

Southeast Tennessee Workforce Development Board
Bylaws Committee Minutes
February 26, 2026 – 1:30 p.m. Eastern

Committee Members: Carri Smith, Crystal Renner and John Proffitt.

Board Staff: Michele Holt, Executive Director

The meeting of the Bylaws Committee was called to order at 1:31 p.m. by John Proffitt, Chairperson for the Bylaws Committee.

Review of Proposed Bylaws Updates

The Committee reviewed proposed amendments to the organization's bylaws to ensure alignment with current requirements under the Workforce Innovation and Opportunity Act (WIOA) and to reflect operational realities of the Board.

Officer Structure Revision

The Executive Director presented a recommendation to remove the requirement for three designated officers. It was noted that WIOA does not require the Board to maintain three specific officer positions. Additionally, because the Board operates within the Southeast Tennessee Development District, the proposed change does not create any compliance concerns.

Administrative duties previously assigned to the Secretary have been reassigned to the Executive Director to ensure continuity and efficiency of operations.

The proposed revisions also include language clarifying the process for selecting a Board member to preside over meetings in the absence of the Chair. The Committee acknowledged that formalizing this procedure will improve governance clarity and prevent confusion in future meetings if the Chairperson is absent.

Committee members discussed the practical implications of these changes and agreed that the revisions strengthen administrative efficiency while maintaining compliance.

Committee Structure Revision

The Committee reviewed a recommendation to remove the standing Youth Committee. It was noted that under WIOA, unlike its predecessor WIA, a standing Youth Committee is no longer required. The Executive Director explained that due to ongoing challenges in maintaining consistent Board membership, reductions in funding, and increased staff responsibilities outside of compliance, maintaining a strategic focus for a separate Youth Committee has become administratively burdensome and tends to focus more on Title I metrics instead of workforce development as it relates to the emerging youth talent pipeline.

To ensure continued oversight and compliance, the following adjustments were proposed:

- Expansion of the Opportunities Committee (required under WIOA to address individuals with disabilities) to include oversight of all target populations, including the youth program oversight responsibilities within the expanded Opportunities Committee.
- Reallocation of Board and staff resources toward sector strategies that more directly impact the emerging youth workforce.

Committee members discussed the operational efficiencies gained through consolidation and agreed that this approach maintains compliance while better aligning with current workforce development priorities.

Committee Recommendation

Chairman Proffitt called for a motion. Crystal Renner made a motion to recommend that the full Board approve the proposed bylaws amendments as presented, including:

- Removal of the requirement for three designated officers and reassignment of related administrative duties to the Executive Director.
- Addition of language establishing procedures for selecting a presiding member in the absence of the Board Chair.
- Dissolution of the standing Youth Committee.
- Expansion of the Opportunities Committee to include oversight of all target populations, including youth programs.

The motion was seconded by Carri Smith and passed unanimously.

There being no further business, the meeting was adjourned at 1:50 p.m.

BYLAWS
of the
Southeast Tennessee Local Workforce Development Board

Article I
Name and Establishment

This body shall be known as Southeast Tennessee Local Workforce Development Board (STLWDB) located in the Southeast Tennessee Local Workforce Development Area (STLWDA) comprised of the counties of Bledsoe, Bradley, Grundy, Hamilton, Marion, McMinn, Meigs, Polk, Rhea, and Sequatchie. The principal office of the STLWDB shall be located at 1000 Riverfront Parkway, Chattanooga, TN 37402. The STLWDB is established in accordance with Section 107(b)(2) of the Workforce Innovation and Opportunity Act and oversees job training and placement programs within Tennessee’s workforce development system. These bylaws are effective beginning ~~December 6, 2022~~ **March 11, 2026** and shall remain in effect indefinitely or until public law or policy warrants a revision.

Article II
Purpose

The purpose of this body is to provide policy guidance and provide leadership and oversight for the prescribed activities under WIOA in partnership with core partners and the units of government in the STLWDA. The STLWDB supports WIOA activities that develop a quality workforce system that will meet the needs of area employers and job seekers leading to a higher quality of life where our communities and citizens thrive.

