, and, as a result, improve the quality of the workforce, reduce welfare dependency, and enhance the productivity and competitiveness of the local economy.

The composition, functions, and responsibilities of the Fulton County Workforce Development Board are established by WIOA §107 and any amendments thereto, the applicable Federal Regulations, and CLEO. From time-to-time the CLEO may, through certain directives, establish the scope and duties of the Fulton County Workforce Development Board, consistent with the WIOA.

**Section C. Authority of Board**

The Fulton County Workforce Development Board hereinafter referred to as the Board, functions as a joint partner with the CLEO pursuant to WIOA §107 and the regulations promulgated thereunder which implement WIOA within the Fulton County Local Workforce Development Area (LWDA), Area 6. The Board shall act on behalf of the LWDA and shall provide policy guidance for and exercise oversight of the LWDA as set forth in WIOA.

## **Section D. Functions of Board**

Within the Local Workforce Development Area, the Board functions in partnership with the CLEO to fulfill the goals and objectives of the local One-Stop System, the tenets under WIOA, and the responsibilities stated in their governance documents. At the minimum the CLEO and the Board or designated Board staff shall:

1. Develop the Local and Regional Plan and conduct oversight of the One-Stop System, youth activities, and employment and training activities under Title I of WIOA. The Board shall convene local workforce development system stakeholders to assist in the development of the local plan and in identifying non-Federal expertise and resources to leverage support for workforce development activities.
2. Conduct workforce research and regional labor market analysis.
3. Lead efforts to engage with a diverse range of employers and entities in the region to promote business representation; to develop effective linkages with employers to support utilization of the workforce system; to ensure that workforce investment activities meet the needs of employers and support economic growth in the region; and to implement proven and promising strategies.
4. Negotiate local performance accountability measures.
5. Designate and/or certify One-Stop operators with the agreement of the CLEO.
6. Identify eligible training providers, providers of career service and youth organization based on recommendations from Board members and the Youth Standing Committee as well as locally developed performance and labor market information.
7. Develop a budget (with the grant recipient or as same is designated by the CLEO) for the activities in the local area, consistent with the local plan and duties of the Board, which budget must be approved by the CLEO.
8. Lead efforts, with representatives of secondary and postsecondary education programs, in the local area to develop and implement career pathways within the local area.
9. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers and jobseekers.
10. Coordinate activities with education and training providers in the local area, including workforce, adult education and literacy, career and technical education, and Vocational Rehabilitation activities. Specifically, this includes reviewing applications to provide adult literacy activities under Title II to determine whether applications are consistent with the local plan, and implementing cooperative agreements with Vocational Rehabilitation agencies to enhance provision of

services to individuals with disabilities.

11. Lead efforts in the local area to identify, promote, and disseminate proven and promising strategies and initiatives to meet the needs of employers and workers. The Board will assess the One-Stop for accessibility for individuals with disabilities.
12. Provide provision of program oversight and consumer choice requirements, in partnership with the CLEO.

### **Section E. Purpose of the Board**

The Board represents a wide variety of individuals, businesses, and organizations throughout the local area. The Board serves as a strategic convener to promote and broker effective relationships between the CLEO and economic, education, and workforce partners.

The Board must develop a strategy to continuously improve and strengthen the workforce development system through innovation in, and alignment and improvement of, employment, training, and education programs to promote economic growth. Board members must establish a platform in which all members actively participate and collaborate closely with the required and other partners of the workforce development system, including public and private organizations. This is crucial to the Board's role to integrate and align a more effective, job-driven workforce development system.

## **ARTICLE II. MEMBERSHIP PROVISIONS**

### **Section A. Appointment of Members and Board Composition**

It shall be the sole responsibility and authority of the CLEO to appoint members to the Board. The CLEO shall appoint members to the Board from the enumerated categories of Section 107(b)(2) of WIOA and in compliance with the applicable federal and state regulations.

Members shall be appointed to the Board and offered reappointment at the discretion of the CLEO. . The CLEO shall examine the initial and any subsequent duration of membership for compliance. The notification of appointment and the term of service shall be provided by the CLEO through written correspondence. Term appointments will be staggered and may be considered for re-appointment.

1. The Board shall be comprised of representatives of private sector business and public sector organizations from the local region. A simple majority of the members of the Board shall be representatives from the private sector.
2. It is recommended that members live in or be employed in Fulton County, but the CLEO is authorized and has the sole discretion to appoint members that neither live in work in Fulton County for the betterment of the workforce program. Removal from consideration of membership or forfeiture of existing membership shall occur if the above residency provisions cannot be met, unless authorized or waived by the CLEO.

