

BYLAWS
of the
Southeast Tennessee Local Workforce Development Board

Article I
Purpose

The Bylaws are the rules and regulations enacted by the Southeast Tennessee Local Workforce Development Board (STLWDB) to provide a framework for operation and management. The term of the bylaws shall not exceed two (2) years and shall be in effect from July 1, 2020 to June 30, 2022. The STLWDB is the official entity within Tennessee’s workforce development system.

Article II
Establishment

The establishment of the STLWDB is consistent with the Workforce Innovation & Opportunity Act (WIOA) Public Law 113-128 Section 107(a) and recognized per WIOA Section 107(b)(2) to set policy and provide leadership and oversight for the local workforce development system in the Southeast Tennessee Local Workforce Development Area (STLWDA) as established by the Governor of Tennessee. The STLWDA consists of the Southeast Tennessee counties of Bledsoe, Bradley, Grundy, Hamilton, Marion, McMinn, Meigs, Polk, Rhea, and Sequatchie.

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 the private sector. 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.

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 the Act. He or she shall be selected from among members of the board who are representatives of the private sector. He or she may sign, execute and deliver in the name of the Board powers of attorney, contracts, bonds, and other obligations pursuant to these Bylaws and shall perform such 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. In 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. 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 Act and Shall include representatives of businesses in the local area, representatives of local educational entities, representatives of labor and apprenticeship organizations, representatives of community-based organizations, 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 appoint the members of the Board. In accordance with Section 107 (c)(1)(A) of the Act 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). The Board shall be chaired by a business representative selected from the members of the private sector.

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 the Act with a minimum of fifty-one percent (51%) of the directors representing business and industry. In addition, not less than twenty percent (20%) of the directors shall be representatives of the local area who represent labor organizations, and/or joint labor- management apprenticeship programs, and/or community based organizations with demonstrated expertise in addressing the employment needs of individuals with barriers to employment.

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. Membership undergoes certification review on an annual basis in order 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 in a reasonable time frame, but no longer than 120 days.

4.5 Removal of Directors. Any director may be removed by the CLEO if any of the following occurs failure to meet STWDB member representation requirements as defined in the Workforce Innovation and Opportunity Act, 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 CLEOs by majority vote of the other directors; however, the CLEO remains the sole authority for appointment and removal of directors to the STWDB. 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. 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 Select the One-Stop Operator (OSO) and Career Service Provider (CSP), 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

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,

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 V **Budget Approval**

Develop a budget for the activities of the local board that is subject to final approval by the Chief Local Elected Official (CLEO) in order to carry out the LWDB functions. The budget shall be submitted to TDLWD prior to each program year. The LWDB shall administer all grants and funds in compliance with the Act including designation of the local grant recipient and fiscal entity.

Article VI **Meetings**

7.1 Place of Meeting and Maintenance of Books. In general, the directors may convene meetings at one of the two comprehensive American Job Centers in the local area, 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, or at such other places as they may from time to time designate.

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 the Workforce Innovation and Opportunity Act, Public Law 113-128, Section 107(e). An announcement of regular and special meetings will 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, however, that required notice is given. Such notice shall specify the time and place of such special meeting, and the purpose or purposes 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 in order 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, Vice Chairperson, or another individual designated by the Board shall preside. 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.

7.7 Meeting Platforms. The Board may convene meetings face-to-face, by phone or a combination of phone and internet via such vendors as Zoom, Google Duo, or WebEx.

Article VIII **Delegation of Board Duties**

8.1 Utilizing a Proxy. Any director may designate a proxy from his or her organization to represent the director on the Board. The director shall submit the official written proxy designation form of the Southeast Tennessee Local Workforce Development Board prior to the proxy designee attending on the director's behalf. The proxy must disclose the proxy during the regular meeting roll call. The proxy is prohibited from voting more than 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, however, that the Board of Directors reserves to itself alone the power to (a) authorize distributions, (b) adopt, amend or repeal the Bylaws, and (c) perform the duties required of the Board under Section 107 of the Act, or elsewhere in the Act as it may from time to time be amended. 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 the private sector, and said membership shall include the offices 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 are as follows: responsible for acting on behalf of the Board as may be required; responsible for making policy recommendations to the Board which meet the needs of both the area employers and job seekers; and responsible for review and upgrading recommendations to the Board for its bylaws.