Article III
Board Chairperson Vice Chairperson,
and Secretary/Treasurer Elections

3.1 Officers. ~~Officers of the Board shall consist of Chairperson, Vice Chairperson, and~~

~~Secretary/Treasurer. Each officer shall serve for a two-year term. Every second year, the Chairperson shall appoint a Nominating Committee prior to the annual meeting to recommend a slate of officers for board election. Nominations may also be accepted from the floor. The Nominating Committee shall be composed of no fewer than three members all representative of business entities. If agreeable to the Officer, and if recommended by the Nominating Committee and affirmed by full Board, a progression through the various officer positions shall begin with the Secretary/Treasurer, then Vice Chairperson, then Chairperson.~~

The officers of the Board shall consist solely of a Chairperson. The Chairperson shall serve a two-year term. Every second year, prior to the annual meeting, the Chairperson shall appoint a Nominating Committee to recommend a candidate for Chairperson for election by the Board. Nominations may also be accepted from the floor. The Nominating Committee shall be composed of no fewer than three members, all representative of business entities.

3.2 Chairperson's Duties. The Chairperson shall exercise such duties as customarily pertain to the office of Chairperson, shall preside as Chairperson at all meetings of the Board of Directors, and shall serve as Chairperson of the Executive Committee of the Board. The Chairperson shall have general oversight over the property, business and financial affairs of the Board and over its officers, subject to any restrictions or requirements in WIOA. He or she must be selected from among members of the board who are representatives of the business entities. He or she acts as the signatory on behalf of the STLWDB for local board budget approval, regional and local plans, selection and certification of One Stop Operators and Career Service Providers, negotiated performance measures, and assessment of programmatic and physical accessibility, and may perform other duties as may be prescribed from time to time by the Board of Directors or by these Bylaws.

~~3.3 Duties of Vice Chairperson. The Vice Chairperson shall have such powers and perform such duties as may be assigned to him or her by the Board of Directors or the Chairperson. In~~

~~the absence or disability of the Chairperson, the Vice Chairperson shall perform the duties and exercise the powers of the Chairperson.~~

~~3.4 Duties of Secretary/Treasurer. The Secretary/Treasurer, or his/her designee, shall keep the minutes of all meetings of the Board of Directors. The Secretary or his/her designee shall cause notice to be given of meetings of the Board of Directors, and of any committee appointed by the Board. The Secretary/Treasurer shall have general charge and oversight of the records, documents, financial statements, budgets, and papers not pertaining to the performance of the duties vested in other officers, which at all reasonable times shall be open to the examination of any director. The Secretary/Treasurer, or his/her designee, shall be responsible for authenticating records of the Board and shall perform such other duties as may be prescribed from time to time by the Board of Directors, Chairperson or by these Bylaws.~~

3.5 Removal. ~~At its discretion, the Board, by the vote of a majority of the entire Board, may leave unfilled for any such period as it may fix by resolution any office except that of Chairperson and Secretary/Treasurer.~~ **The Chairperson shall be the sole officer of the Board.**

In the event the position of Chairperson becomes vacant for any reason, the Board shall elect a successor as soon as practicable. The Chair may be removed at any time, with or without cause, by the affirmative vote of a majority of the entire Board of Directors. ~~Notwithstanding anything contained herein to the contrary, any officer shall be subject to removal at any time with or without cause by the affirmative vote of a majority of the entire Board of Directors.~~

Article IV **Selection of Board of Directors**

4.1 The Board shall consist of membership as outlined in Section 107 (b)(2) of the WIOA and Shall include representatives of businesses in the local area, representatives of local educational entities, including Adult Education, workforce representatives and/or

representatives of community-based organizations that have demonstrated expertise in addressing the employment, education and training needs of individuals with barriers to employment including eligible youth, representatives of economic development agencies, representatives of the State Employment office under Wagner-Peyser, Title I of the Rehabilitations Act of 1973, as well as other individuals or representatives of entities as may from time to time be deemed appropriate. The Chief Local Elected Official (CLEO) shall hold the sole authority to appoint the members of the Board. In accordance with Section 107 (c)(1)(A) of the WIOA and the Southeast Tennessee Local Workforce Development Area's Interlocal Agreement between the Local Elected Officials (LEOs), the nominations of potential Board members coming from the various counties comprising the local workforce area shall be recommended by the appropriate nominating entity and in concurrence with the LEOs from those counties (County Mayors/Executives).

4.2 Number. The number of directors shall be determined by the CLEO, provided, that the Board shall have no fewer members than the minimum number required under WIOA and outlined below:

Business Requirement. A majority—defined as any sum greater than fifty percent (50%)—of local Board members must be representatives who are owners, chief executives or operating officers, or other business executives or employers with optimum policymaking or hiring authority.

Workforce Requirement. Not less than twenty percent (20%) of the Board members shall be workforce representatives. Such representatives shall include two (2) or more in labor organizations; and one (1) or more in a joint labor-management Registered Apprenticeship program.

