

BYLAWS
OF THE
NORTH FLORIDA WORKFORCE DEVELOPMENT BOARD, INC.
(Revised and Approved May 18, 2023)

ARTICLE I

CREATION AND AUTHORITY

Section 1.1 In accordance with the provisions of the Workforce Innovation and Opportunities Act of 2014 and the and the Florida Workforce Development Bill (Senate Bill 7040) of 2016, the North Florida Workforce Development Board, Inc. was created in accordance with the Interlocal Agreement creating the North Florida Workforce Development Consortium and the North Florida Workforce Development Board adopted by the Counties of Hamilton, Jefferson, Lafayette, Madison, Suwannee, and Taylor in June, 2016.

Section 1.2 The North Florida Workforce Development Board, Inc. shall have the authority to perform any and all duties necessary for the accomplishment of and consistent with the purpose of the Workforce Innovation and Opportunity Act, Welfare Transition Program, and the Interlocal Agreement creating the North Florida Workforce Development Consortium and the North Florida Workforce Development Board, Inc.

ARTICLE II

DEFINITIONS

Section 2.1 “Board” shall mean the North Florida Workforce Development Board.

Section 2.2 “Consortium” shall mean the North Florida Workforce Development Consortium, made up of elected official representatives from the Boards of County Commissioners from Hamilton, Jefferson, Lafayette, Madison, Suwannee, and Taylor Counties.

ARTICLE III

PURPOSES

Section 3.1 To promote the establishment of programs designed to prepare youth and unskilled adults for entry into the labor force and to support state and federal intent under the Workforce Innovation and Opportunity Act for Youth and Adults.

Section 3.2 To promote job training for economically disadvantaged individuals and other individuals facing serious barriers to employment.

Section 3.4 To provide policy guidance and oversight for services and other initiatives mandated by state and federal statutes, or determined to be beneficial to the economic health of the local area.

Section 3.5 To deliver workforce solutions designed to meet the specific needs of employers and job seekers.

ARTICLE IV

GEOGRAPHIC AREA

Section 4.1 The geographic region to be served by the Board, consists of Hamilton, Jefferson, Lafayette, Madison, Suwannee, and Taylor Counties.

ARTICLE V

MEMBERSHIP

Section 5.1 Composition of the Board

5.1.1 The composition of the Board shall meet the requirements set forth in state and federal law.

5.1.2 The Board shall consist of the number of members necessary to meet the federal and state requirements for membership and which is in the best interest of the Board. At no time shall Board membership consist of less than thirteen (13) members. No less than fifty-one (51%) percent of the membership shall be representatives of the private sector. Pursuant to the Workforce Innovation and Opportunity Act of 2014, private sector members must meet two criteria: a) must be an owner, CEO, COO, or have optimum policymaking or hiring authority, and b) must provide employment opportunities in an in-demand industry sector. In addition, local Board members should be users of the local workforce system.

Section 5.2 Membership nominations of private sector representatives shall be the responsibility of Economic Development Organizations or Chambers of Commerce within the region. Appointments shall be the responsibility of the authorized local elected officials of the Consortium in accordance with the provisions of the Interlocal Agreement creating the Consortium and the Board. All appointments shall be subject to final certification by the Governor.

Section 5.3 Any vacancy in the private sector membership of the Board shall be filled in

the same manner as the original nomination if possible. Terms shall be for two years, with consideration for staggered terms to provide for continuity of leadership. Terms shall begin on July 1st and may be filled mid-year as needed for vacancies. Board members may serve no more than four (4) consecutive terms of office (for a total of up to eight (8) consecutive years) and then must sit off of the Board for a minimum of two (2) year. Board members filling statutorily required seats are not bound by term limits. Appointments of new Board members shall be retroactive to the date that the seat was vacated.

Section 5.4 All members of the Board shall comply with the provisions of Chapter 112, Part III, Florida Statutes, relating to Standards of Conduct for Public Officials and Employees, particularly those portions requiring Disclosure of Private Interests for Public Officials and Employees, and those portions requiring that no official use his/her position to secure special privilege or exemption for himself/herself and others.

Section 5.5 Termination

5.5.1 Membership of an individual shall be automatically terminated for failure to attend fifty percent (50%) of Board meetings in a year, or by tendering a resignation. For members filling mandated seats on the Board who fail to attend, a request will be made for replacement by the member's representative entity. In the event of extenuating circumstances, the Executive Committee may review an individual case and may grant excused absences.

5.5.2 Membership shall be automatically terminated for refusal of a member to comply with the financial disclosure requirements of Chapter 112, Part III, Florida Statutes.