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.

9.4 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.

9.5 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 assist in identifying workforce development solutions for target populations such as individuals with disabilities, justice involved individuals, recipients of public assistance, and other populations facing significant barriers to employment. 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 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.

9.6 Ad Hoc Committees. The Board Chair shall appoint special Ad Hoc committees from the membership from time to time in order to carry out specific projects of the Board.

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 Workforce Innovation and Opportunity Act 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 being asked to attend state

workforce board meetings) 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 **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 XII **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 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 XIII **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 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 XIV **Board Member Nomination**

14.1 Nomination Process. The CLEO shall adhere to WIOA Section 107(b)(2) in order to conduct the nomination process. The CLEO shall act as the signatory on behalf of the LEOs and has final authority to select members to serve on the local Board. The LEOs shall solicit nominations according to the requirements of the local Board composition. The CLEO shall establish a Board that reflects the diversity of the counties that comprise the local area by requiring at least one (1) nomination per county. The local Board representation shall be fair and equitable across the local area and shall be in accordance with WIOA policy regarding Board member nominations. Board members shall exhibit the demographic diversity of the counties within their respective local area. Nominations shall be submitted from the leadership of organizations specifically those representing businesses, labor, education, and economic and community development to align with workforce and education needs within the state of Tennessee. The requirements for Board representation are set forth below.

14.2 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.

14.3 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.

14.4 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.

14.5 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-Peysner; and programs carried out under Title I of the Rehabilitation Act of 1973.

14.6 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.

Article XV **Documentation to Support Board Nomination**

The approval of the nomination of each individual to serve on the local Board requires the following documentation: a Nomination Form signed by the CLEO; a Conflict of Interest Form signed by the nominee to the local Board; and a recommendation letter from the head of the organization the nominee represents, a Chamber of Commerce within the local area, or the LEO for the nominee's county. The letter shall identify the individual being nominated and must also acknowledge the nominee's policymaking or hiring authority.

Article XVI **TDLWD Certification of Board Nominee**

Completed nomination forms shall be submitted to the TDLWD Central Office at Workforce.Board@tn.gov for review. When the form is reviewed, the local Board will receive a follow-up letter of certification or denial within five (5) business days. The letter will

also make a request for additional information when submitted documentation is insufficient to make a determination. The member shall not be seated onto the local Board until a certification letter from TDLWD has been received to affirm the nomination.

Article XVII **Board Member Conflict of Interest Form Review**

Program Integrity Staff (PIS) shall conduct an annual onsite review of all Board member's Conflict of Interest Forms (CIFs). All Board members' CIFs shall be available to PIS conducting the onsite review and shall be verified as current during the review. Expired CIFs shall be noted and documented as a finding. Board staff shall monitor the expiration dates for all local Board members.

Article XVIII **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 XIX **Board Meeting Information Access**

19.1 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.

19.2 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 with fifteen (15) business days of the Board's approval of the meeting minutes.

19.3 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 accommodations 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 XX **Board Meeting Minutes Policy Requirement**

The local Board has crafted a policy that complies with the TDLWD's Workforce Services Division policy including all federal rules and regulations. The local Board policy reflects the signature of the Board Chairperson to demonstrate that it has been formally reviewed and approved by the Board. The local Board policy outlines the process and highlights, at a minimum, the following: the Board will provide adequate notice to the public about its upcoming meetings; conduct its business of those meetings in an open manner; arrange for all individuals, including those with disabilities, to have physical and electronic access to Board

meetings, including appropriate accommodations; and arrange for the public to have access to the Board meeting minutes and any other pertinent information related to Board business.

Article XXI **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.