Education Requirement. At least one (1) Board member shall be a representative of a provider of Adult Education and Literacy activities under Title II of WIOA; and at least

one (1) member shall be a representative of an institution of higher education that provides workforce training including community colleges.

Government or Community Development Requirement. The Board members shall include at least one (1) representative from each of the following: Economic or community development entities in the local area; the state Employment Service Office under Wagner-Peyser; and programs carried out under Title I of the Rehabilitation Act of 1973.

Other Appointments. The CLEO may appoint, at his/her discretion, other individuals to the local Board who represent local agencies or entities administering transportation, housing, and public assistance, or philanthropic organizations. The CLEO may select individuals to serve on the Board who represent entities beyond the scope of those required by WIOA.

4.3 Term. The term limit for directors shall be two years. As long as directors are in good standing, a director can serve multiple terms as appointed by the CLEO. The replacement of a director mid-term shall serve the remainder of the out-going director's term. Membership undergoes certification review on an annual basis to ensure consistency with the state plan.

4.4 Vacancy. Any vacancy on the Board of Directors shall be filled in the same manner as the original selection. Positions on the STWDB shall be considered vacant on the date a member becomes ineligible, resigns, or dies. All vacancies shall be filled before the end of one full calendar quarter following the expiration.

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

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

Article V **Board of Directors' Roles and Responsibilities**

5.1 The STLWDB will have the following roles and responsibilities which require agreement, approval, or partnership with the LEOs. As outlined in the Interlocal Agreement for the STLWDA LEOs and the LWDB collaborate to:

5.1.1 Develop the Local Plan consistent with WIOA and Tennessee Department of Labor and Workforce Development (TDLWD) requirements, submitted to the Governor by the LWDB, conduct oversight of the One-Stop System, including all WIOA activities, Negotiate local performance measures,

5.1.2 Selection of the One-Stop Operator (OSO) and Career Service Provider (CSP) through a competitive procurement process, subject to approval by the Chief Local Elected Official (CLEO),

5.1.3 Maintain a list of eligible training providers, including cost and performance data,

5.1.4 Select eligible providers of eligible youth service providers and adult and dislocated career services consistent with federal, state, and local procurement requirements,

5.1.5 Lead efforts to engage with a diverse range of employers and other entities in the region in order to:

5.1.5.1 Promote business representation (particularly representatives with optimum policymaking or hiring authority from employers whose employment opportunities reflect existing and emerging employment opportunities in the region) on the LWDB,

5.1.5.2 Develop effective linkages (including the use of intermediaries) with employers in the region to support employers' utilization of the local workforce development system and to support local workforce investment activities.

5.1.5.3 Ensure that workforce investment activities meet the needs of employers and support economic growth in the region by enhancing communication, coordination, and collaboration among employers, economic development entities, and service providers; and

5.1.5.4 Develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers such as the establishment of industry and sector partnerships, that provide the skilled workforce needed by employers in the region, and that expand employment and career advancement opportunities for workforce development system participants in in-demand industry sectors or occupations.

5.2. With representatives of secondary and postsecondary education programs, lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment;

5.3 Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and job seekers, and identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs,

5.4 Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and job seekers, by:

5.5 Facilitating connections among the intake and case management information systems of the one-stop partner programs to support a comprehensive workforce development system in the local area,

5.6 Facilitating access to services provided through the one-stop delivery system involved including access in remote areas,

5.7 Identifying strategies for better meeting the needs of individuals with barriers to employment, including strategies that augment traditional service delivery, and increase access to services and programs of the one-stop deliver system, such as improving digital literacy skills; and in coordination with the One Stop Operator and following the guidelines set forth in WIOA, assess the physical and programmatic accessibility of the One Stop System on an annual basis,

5.8 Leveraging resources and capacity within the local workforce development system, including resources and capacity for services for individuals with barriers to employment, In partnership with the chief elected official for the local area:

5.9 Conduct oversight of youth workforce investment activities authorized under WIOA Section 129(c), adult and dislocated worker employment and training activities under WIOA Sections 134(c) and (d), and the entire one-stop delivery system in the local area, including quarterly monitoring and oversight of services providers to ensure contractual obligations are met and to allow sufficient practice for documentation necessary if termination for cause is warranted,

5.10 Ensure the appropriate use and management of the funds provided under WIOA subtitle B for the youth, adult, and dislocated worker activities and one-stop delivery system in the local area,