ARTICLE VI

OFFICERS, COMMITTEES AND STAFF

Section 6.1 Officers

6.1.1 The officers of the Board shall consist of a Chairperson, Vice-Chairperson, Immediate Past Chairperson, and Secretary/Treasurer. Officer selection shall, when possible, be a natural progression from Secretary/Treasurer to Vice Chairperson, then to Chairperson of the Board. Officers shall be elected in accordance with Sections 6.3 and 6.4

6.1.2 The Chairperson shall be a private sector member of the Board. The Chairperson shall perform all duties incident to the office of Chairperson, inclusive of signing of all appropriate Board documents, representing the Board at state and regional meetings as appropriate, and presiding at Board meetings.

6.1.3 The Vice-Chairperson shall act for the Chairperson in the absence of or at the direction of the Chairperson.

6.1.4 The Secretary/Treasurer, in conjunction with a designated staff member shall keep, or cause to be kept, appropriate Board and committee meeting minutes, and review financial documents to advise Board and staff regarding financial issues.

6.1.5 The Immediate Past Chairperson shall provide transitional support and guidance to the Board. In the event the Past Chairperson is no longer available to serve on the Board (e.g. due to retirement or term limit), the vacant seat on the Executive Committee will be filled by an "at large" member with no officer delineation.

Section 6.2 Executive Committee

6.2.1 The Executive Committee shall consist of five (5) members, geographically dispersed to represent all counties if possible, The Chairperson, Vice Chairperson, Immediate Past Chair Person, and Secretary/Treasurer shall serve. Other Executive Committee members are considered "at large" members.

6.2.2 The Chairperson of the Board shall serve as the Chairperson of the Executive Committee.

6.2.3 The Executive Committee shall be empowered to act, in emergency situations, on behalf of the full membership of the Board, provided that any such action taken by the Executive Committee pursuant to this authority shall be placed on the Board's agenda to be voted on at the next full Board meeting.

6.2.4 A quorum for any meeting of the Executive Committee shall consist of majority of fifty one percent (51%) of the current voting membership. Any vacant position on the committee shall not be included as part of the total number of the current voting membership for the purpose of determining a quorum.

Section 6.3 Terms of Office for Officers and Executive Committee Members at Large

6.3.1 Officers and Executive Committee Members shall be elected and approved by a majority of the members of the Board. These positions will be for a two (2) year term, and may serve until their successors are elected.

6.3.2 Officers may serve only two (2) consecutive terms of two (2) years in the same elected position, and Executive Committee Members at Large may not serve more than two (2) terms in any given elected position during the same Board membership term.

6.3.3 The terms of office shall commence on the first day of July of each year.

Section 6.4 In the event that an officer or an Executive Committee Member at Large resigns or for any reason cannot complete his/her term of office, a new officer or Executive Committee Member at Large shall be elected at the next Board meeting to fill his/her unexpired term of office. For routine filling of officer or executive committee vacancies, a nominating committee shall be appointed by the Board Chair. Nominations shall also be accepted from the Board at large.

Section 6.5 Standing Committees: There shall be one (1) committee of the Board:

6.5.1 Executive Committee, as outlined in Section 6.2, who shall also serve as the finance, audit, and personnel committee.

6.5.2 Other ad hoc committees or task groups may be appointed by the Chairperson as needed. Committee members may be selected from non-members of the board according to need, knowledge and expertise.

Section 6.6 Administrative Entity Staff

6.6.1 The Executive Director shall be hired by the Board upon a two-thirds (66%) vote of the members present, and serve at the pleasure of the Board. A two-thirds (66%) vote of the members present shall be required to dismiss the Executive Director.

6.6.2 All other Board employees shall be determined and managed by the Executive Director, and governed by personnel policies.

ARTICLE VII

RULES OF PROCEDURE

MEETINGS, VOTING RIGHTS, AND QUORUM

Section 7.1 Meeting Procedures

7.1.1 Regular Board meetings shall be held at least once each quarter.

7.1.2 Executive Committee meetings may be held at the call of the Chair. Board and Committee meetings may be conducted by any method of telecommunications, provided that the public is given proper notice of the meeting and is given reasonable access to observe and, when appropriate, participate.

7.1.3 Written notice of any Board or committee meeting may be provided by U.S. Mail, email or facsimile to each member at least five (5) calendar days prior to the

meeting. The notice shall specify the time, date, location, teleconference number if applicable, and agenda for the meeting. Emergency meetings shall require a notice of twenty-four (24) hours by phone or email.

7.1.4 Minutes shall be kept of all meetings, shall be available to the public, and shall be reviewed and approved at the next Board or appropriate committee meeting.