3. The Board shall be appointed by the CLEO from the following categories:
- (a) Representatives who are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority; represent businesses, including small businesses, or organizations representing business described in this clause, that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area; and are appointed from among individuals nominated by local business organizations and business trade associations;
  - (b) Representatives (20% of the entire Board) of the workforce within the local area must include two or more representatives of labor organizations and one representative from a joint labor-management apprenticeship program, or an apprenticeship program in the area (if it exists); may include representatives of community-based organizations with experience at addressing the employment needs of individuals with barriers to employment and may include representatives of organizations with demonstrated experience addressing employment, training/education needs of eligible youth (including out-of-school youth);
  - (c) One representative administering adult education and literacy activities under Title II must be included;
  - (d) One representative of higher educational institutions (including community colleges) must be included;
  - (e) Representatives of local educational agencies and community-based organizations with experience addressing education or training needs of individuals with barriers to employment may be included;
  - (f) One representative of economic and community development entities must be included;
  - (g) One representative of Wagner-Peyser programs must be included;
  - (h) One representative of Vocational Rehabilitation programs must be included;
  - (i) Representatives of agencies or entities administering transportation, housing, and public assistance programs; and representatives of philanthropic organizations may be included; and
  - (j) Any other individuals or representatives of entities that the CLEO may determine to be appropriate.

SPECIAL RULE – The one representative of adult education and literacy activities and the one representative of higher education must be appointed from among individuals recommended by local education and training providers or institutions,

if there are multiple providers in the local area.

4. Support staff to the Board shall periodically review the composition of the Regulatory-required One-Stop Partners and other representatives of the public sector. They will make recommendations to the Board and CLEO in order to maintain that portion of the Board's composition and appropriate representation. Those recommendations may be submitted to an appropriate subcommittee for their review and disposition; and
5. Potential members representing the private sector shall be recommended to the CLEO by organizations representing local businesses, such as local chambers of commerce or development authorities. The CLEO may also solicit recommendations to fill vacancies by consulting with strategic industry partners representing high-demand occupations in the area. In all instance, these potential appointments will be submitted to the CLEO for final disposition.

The CLEO shall appoint all future members to the Board via a letter of appointment.

## **Section B. Membership Resignation or Termination**

1. Membership shall be terminated in case of resignation, removal for cause, disqualification, non-compliance with the residency provisions (unless waived), failure to attend the meetings of the Board or if found in direct violation of the Board's conflict of interest policy outlined in Section C of these bylaws. The right of a member to vote and all his/her rights and responsibilities in the affairs of the Board shall cease upon termination of membership.
  - (a) Members are subject to termination for failure to attend one-half (1/2) of the meetings annually and/or failure to attend two (2) consecutively scheduled meetings of the Board. It shall be assumed that members missing two consecutive meetings or more than one-half (1/2) of the meetings held annually, have other business commitments, which preclude active Board participation. Therefore, in order to maintain full representation, and in the best interest of the Board as a whole, said member will be notified of removal in accordance with provision stated in Article II, Section C-3 of these Bylaws.
  - (b) Upon prior approval of the CLEO, a Board member may appoint a designee to attend a Board meeting if the member is unable to attend the meeting. A Board member shall be considered "present" for all purposes of Board attendance and quorum requirements, where a designee is present. The Board member may also vest in the designee the function of spokesperson for the member in order to present items germane to the purposes of the Board. However, for any business requiring a vote of the membership, only members present and voting may be considered, and said designee is not permitted to vote for the member. A designee may be appointed for no more than two meetings annually.
  - (c) If neither the member nor the designee is able to attend, they shall so inform the Chair and/or Board support staff prior to the scheduled meeting date. The

Chair or Board Director shall determine what constitutes an excused absence.

- (d) The resignation or termination of any member shall be a matter of record and must be submitted to the CLEO or his/her representative to ensure a prompt nominee for the new vacancy.
2. Any member may resign from the Board by submitting a written letter of resignation to the Chair of the Board and the CLEO. The official and effective date of resignation shall be the date of receipt of the correspondence by the CLEO. The Chair shall announce the member's resignation at the next scheduled meeting, cause same to be entered into meeting minutes.
3. Any member or designee may be removed from the Board by the affirmative vote of any two-thirds (2/3) of the members present at a duly constituted meeting for conduct detrimental to the interest of the Board or refusal to render reasonable assistance in carrying out the stated purposes of the Board. Any member proposed to be removed shall be entitled to at least five (5) working days written notice, with a copy to the CLEO. The notice shall include the meeting date at which such removal is to be voted upon, and an offer to allow the member to be heard at such meeting. The meeting shall be held only after reasonable receipt of the notice can be presumed by mail or other applicable electronic method. Should the member not wish to appear before the Board, a vote shall be taken on the matter in his/her absence. In addition, the CLEO may initiate the removal of a Board member if it is deemed to be in the best interest of Fulton County.

### **Section C. Matters of Conflict of Interest**

1. In compliance with the Federal WIOA Regulations at Section 107, Subsection (h), a member of a Board, or a member of a standing committee, may not vote on a matter under consideration by the Board regarding the provision of services by such member (or by an entity that such member represents); or that would provide direct financial benefit to such member or the immediate family of such member; or engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State plan.
2. All LWDB members are required to sign and submit a conflict of interest statement to the LWDB, in substantially the form attached hereto as Exhibit "B."
3. 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 Board shall appoint an individual to timely review the disclosure information and advise the Board Chair and appropriate members of potential conflicts.
4. Prior to a discussion, vote or decision on any matter before the 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 pecuniary

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.

5. The following definitions apply with regards to the Board's Conflict of Interest Policy outlined in Section C (1-3) above:
  - o Immediate family -- Any person related within the first degree of affinity (marriage) or consanguinity (blood) to the person involved.
  - o Substantial interest -- A person has a 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 or consanguinity who has a substantial interest as defined in subparagraph (A) or (B) of this paragraph.