5.11 Ensure the appropriate use management and investment of funds to maximize performance outcomes under WIOA Section 116;

Other LWDB roles and responsibilities:

5.12 Elect a private-sector business representative as LWDB Chair,

5.13 Create an annual report that must be submitted to the TDLWD, per guidelines established by TDLWD,

5.14 Promote AJC programs and activities,

5.15 Assist the TDLWD to develop a statewide employment statistics system under the Wagner-Peyser Act,

5.16 Coordinate with economic development strategies and establish employer links with workforce development activities, and

5.17 Carry out regional planning responsibilities as required by TDLWD.

Article VI **Budget Approval**

The STLWDB must develop an annual budget to provide workforce development services for the local area. The budget must be approved by the Board Chair prior to final approval by the CLEO. The budget shall be submitted to TDLWD prior to each program year following the process outlined in the Interlocal Agreement for the STLWDA.

Article VII **Meetings**

7.1 Place of Meeting and Maintenance of Books. In general, the directors may convene meetings at the principal office of the Board at 1000 Riverfront Parkway, Chattanooga, Tennessee, or at such other places as they may from time to time designate. The official books of the Board shall be maintained at its principal office.

7.2 Regular Meetings. The Board of Directors shall meet on a regular basis as determined by the membership, but no less than quarterly. Notice of said meetings shall be announced to the public pursuant to WIOA. An announcement of regular and special meetings may be

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

7.3 Compliance with Open Meeting Requirements. The Board shall comply with the Tennessee Public Meetings Law, commonly referred to as the “Open Meetings Law” or the “Sunshine Law.” Per the statute, the Board shall ensure that all public policy and policy business decisions will be made in meetings that are open to the public.

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

7.5 Public Outreach Process. The Board shall exercise due diligence in its efforts to reach out to the public to obtain community engagement. In addition to providing the required public notices in the regional newspapers, the Board shall utilize surveys, public service announcements, American Job Centers’ special signage (i.e., events, meetings, announcements, etc.), and social media.

7.6 Quorum and Conduct of Meetings. At meetings of the Board of Directors, the Chairperson, ~~or another individual designated by the Board~~ shall preside. **In the absence of the Chairperson, a Chairperson pro tempore shall be appointed by the membership and shall preside over the meeting.** A quorum necessary to transact the business of the corporation shall be one-third (1/3) of the Executive Committee or full Board. However, any meeting may be adjourned without a quorum. At any meeting at which every director shall be present, even though without any notice, any business may be transacted. Directors may transact any business which might have been transacted if the meeting had been duly held without a meeting on

written consent signed by all the directors, by telephone, or otherwise in accordance with the laws of the State of Tennessee. The Executive Director shall serve as the recording officer for the Board. In the Executive Director's absence, the Assistant Director shall serve as recording officer. If both are absent, the Board shall appoint a Secretary pro tempore.

7.7 Meeting Platforms. The Board may convene meetings face-to-face in person, or through electronic means, including telephone and internet-based platforms. ~~by phone or a combination of phone and internet via any commonly utilized virtual platform. such vendors as Zoom, Google Duo, or WebEx.~~

7.8 Information Access. The local Board shall make available to the public on a regular basis through electronic means and open meetings, certain information such as minutes of formal, local Board meetings. This information shall be made available upon request and on the local area's website. Records shall also be open to the public. The Board shall provide the public adequate notice (30 calendar days) of Board meetings.

7.9 Access Provided on Website. The Board shall make its minutes available to the public upon request and available on the Board's website within fifteen (15) business days after the Board's approval of the meeting minutes. Only the formal minutes must be posted on the website; no attachments of presentations at the board meeting are needed unless the Board believes that these attachments are necessary.

The local Board shall also provide the updated Board roster to be uploaded on the Board's website. The roster shall include the following information: the name of the local workforce Board; the date the member was confirmed to serve on the Board; the member's first and last name; the member's county of residence; the organization the member represents; the beginning and end dates of the member's conflict of interest statement; the category the member represents; the nominator's first and last name; the organization the nominator

represents; and whether the member serves on the Executive Committee. The board roster and meeting minutes can be uploaded together, and both should be uploaded to the website within fifteen (15) business days of the Board's approval of the meeting minutes.

7.10 Transparency for Individuals with Disabilities. Public records shall be open to public scrutiny. Transparency and accountability are part of the function and duties of the Board. Business conducted in an open manner and with appropriate accommodation ensures that the public, including persons with disabilities, can access information concerning board meetings. The local Board shall ensure that appropriate accommodation—such as documents in Braille and large print, sign language interpreters, wheelchair accessibility, and closed captioning—are made available so that those with disabilities have access to all public meetings and pertinent records.