7.1.5 All proceedings of the Board shall be in compliance with the most current Florida Sunshine Law, Chapter 286.011, Florida Statutes, and in accordance with any other applicable Florida Statutes. As such, all meetings shall be publicly announced and open and accessible to the general public.

7.1.6 All meetings shall be conducted according to a written agenda distributed to each member prior to the meeting. Additional items may be added to the agenda after consideration of public input and majority vote of the members present at the beginning of a meeting.

7.1.7 When parliamentary procedures are not covered by these Bylaws, Robert's Rules of Order, as Revised, shall prevail.

7.1.8 Participation in Board meetings shall be limited to members of the Board and its staff with the following exceptions: (1) regularly scheduled agenda items that call for reports or participation by non-members; (2) comments or other participation by the public deemed to be relevant and material to a matter under consideration by the Board. Public comments, which are not relevant to matters under consideration by the Board, shall be directed to New Business.

7.1.9 Special meetings of the Board shall be called by the Chairperson or at the request of a minimum of five (5) Board members. Special meetings shall be held at a time and place to be determined by the Chairperson and with due public notice.

Section 7.2 Voting

7.2.1 Each member of the Board, including officers, shall have one (1) vote on all matters under consideration by the Board.

7.2.2 Each member of the Executive Committee or any other committee created by the Board shall have one (1) vote on all matters under consideration by the committee.

7.2.3 Unless otherwise specified in the Bylaws, a motion shall be passed or defeated by a majority of those members voting at a meeting where a quorum has been established.

7.2.4 Members electing to abstain from any vote shall state the reason for abstaining.

7.2.5 In the event of a tie, the vote of the Chairperson of the Board or Committee Chairperson shall serve as the tie breaker.

7.2.6 Proxy or absentia votes shall not be accepted.

7.27 Ex officio members of the Board shall have the right to participate in discussions before the Board but have no vote on any matters before the Board.

Section 7.3 A quorum for any meeting of the Board shall consist of forty percent (40%) of the current voting membership inclusive of the Chairperson. Any vacant position on the Board shall not be included as part of the total number of the current voting membership for the purpose of determining a quorum.

ARTICLE VIII

COMPENSATION AND EXPENSES OF MEMBERS

Section 8.1 Members shall receive no compensation for their services, but shall be reimbursed for traveling expenses while engaged in specific authorized activities on behalf of the Board. Such reimbursement shall be made in accordance with the prevailing state policies.

ARTICLE IX

RESOLUTION OF DISAGREEMENTS WITH THE NORTH FLORIDA WORKFORCE DEVELOPMENT CONSORTIUM

Section 9.1 In the event of a disagreement between the Board and the Consortium, the Chairperson and Vice-Chairperson shall be empowered to negotiate the matter on behalf of the full membership of the Board to the mutual satisfaction of both parties, provided that any such resolution shall not be effective until approved by the full membership of the Board.

ARTICLE X

LEGAL STATUS

Section 10.1 Nothing in these Bylaws shall be construed to take precedence over Federal, State or local laws or regulations, or to limit or constrain the rights and obligations of the units of local government party to the Interlocal Agreement creating the Consortium and

the Board.

Section 10.2 All matters not specifically designated or delegated herein shall be subject to the action of the Board.

ARTICLE XI
AMENDMENTS

Section 11.1 These Bylaws may be amended or repealed by an affirmative vote of 66% of the membership present and voting thereon, after notice, which shall specify or summarize the changes proposed to be made. Such notice shall be mailed to Board members prior to the meeting at which such amendment or repeal is acted upon. Maintenance and interpretation of these Bylaws shall be vested in the Board attorney.

ARTICLE XII
ENACTMENT PROVISION

Section 12.1 These Bylaws shall become effective upon approval by the Board. Such approval shall require a 66% affirmative vote of the membership present and voting thereon at a meeting of the Board, after notice of the meeting and purpose thereof has been mailed to the membership.

ARTICLE XIII
INDEMNIFICATION

Section 13.1 Any North Florida Workforce Development Board member, staff person, officer, or former Board member, staff person, or officer shall be indemnified for expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a North Florida Workforce Development Board member, staff person, or officer, except in relation to matters in which he or she was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her North Florida Workforce Development duties.

Section 13.2 The right to indemnification under this article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.

Section 13.3 The Board and the Consortium shall have the power to purchase and maintain insurance sufficient to meet this article's indemnification requirements.

APPROVED AND ADOPTED by the BOARD on this 18th day of May, 2023.

Daniel Collins, Chairperson

Date