#### **Section D. Voting Rights and Representation**

1. It shall be the right of each Board member to deliberate and vote upon all matters which come before the Board during a duly constituted meeting except as provided in Article II - Section C relating to conflict of interest issues.
2. Any member may represent the obligations or interests of the Board as designee or spokesperson for the Board when authorized by the body or its executive officers.
3. All members of the Board may be elected to executive office [Chair or Vice Chair(s)] provided they are active members of the Board and fulfill the requirements for office under the provisions of the WIOA or Federal Regulations where applicable, or the Bylaws of the Board.
4. All authorized Board standing committees shall be chaired by Board members in good standing. In the event of the absence of the Committee Chair, and upon the vote of the committee members present, any Board member may assume the Chair pro-tempore to carry out the duties of the committee.
5. Any ad hoc subcommittee appointed by the Chair must have both Board members and other (non-Board) representatives appointed to membership on the subcommittee. Any member of an ad hoc committee may function as Chair at the discretion of the Board Chair and based on the authorized objectives of the ad hoc committee.

#### **Section E. Term of Board Members**

*Number, Tenure and Qualifications.* The number of members of the Board shall be determined by the categorical requirements and specifications set forth by the WIOA. The

composition of the Board shall at all times conform to the requirements of Sections 107 and all other applicable sections and subsections of the WIOA and accompanying regulations. The initial term of membership shall be for one (1) year. A term of membership, granted after a term expiry notification, shall be for no more than three (3) additional years. The total number of Board Members shall be no less than nineteen (19). The term appointments will be staggered to ensure only a portion of membership expire in a given term. The term of Board membership shall be set by the CLEO in the letter of appointment. In the case where a term (start/end) is stipulated in the appointment letter and the CLEO wishes to reappoint a member to a subsequent term, the reappointment to the Board shall occur prior to the member's anniversary date to maintain continuity of membership and to avoid formal reapplication for Board membership. Board membership may be suspended or withdrawn at the discretion of the CLEO. As applicable, vacancies shall be filled by the CLEO in the same manner as the original appointment. Furthermore, all appointments or re-appointments shall be made in order to maintain compliance with federal and state statutes governing Board composition.

#### **Section F. Membership Sunshine Provision**

It is a tenet of Board membership that some members' information may be made available or provided to the public under the requirements of, and in compliance with, the "sunshine provisions" of federal and state laws. Such items may include posting a member's name and business or organization affiliation and address or other reasonable information on applicable web sites, publicity and news articles, Board announcements or other requirements, and to comply with any federal or state membership reporting requirements.

### **ARTICLE III. BOARD OFFICERS**

#### **Section A. Executive Officers and Nomination to Office**

1. The Executive Officers shall be the Board Chair and Vice-Chair. The officers shall perform the duties prescribed by the Bylaws, by Federal and State Regulations, and by the parliamentary authority adopted by the Board.
2. The CLEO shall submit nominations for the offices of Chair and Vice-Chair. Additional nominations for the positions may be submitted by any Board member, provided the nominee is a current Board member in good standing and meets the categorical requirement for the position. The Chair and Vice-Chair shall be nominated from among the business representatives on the Board.

#### **Section B. Election of Officers and Duties of an Officer**

1. The Board Chair and Vice-Chair shall be elected by majority vote of the membership of the Board. Their term of office shall begin immediately upon election and shall serve for the duration of their original Board appointment.
  - (a) The Board shall have a Chair elected by the members of the Board and who shall be a representative of business. The duties shall include, but not be limited to: Conducting and directing meetings, fulfilling the capacity of chief

administrative officer for the Board, acting on behalf of the Board under special circumstances, maintaining order, approving meeting dates, recommending agenda items for discussion, representing the Board with regard to other organizations, and appointing temporary or permanent committees and chairs as required.

- (b) The Board shall have a Vice-Chair elected by the members of the Board who shall be a representative of business. The Vice-Chair shall fulfill all of the roles and duties of the Chair in the Chair's absence.
2. In the event of a vacancy occurring in the office of Chair, the Vice-Chair shall succeed immediately to the office of Chair, and shall possess the power to perform all the duties of that office until the next scheduled meeting, at which time a new Chair shall be elected.
3. In the event of a vacancy in the office of Vice-Chair, whether through succession, death, resignation, removal, or disqualification, the office shall be filled in accordance with the applicable requirements of Sections A and B of this Article.
4. The Chair, or Vice-Chair acting in his/her place, shall preside at all meetings of the Board, unless otherwise proscribed in these Bylaws, and shall be responsible for the appointment of all committees. Either the Chair or the Vice-Chair acting in his/her place shall be an ex-officio, non-voting member of all committees.
5. The LWDB may appoint other officers as the business of the LWDB may require, each of whom will hold office and have authority to perform duties as the LWDB may determine.