Article VIII **Delegation of Board Duties**

8.1 Utilizing a Proxy. Any director may designate a proxy from his or her organization or from another director to represent the director on the Board. The director must notify and receive confirmation from the Executive Director (or his/her designee) of the STLWDB prior to the proxy designee attending on the director's behalf. The proxy must disclose the proxy during the regular meeting roll call. Proxy voting is allowable only one (1) time during a calendar year without written approval from the Board Chairperson.

Article IX **Committees**

9.1 Authorization. In addition to the standing committees established by these Bylaws, the Chairperson may from time to time establish such additional standing and ad hoc committees, with the approval of the Board, as may appear necessary or desirable. The Board may authorize any such committees to exercise any or all of the powers of the Board; provided, 12

however, that the Board of Directors reserves to itself alone the authority over the duties required of the Board under Section 107 of WIOA. All action by any committee shall be reported to the Board of Directors at a meeting succeeding such action and shall be subject to revision, alteration and approval by the Board of Directors provided, however, that no rights or acts of third parties shall be affected by any such revision or alteration.

9.2 Executive Committee. The Board, by resolutions adopted by a majority of the members, shall appoint from among its members an Executive Committee which shall have and may exercise all the authority of the full Board. There shall be a minimum membership of the Executive Committee of five Board members with no maximum limit; a majority of the Executive Committee members must represent business and industry, and said membership shall include the office of Chairperson. ~~Vice Chairperson, Secretary/Treasurer~~. The Chairperson of the Board shall serve as Chairperson of the Executive Committee. Any action taken or initiated by the Executive Committee on behalf of the Board shall require full disclosure to the Board at the regularly scheduled meeting following said actions. The duties of the Executive Committee shall be to act on behalf of the Board as may be required for making policy recommendations to the Board which meet the needs of both the area employers and job seekers.

~~9.3 Youth Committee. There shall be a standing Youth Committee to provide information and to assist with planning, operational, and other issues relating to the provision of services to youth which shall include community-based organizations with a demonstrated record of success in serving eligible youth. The Youth Committee Chairperson shall be a board member, but other committee members may include representatives of the one-stop partners and other individuals from the community having experience or expertise in serving at-risk youth. When necessary, the Youth Committee will make recommendations to the Executive Committee or full Board for consideration.~~

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

9.4 Opportunities Committee. There shall be a standing Opportunities Committee to identify and share workforce system best practices, develop strategies for technology alignment and integration, and provide guidance to the local area in securing additional resources to supplement existing system structures. The committee shall also support the planning, coordination, and continuous improvement of services to eligible youth under Title I of the Workforce Innovation and Opportunity Act and assist in identifying workforce development solutions for target populations such as including individuals with disabilities, justice involved individuals, recipients of public assistance, and other populations facing significant barriers to employment. The Chairperson of the Opportunities ~~Operations~~ Committee shall be a board member, and will should include a minimum of ~~three (3)~~ two (2) additional board members, and may include as members, representatives of the one-stop partners and other community members having experience or interest in workforce development. ~~The Chairperson of the Opportunities Committee shall be a board member.~~ The Opportunities Committee will make recommendations to the Executive Committee or full Board for consideration.

9.5 Ad Hoc Committees. The Board Chair ~~shall~~ **may** appoint special Ad Hoc committees from the membership from time to time **as necessary in order to** carry out specific projects **or initiatives** of the Board. **Such committees may be established to support the development, implementation, or evaluation of sector strategies and other workforce initiatives aligned with state, regional, and local planning priorities. Ad Hoc committees may include individuals who are not members of the Board when their expertise or sector representation would assist in advancing the work of the committee. To the extent practicable, a Board member representing the relevant industry or sector shall serve as chair of the Ad Hoc committee and may recommend additional participants from the public or private sector with subject matter expertise. The creation of any Ad Hoc committee shall be at the discretion of the Board Chair and shall not be required on a standing basis.**

Article X **Compensation and Reimbursement of Expenses**

10.1 Compensation of Directors. Directors shall receive no compensation for their services as directors or as members of any committee of the Board. Directors may, at the option of the Board, be reimbursed utilizing WIOA funds for ordinary and reasonable travel expenses incurred for the performance of duties that require travel outside of the regular meeting occurrences (i.e. out-of-state conferences) and in accordance with approved travel guidelines; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Article XI **Compliance with Law**

In the execution of business, the Board shall comply with all applicable Tennessee statutes and regulations including, but not limited to, the governing procurement standards or regulations for the local area, “The Sunshine Law,” and the State Travel Regulations. Additionally, the Board ¹⁵

shall comply with the WIOA regulations as well as policies and directives from the Tennessee Department of Labor and Workforce Development and the State Workforce Board.

Article XII **Conflict of Interest**

13.1 Board Member Conflict of Interest Form. All Board members shall sign the STLWDB Conflict of Interest Statement form prior to appointment and adhere to all requirements as outlined. Conflict of interest forms are required annually thereafter.

13.2 Board Member Adherence to Conflict of Interest. A Board member shall avoid even the appearance of a conflict of interest. Before taking office, the Board member must provide a written declaration to the Board Chairperson to disclose all substantial business interests or relationships they, or their immediate families, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from the Board.

13.3 Updated Board Declarations. Board member declarations shall be updated annually, or within thirty (30) business days to reflect any changes in such business interests or relationships. The **Secretary/Treasurer** **Executive Director** of the Board shall review the disclosure information and advise the Board Chairperson and appropriate Board members of potential conflicts of interest. Any conflicts shall be noted in the minutes of the Board. It is the responsibility of the Board to monitor for potential conflicts of interest and bring it to the attention of the Board.

13.4 Board Member Abstentions. All Board member abstentions shall be recorded in the minutes of the local board meeting and shall be maintained as part of the official record.

13.5 Monitoring. The Board Chairperson shall monitor the board members for potential conflicts of interest and bring them to the Board's attention in the event the member does not make a self-declaration.

13.6 Voting. Board members shall not vote on any matter that would provide direct financial benefit to the member or the member's immediate family or on matters of the provision of services by the member or the entity the member represents.

13.7 Avoiding Conflicts of Interest. Board members shall avoid conflicts of interest or potential conflicts of interest. The CLEO shall not appoint members to the local Board that are employed by the Fiscal Agent, Board staff or the local board staff entity (e.g. One-Stop Operator or Career Service Providers). The Board shall ensure that the Board and its members do not directly control the daily activities of its One-Stop Operator or Career Services Providers. The CLEO and LEOs, in collaboration with the local Board shall be charged with monitoring the compliance, performance, and effectiveness of the Fiscal Agent, the Board staff, One-Stop Operator, and Career Services Providers. Consequently, the local Board members shall focus on performance oversight of the sub-recipients and service providers with impartiality.

Article XIII **Board Certification**

18.1 Certification. TDLWD shall certify that the composition of the local Board including the appointment process complies with the criteria outlined in WIOA Section 107 and with TDLWD's policy. The composition of each board shall be evaluated quarterly by PIS and will coincide with local Board meetings.

18.2 Recertification. Recertification shall be conducted by TDLWD once every two (2) years to ensure the local workforce activities support meeting local performance measures as outlined in the local grant to include Board composition requirements. If the local Board meets all membership requirements but fails to meet all performance measures, certification shall be granted for review period of one (1) year instead of two (2) years. At the end of the one-year review period, recertification process will be repeated with an updated review of

performance and membership composition. If this review shows that the local Board is meeting all performance measures, the regular two-year certification shall continue.

18.3 Decertification. The Governor shall have the authority to decertify the local Board at any time providing written notice and opportunity for comment under the following conditions: documentation of fraud or abuse; failure to meet local performance accountability measures for two (2) consecutive years; failure to meet all local Board certification requirements; and failure to carry out the required functions of the local Board. If the Governor decertifies the local Board, the Governor may require that a new local Board be appointed and certified for the local workforce development area. Certifying and new local Board shall take place pursuant to a reorganization plan developed by the Governor in consultation with the LEOs which is consistent with WIOA Section 107(b).

Article XIV **Amendments**

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

Article XVI **Miscellaneous**

21.1 Notices. Whenever under the provisions of these Bylaws notice is required to be given to any director or officer, it shall be construed to mean personal notice. Such notice shall be given in writing by regular or electronic mail and such notice shall be deemed to be given at the time when the written transmission is processed.

21.2 Waiver of Notice. Any director or officer may waive any notice required to be given under these Bylaws, and whenever directors are required or permitted to take any action by

vote, such action may be taken without a meeting on written consent setting forth the action so taken and signed by all the personnel entitled to vote thereon.

21.3 Manifestation of Dissent. A director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he shall file his or her written dissent to such action with the Chairperson of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the chairperson of the board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.