#### **ARTICLE IV. GENERAL MEETING REQUIREMENTS**

##### **Section A. Regular & Special Meetings**

1. The Board shall meet no less than four (4) times per year at such place as the Board Chair may designate.
2. Except in an emergency, the notice of a meeting stating the time, place and purpose(s) of the meeting shall be either mailed, e-mailed or faxed to each member not less than five (5) working days before.
4. At every meeting of the Board, each member shall be entitled to one (1) vote per issue. All elections and most customary issues shall be decided by majority vote of the persons present at a duly constituted meeting in which there is a quorum present (a quorum consist of 50% plus 1 of the appointment members).
5. A special meeting of the Board may be called at any time by the Chair, the CLEO, or by a written request signed by at least 10 of the members.

6. On any Board items or issues requiring a Board decision or approval within an abbreviated time frame which cannot wait until the next scheduled meeting, the Chair or CLEO may call a special meeting.

## **Section B. Customary Order of Business and Rules of Order**

### **1. Order of Business**

The general Order of Business for regular Board or special business meetings shall be the following:

- I. Call to order and announce official starting time of the regular Board or special business meeting by the Chair.
- II. Introduction of members, special invited guests or presenters and registered guests.
- III. Member roll call (if requested by a Board member questioning attendance to fulfill quorum or official meeting status).
- IV. Board Officers' opening comments or reports.
- V. Review and approval of previous meeting minutes.
- VI. Reports of Standing or Special Committees.
- VII. Sequential Agenda Items and/or Resolutions.
- VIII. Unfinished Business and General Orders (consisting of any carry-over items from the previous meeting).
- IX. New Business.
- X. Guest/program presentations and/or general address (may be sequentially moved to earlier or later into the meeting or tabled at the discretion of the Chair due to time constraints).
- XI. General announcements or comments from members and guests.
- XII. Adjournment and official time of closure of the meeting.

### **2. Rules of Order and Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the Board in all cases for which they are applicable and in which they are not inconsistent with these Bylaws, Federal, or State Regulations or any special Rules of Order the Board may adopt.

### **Section C. Quorum**

A quorum shall consist of a simple majority of the currently appointed Board members and all authorized member's designees attending in their absence (50% plus 1). Proxy voting shall not be permitted for any LWDB action. Members must be present to vote.

Authorized designees of members may not cast a vote. The members present at a duly authorized meeting at which a quorum was determined to be present may continue to transact agenda business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

### **Section D. Sunshine Provision for Meetings**

Section 107 (B) 13 (e) of WIOA requires that "The local Board shall make available to the public on a regular basis through open meetings, information regarding the activities of the local Board, including information regarding the local plan prior to submission of the plan, and regarding membership, the designation and certification of One-Stop Operators and the award of grants or contracts to eligible providers of youth activities, and on request, minutes of formal meetings of the local Board." Additionally, all reasonable efforts must be made to ensure that meetings are held in facilities that permit barrier-free access to the physically handicapped. The meeting must also comply with the Georgia Open meetings Act (O.C.G.A. § 50-14-1 et. seq.).

*Open Meetings.* All meetings of the Board, Youth Council and Committees shall be open and accessible to the general public, and minutes shall be maintained and electronically sent, mailed, or faxed to the members with the agenda of the subsequent meeting (where possible) prior to the meeting. There will be a public comment period of fifteen (15) minutes prior to the official start of Board meetings. Each speaker will be allowed two (2) minutes. Any member of the public desiring to so participate shall notify the Chairperson or the Division Manager for the Select Fulton Economic Development Department in writing before the meeting of the subject he/she wishes to address. All Local Workforce Development Board meetings shall be conducted in accordance with federal sunshine laws and the Georgia Open Meetings Act. The process by which the Board will provide updates of Board action to the Chief Local Elected Official shall be by electronic copy of the approved meeting minutes within two business days of the LWDB vote to approve the meeting minutes. The public has the right to address the Board. Public attendees interested in addressing the Board must submit their name and topic to be discussed in writing to the Board Chair or Coordinator prior to the start of the meeting. Each individual is permitted three (3) minutes to speak. An individual can relinquish their time to another speaker, but only for a total of six (6) minutes maximum per person.

## **ARTICLE V. SPECIAL MEETING CONDITIONS**

### **Section A. Conflict Resolution Process**

In the event of a conflict or dispute arising from the One-Stop Partners or other members of the Board, the following process and procedures will be used to rectify the conflict and

in the following sequential order:

- (1) The review of any applicable Memorandum of Understanding (MOU) or applicable written agreement between the parties for dispute resolution provisions. In all cases, those formal agreements will take precedence.
- (2) A two-thirds (2/3) majority of any applicable committee may make recommendations on dispute resolution.
- (3) The Board Chair may call a special meeting of the Boards' Executive Officers and the disputants to resolve the matter; or may submit the dispute to the full Executive Committee or the Board at a regular or special meeting.
- (4) If it remains unresolved, the Board Chair and Executive Officers may submit their findings of fact on the dispute to the CLEO for a final resolution at the local level.

### **Section B. Maintenance of Records**

The CLEO shall appoint the support staff for the Fulton County Workforce Development Board. Such staff will be responsible for maintaining the written records for all matters related to the composition, operation, formal deliberation or resolutions and actions of the Board, its Youth Standing Committee and any formalized committees for seven years. The Board Chair and Chair of the Youth Standing Committee, all standing committees or ad hoc committees, shall retain copies of any appropriate files and information relevant to their functions notwithstanding the official Board files maintained by staff for seven years. Support staff, shall keep the minutes of Board meetings and Committee meetings. Although verbatim minutes are not required to be taken, minutes must be taken and must include a record or summary of all: names of members present, names of speakers at the meeting, motions, proposals, resolutions, and any other matter formally voted upon, including the result of any vote taken. Staff shall provide a copy of the minutes to each member and the general public, when requested and in compliance with applicable regulations. Meeting minutes will also be forwarded to the CLEO within two weeks.

### **Section C. Expenses, Grants and Donations**

1. Members and designees shall not receive a salary from the County of Fulton or the LWDB for attendance at meetings of the Board. Allowable expenses as approved by the Chair and CLEO, incurred while attending to Board business shall be reimbursed at the prevailing county rates.
2. *Travel.* Each member of the board who is not otherwise a state officer or employee shall be authorized to receive reimbursement for reasonably necessary travel expenses incurred in the performance of his or her duties as a member of the Board, provided that such funds are available and such reimbursements are allowable under federal law. Should funds not be available or allowable for this purpose, such members shall serve without compensation. Each member of the Board who is otherwise a state officer or employee shall be reimbursed by the agency of which he or she is an officer or employee for reasonably necessary travel expenses actually incurred in the performance of his or her duties as a member of

the Board, provided that such funds are available and such reimbursements are allowable under federal law. WIOA Title I funds shall not be used for foreign travel per 20 CFR Parts 667.264. Members of the board shall receive no compensation for their services except as otherwise provided in this Section.

3. *Travel Expense and Reimbursement.* Travel costs are expenses for transportation, lodging, subsistence, and related items incurred by staff and others who are on travel status on official business of the Board. Travel expenses must be reasonable and necessary, and for a bona fide business purpose related to the funding source. All supporting documentation must be kept on file. Meals, lodging, rental cars, airfare, mileage for staff-owned cars, and other travel expenses may be paid for staff and participants who travel as part of their job, training activity or grant purpose. Documentation of the purpose and cost of travel must be maintained. No staff may be reimbursed for expenses incurred in going to and from work. Staff and Board members required to travel for official business must comply with all Fulton County and statewide travel regulations in effect at the time of travel. Statewide Travel Regulations can be found at <http://sao.georgia.gov>. If any contractor or grant sub-recipient does not have an agency meal policy, they will be subject to the terms and regulations found within the Statewide Travel Regulations. The funding agency may reimburse members of boards and councils, consultants, volunteers, service providers, and others for travel expenses incurred for an allowable purpose benefiting the workforce investment system. A definition section related to travel expenses is attached hereto as Exhibit "A."
4. *Consultants.* The Board shall be authorized to consult with and form p0erfos with members and persons knowledgeable on the subject matter at issue in order to carry out effectively its duties. Such consultants shall serve without compensation but shall be reimbursed for travel and other reasonable and necessary expenses incurred while attending meetings of or on behalf of the Board, provided that such travel and other expenses are approved by the Chair and such reimbursements are allowable under federal law.
5. *Contracting.* The grant subrecipient shall be authorized to employ and contract with other individuals and organizations as needed to assist in executing the Board's responsibilities, provided that funds are available for such expenditures and such expenditures are allowable under federal law.
6. *Support Staff.* Fulton County Staff, as support staff to the Board, will maintain vigilance in reviewing state and federal grant announcements and the submission of applications for all appropriate operational or services grants for the Board.
7. *Donations.* The Board may pursue an annual solicitation of donations, or more frequently as needed, from area businesses and organizations. Prior approval of the CLEO shall be required of each such request. These voluntary contributions may be used to defray the costs associated with any meeting or other Board expenditures that cannot be paid with applicable grant funds. These voluntary contributions are maintained in a dedicated account, which shall have reasonable fiduciary controls. The Board Chair shall provide information on expenditures, contributions, and any discretionary account balances at an appropriate general meeting of the Board and to the CLEO, monthly.

## **Section D. WIOA Vendor Appeal Process**

**Preamble:** The WIOA Title Programs and the One-Stop Partners have an established a grievance and appeal process for customers. Nothing in this paragraph diminishes or eliminates those processes of redress and nothing in the following process is applicable to customer complaints. In the event a customer contacts the LWDB Chair, a LWDB member or the LWDB support staff with a formal complaint and request for review, the customer shall be directed to the appropriate authority.

In the event of the Board's vote of denial for a potential vendor of Education and Training, On-the-Job-Training, Customized Training or any other applicable provider of workforce development services which has been rejected by a LWDB Committee and the Board, the potential vendor may appeal the initial decision as follows:

- (1) An executive officer of the denied organization may, in writing and within 30 days of the notification of denial, request a review of the Board's decision. In the correspondence to the Chair, the petitioner shall submit the rationale for the appeal of the initial Board decision and any pertinent facts or information which was not considered when the Board decision was made.
- (2) The Board Chair, within 30 days of receipt of the provider's letter, shall convene and preside over a special meeting of the Executive Board. The Board Chair and the Board staff support may submit documentation, finding-of-facts or informal testimony from others on the matter in question.
- (3) The potential provider may submit any supportive documentation on their rationale for the appeal which is relevant to the case.
- (4) If the Executive Board votes to uphold the initial decision of the Board, no further action shall be instituted and the initial decision will be upheld on appeal.
- (5) Should mitigating circumstances to the initial decision be found by the Executive Committee, it shall become an agenda item at the next scheduled Board meeting where a quorum is present. At that time a member of the Executive Committee will summarize their findings to the Board and request a re-vote on the issue in question. Each member present shall signify their vote and two-thirds (2/3) affirmative vote of the members present shall be required to overturn the initial Board decision.
- (6) The Board Chair will announce the results and execute the final Board action on the matter.

## **Section E. Board Review of Workforce Development Grants**

One of the major functions and responsibilities of the Fulton County Workforce Development Board is the oversight of workforce development within Fulton County. The Board and its staff support have the responsibility of review and evaluation of various workforce development grant proposals and funding requests.

The Board affirmatively supports local workforce improvement initiatives from private sector business, public sector organizations, or consortiums thereof which have the goal of fulfilling employment needs, local labor market improvements, and the elimination of program service and funding duplication. Accordingly, the Board may be called upon to provide various levels of workforce proposal evaluation from letters of project support, Board review, and/or certification of a potential grant application to Board votes or resolutions on various federal or state grants.

It is the potential grant applicant's sole responsibility to submit a request for review in sufficient time and in sufficient program detail for the Board or the Board Chair to come to a disposition on the merits of the proposal.

## **ARTICLE VI. USE OF TECHNOLOGY**

Technology will be used to insure that the LWDB and the public will have access to internet technology and information needed to support their roles in decision making and to insure public awareness of the workforce and information through internet technology. The Board may use technology to improve board functions such as distributing meeting agenda, attachments, and minutes with electronic mail to improve communication.

## **ARTICLE VII. STANDING COMMITTEES**

### **Section A. Designation and Composition of Standing Committees**

The Fulton County Workforce Development Board may designate and direct the activities of standing committees to provide information and to assist the board in carrying out activities under this section as referenced in WIOA Section 107(b)(4)(A)(ii). In those situations, and in any other applicable requirements, they shall be governed by the same Articles of the Board Bylaws. Any standing committee created by the LWDB shall comply with applicable federal laws and regulations. All of the Board's standing committees and any ad hoc subcommittees shall be established at the discretion of the Board. An ad hoc subcommittee shall cease to function after completing its duties and issuing a report on their findings or recommendations to the Board Chair or membership. All standing committees shall be chaired by a Board member to perform any assignment that is of concern to the Board for a particular end or purpose. Membership on committees or subcommittees must include representatives from outside of the Board who demonstrate experience and expertise in accordance with 20 CFR 679.340(b). Similarly, ad hoc subcommittee members may be composed of full, partial or non-board Board members based upon their function and assignment.

#### 1. Standing Committees:

- (a) Must include other individuals appointed by the Board who are not members of the Board and who the Board determines have appropriate experience and expertise;
- (b) Shall be chaired by a member of the Board selected by the CLEO, in the absence of the Committee Chair, any member of the Committee

may assume the duties of the Chair pro tempore;

- (c) Shall provide information and assist with operational and other issues relating to the One-Stop delivery system, which may include as members representatives of the One-Stop partners;
  - (d) Shall provide information and assist with planning, operational, and other issues relating to the provision of services to youth and individuals with disabilities: including issues relating to compliance with Section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.) regarding providing programmatic and physical access to the services, programs, and activities of the One-Stop delivery system, as well as appropriate training for staff on providing supports for or accommodations to, and finding employment opportunities for, individuals with disabilities;
  - (e) May designate other standing committees in additions to the standing committees specified in the Bylaws; and
  - (f) Carry out all other duties as authorized by the Chair of the Board, with regard to activities for youth and individuals with disabilities.
2. The name, address, and telephone number of each member of a committee, or subcommittee together with all papers, committee minutes, information or other data bearing on the subject or question to be considered by the committee shall be maintained by the WBD Coordinator, the Board's support staff, and the committee Chair. Documents or information on committee activities shall be supplied to the Board membership upon request and/or at regularly scheduled Board meetings.
  3. A quorum shall consist of fifty percent (50%) plus one (1) of the appointed committee members for both standing committees and ad hoc subcommittees. In the event that a quorum is not present, committee members present may transact committee business; however, committee items presented to the Board shall state whether the item represents the decision of a majority of the full committee or a consensus of committee members present at the meeting.
  4. Standing committee meetings shall be made accessible to the public. Notice of such meetings, when called, shall be established by posting same in one (1) or more designated public locations or applicable web sites at least three (3) days prior to such meeting. The Board Chair shall appoint members of the committee. A designee appointed by a Board member may attend all committee meetings on behalf of the member. A Board member shall be considered "present" for all purposes of committee attendance and quorum requirements. The Board member may also vest in the designee the function of spokesperson for the member in order to present items germane to the purposes of the committee, and may vote for the member. Matters developed in a committee shall be placed on the agenda for discussion during the next Board meeting.

Standing committees include but are not limited to:

**Executive Committee** – The Executive Committee will exercise authority and manage the business of the LWDB during intervals between board meetings. The officers serve as members of the Executive Committee, except for the power to amend the policies and the Bylaws.

**Finance Committee**- Responsible for reviewing and providing guidance for the organization's financial matters. The Committee will regularly review the organization's revenues and expenditures, ensure that organizational funds are spent appropriately and approve the annual budget and submit it to the full Board for approval.

**Youth Standing Committee** - The Fulton County Workforce Development Board designated the Youth Council to be formally known as the Youth Standing Committee under WIOA Section 107 (b)(4). Members of the Youth Standing Committee who are not members of the Board will be full voting members of the Youth Standing Committee, but non-voting members of the Board. Youth Standing Committee members, who are not full members of the Board, may attend Board meetings. Members shall include community-based organizations (CBOs) with a demonstrated record of success in serving eligible youth and other individuals with appropriate expertise and experience who are not members of the Board and may also include parents, participants and youth. The Committee is to inform and assist the Board in developing and overseeing a comprehensive youth program. They may participate in the applicable deliberations of the Board on the issues related to their Youth Standing Committee functions and make recommendations for providers of youth workforce activities through competitive grants or contracts, however, if the Board determines there is an insufficient number of eligible providers in a local area, the Board may award contracts on a sole-source basis as per the provisions at WIOA sec. 123(b).

**Performance and Accountability** - Responsible for preparing and updating the Board's Local Action Plan; reviewing the needs of the local labor market; developing strategic plans; reviewing program performance; establishing and benchmarking performance measures for the system; reviewing on-site program contractor monitoring reports; assisting with the review and recommendations on Memorandums of Understanding and Request for Proposals. Responsible for developing and updating "Individual Training Account" (ITA) policies and procedures; and developing and updating training provider certification and monitoring where appropriate. Responsible for providing information and assisting with operational and other issues relating to the one-stop delivery system, which may include as members representatives of the one-stop partners. Responsible for providing information and to assist with operational and other issues relating to the provision of services to individual with disabilities, including issues relating to compliance with section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.) regarding providing programmatic and physical access to the services, programs, and activities of the one-stop delivery system, as well as appropriate training for staff on providing supports for or accommodations to, and finding employment opportunities for, individuals with disabilities.

**Strategic Partnerships and Outreach** – Responsible for identifying strategic opportunities for the Board to engage and collaborate with organizations serving job seekers in Fulton County. The Committee will recommend programs and strategies for serving special populations and strategic communities in Fulton, develop and promote outreach messaging to enhance the WorkSource Fulton brand, and incorporate regional initiatives into the Fulton service delivery model.

**Ad Hoc Committee-** The Chairperson may appoint or authorize the appointment of such other Committees as may be deemed necessary and appropriate to carry out the purpose of the operation.

## **ARTICLE VIII. STAFF**

The Fulton County Select Fulton Economic Development Department Workforce Development Division will provide staff manpower to assist with planning and implementation and to oversee and administer the day-to-day operations of the Fulton County Workforce System Staff shall ensure executed forms are kept on file and available upon request.

## **ARTICLE IX: INDEMNIFICATION OF MEMBERS**

**Section 1.** It shall be the policy of the Board to indemnify to the maximum extent permitted by applicable laws any one or more of the members, or appointees against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

**Section 2.** Use of Corporate Fund. The use of funds of the Board for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section I of this Article shall be deemed a proper expense of the Board.

## **ARTICLE X: GENERAL PROVISIONS**

**Section 1.** Program Year. The program year of the Fulton County Workforce System shall be the period beginning July 1st of each year and ending June 30th the following year.

**Section 2.** Amendments. These Bylaws may be amended or repealed and new Bylaws shall be approved by the CLEO and be adopted by the affirmative vote of a majority of the entire Board of Directors at any meeting of the Board provided that:

**A.** Notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment; and

**B.** All amendments to the Bylaws shall be consistent with the provisions of the WIOA, Code of Federal Regulations Title 20 §679.310(g), and accompanying State regulations. Such notice may be waived as provided in these Bylaws.

THIS IS TO CERTIFY that the above Bylaws of the Fulton County Workforce System were duly amended by the Board of Directors on to be **effective the 16<sup>th</sup> day of May, 2019.**

**FULTON COUNTY WORKFORCE BOARD**

\_\_\_\_\_  
**CLEO**

\_\_\_\_\_  
**LWDB Chairperson**

\_\_\_\_\_  
**LWDB Member**

## **EXHIBIT “A”**

### **DEFINITIONS FOR TRAVEL RELATED EXPENSES**

1. External Customers would normally be considered as program participants, employers and/or board members. Professional colleagues would normally be considered individuals outside of the organizations influence but sharing common interests and goals of the organization.
2. Internal Customers are employees, contractors, and sub-grantees.
3. A trainer is neither an internal customer nor an external customer and cannot be used to determine if food is allowable.

#### **B. ALLOWABLE COSTS**

1. Meals that can be paid with Employment and Training Agency (ETA) funds and can be a direct charge or charged through an indirect cost allocation plan.
2. Meals while employees are in travel status are allowable per agency travel policy.
3. Meal costs are allowable when the grantee incurs such costs in the process of conducting meetings or conferences with external customers and other professional colleagues outside of the entity’s organization.
4. The cost of a “working lunch” with external customers and other colleagues is only considered “reasonable and necessary” when there is adequate documentation on the necessity of having a meeting during a meal time instead of during normal business hours. Documentation should specify what Employment and Training Agency (ETA)-related subjects were discussed and include a list of participants and dated itemized meal cost receipts.

#### **C. DISALLOWED COSTS**

1. Charging costs for meals and refreshments while engaging day-to-day business with employees is disallowed.
2. All meals and refreshments at meetings where the attendees are internal customers only are disallowed. This includes but not limited to coffee, bottled water, networking breakfast, lunch and dinner.
3. All above meal costs must be paid with non-ETA federal funds and cannot be paid through an indirect cost allocation plan.

**EXHIBIT "B"**

**CONFLICT OF INTEREST PROVISION**

Name: \_\_\_\_\_

Public Office or Position: \_\_\_\_\_

Local Workforce Development Area: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

\_\_\_\_\_

Telephone Number: \_\_\_\_\_

I hereby affirm and attest that I have read and understand the duties, obligations and restrictions imposed upon me by the Conflict of Interest and Code of Conduct Policy contained at Ga. Comp. R. & Regs. r. 159-2-1-.06, and that to date, I have not engaged in any conduct that would constitute a violation of the Conflict of Interest and Code of Conduct Policy. I hereby further affirm and attest that I will adhere to the duties, obligations, and restrictions identified in the Conflict of Interest and Code of Conduct Policy, and that I will not engage in any conduct which violates that policy so long as I hold the Public Office or Position identified above.

This \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Signature: \_\_\_\_\_

No Board member, officer, employee, or agent of the Board shall:

- A.** Cast a vote on the provision of any service administered by the Fulton County Workforce System where that member, any member of his or her family, or any organization of which that member or any member of his or her family is an officer, owner, trustee, director, employee, shareholder, partner, consultant, or has any other special interest or relationship that may financially impact the Board member;
- B.** Vote on any matter which would provide direct financial benefit to that Board member; or
- C.** Participate in the award of any grant or contract that is funded through the Fulton County Workforce System where he or she knows that any of the following has a financial interest in the person or organization that will receive or has received the grant or contract: (1) the officer, employee, trustee, director, shareholder, partner, consultant, or other special interest or relationship that may financially impact the Board member; (2) any family member of the officer, employee, trustee, director or agent; (3) any partner of the officer, employee, trustee,

director or agent or (4) any person or organization that employs, or is about to employ, any person described in (1), (2), or (3).

It shall be a breach of ethical standards for any member of the Board to participate directly or indirectly in a procurement when the Board member knows that:

- A.** He or she or any individual of his or her immediate family has a financial interest pertaining to the procurement; or
- B.** A business or organization in which he or she, or any individual of his or her immediate family, has a financial interest pertaining to the procurement; or
- C.** Any other person, business, or organization with whom the Board member or any individual of the Board member's immediate family is negotiating or has an arrangement concerning prospective employment is involved in the procurement.
- D.** Where there is a conflict of interest on the part of a Director, such Director shall disclose the material facts as to his or her interest or benefit from the proposed Board action, and, in the event the measure requires approval by the Board, the proposed Board action may then be approved upon the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum. Such interested directors may be counted in determining the presence of a quorum at the meeting at which issue is considered.

Regarding participation, members of the Board shall not vote nor be involved in the discussion of the provision of services by that member (or any organization which that member directly represents) or any matter in which the member is in a position to make or influence a procurement decision in which that member has an economic interest.

Members of the Board who have such a conflict shall identify themselves to the Chairperson of the Board prior to the discussion and vote of such agenda items. The disqualification of Board members from participation in procurement or other decisions shall be recorded in the minutes of the Board's meeting. The Chairperson of the Board shall be responsible for assuring Board members avoid the risk or appearance of conflict of interest.

For purposes of this conflict of interest provision, no "direct financial benefit" shall arise from a Board member's employment, employment by an organization that a Board member represents, or participation in a Board program that is administered by a contractor that is controlled by or related to the Board member or the organization that he or she represents.

No Director, officer, employee, or agent of the Board shall:

- A.** Solicit or accept gratuities, favors, or anything of monetary value from contractors, suppliers or potential contractors or suppliers; or
- B.** Solicit, accept, or agree to accept any benefits for exercising WIOA authority and performing their duties.

For purposes of this section, immediate family is defined as: parent, grandparents, spouse, sibling or child (including "step" relationships) and in-laws.

**FULTON COUNTY WORKFORCE BOARD**

\_\_\_\_\_  
**CLEO**

\_\_\_\_\_  
**LWDB Chairperson**

\_\_\_\_\_  
**LWDB Member**

For purposes of this section, immediate family is defined as: parent, grandparents, spouse, sibling or child (including "step" relationships) and in-laws.

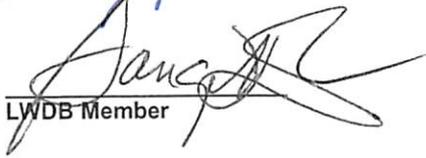
**FULTON COUNTY WORKFORCE BOARD**



CLEO



LWDB Chairperson



LWDB Member