

ARTICLE I - The Board

Section 1 - Name

The name of this organization shall be the High Country Workforce Development Board (WDB or Board).

Section 2 - Service Area

The area to be served by the WDB shall be Alleghany, Ashe, Avery, Mitchell, Watauga, Wilkes, and Yancey Counties. This Service Area shall also be known as the Local Area.

Section 3 - The Consortium

Created by formal agreement among the seven local county governments in the region for the purpose of being able to receive federal workforce development funding, the Consortium is comprised of the seven elected Chairs (or designee) of the Local Area's Boards of County Commissioners. The Consortium identifies an entity to serve as the fiscal agent for the funding; appoints members to the WDB; and the Chief Elected Official (selected by the Consortium members) acts as the signatory on designated documents.

Section 4 - Vision

It is the vision of the WDB to serve as a strategic leader and convener of local workforce development system stakeholders by partnering with employers and the workforce development system to develop policies and investments supporting public workforce system strategies that support regional economies, the development of effective approaches including local and regional sector partnerships and career pathways, and high-quality, customer-centered service delivery and service delivery approaches (WIOA Title I, 20 CFR Section 679.300).

Section 5 - Purpose

It is the purpose of the Board to serve as a governance board for workforce development in the Local Area and to provide policy guidance for and exercise oversight with respect to activities conducted under the Workforce Innovation and Opportunity Act (WIOA) for the Local Area in partnership with the High Country Workforce Development Consortium (Consortium) that assist in

achievement of North Carolina's strategic and operational vision and goals, while improving quality of services, customer satisfaction, and effectiveness of the services provided.

- A. Duties and Responsibilities: Duties and responsibilities of the WDB (as described in Section 107 of WIOA Title I, 20 CFR 679.370) are as follows:
1. **Local Plan**: to jointly develop a local plan with the Chief Elected Official in coordination with appropriate community partners to address the workforce development needs of the Local Area;
 2. **Workforce Research and Regional Labor Market Analysis**: to assist in the development and implementation of the Local Plan;
 3. **Convening, Brokering, Leveraging**: to convene local stakeholders in the development and implementation of the local plan under Section 108 of WIOA and in identifying non-federal expertise and resources to leverage support for workforce development activities;
 4. **Employer Engagement**: to lead efforts in engaging a diverse range of employers and entities in the Local Area;
 5. **Career Pathways Development**: to lead efforts in the Local Area with education partners to develop and implement career pathways by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment;
 6. **Proven and Promising Practices**: to lead efforts in the Local Area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers, and jobseekers; to disseminate information on proven and promising practices carried out in other Local Areas for meeting such needs;
 7. **Technology**: to develop strategies for using technology; to maximize the accessibility and effectiveness of the local workforce development system for employers, workers, and jobseekers;
 8. **Program Oversight**: in partnership with the local Consortium, the Board shall conduct oversight for local youth workforce investment activities, local employment and training activities, and the one-stop delivery system; ensure the appropriate use,

management, and investment of funds to maximize performance outcomes under Section 116 of the WIOA;

9. **Negotiation of Local Performance Accountability Measures**: the local Board, the Chief Elected Official, and the North Carolina Governor shall negotiate and reach agreement on local performance accountability measures as described in Section 116 of WIOA;

10. **Selection of One-Stop/Career Center Operators and Providers**: the local Board, with the agreement of the Chief Elected Official for the Local Area, shall:

- i. designate or certify one-stop operators, may terminate for cause the eligibility of such operators;
- ii. identify eligible providers and award contracts on a competitive bid basis of youth workforce investment activities and may terminate for cause the eligibility of such providers;
- iii. identify eligible providers of training services;
- iv. identify eligible providers of career services by awarding contracts;
- v. work with the State to ensure there are sufficient numbers and types of providers of career services and training services serving the Local Area and that these services are provided in a manner that maximizes customer choice;

11. **Coordination with Education Providers**: to coordinate activities with education and training providers in the Local Area;

12. **Budget and Administration**: to develop a budget for activities in the Local Area that are consistent with the local plan and duties of the Board;

13. **Accessibility for Individuals with Disabilities**: to annually assess the physical and programmatic accessibility in accordance with applicable provisions under Title I of the WIOA and of the Americans with Disabilities Act of 1990 of all one-stop centers in the Service Area;

B. To ensure that the Local Fiscal Area Agent contracts for an outside audit of its own financial procedures annually. The WDB has audit review rights.

C. The Workforce Development Board shall not operate or manage career centers but shall serve in the role of governance providing planning,

monitoring, evaluation, and oversight of the selected operators and partners.

Section 6 - Local Plan

The Board shall act as local partners with the Consortium in the implementation of the WIOA, and provide guidance to staff in the development of the local plan. The Board will review the local plan prior to its approval by the Consortium before submitting to the North Carolina Governor.

ARTICLE II - Membership

Section 1 - Appointment

The High Country Workforce Development Board shall consist of a minimum of twenty-three (23) voting members:

- Fourteen (14) private sector members, having optimum policy-making authority, who are appointed by Boards of County Commissioners or their Consortium representatives (two (2) appointments per County Consortium Representative) in accordance with the WIOA; and
- A minimum of nine (9) and no more than thirteen (13) public sector members, having optimum policy-making authority, who are appointed by the Consortium by a vote of a majority of the total number of members of the Consortium.

It is allowable for an individual to be appointed as a representative on the WDB for more than one entity (or more than one seat) if the individual meets all of the criteria for representation (WIOA Title I, 20 CFR 679.320 (h))

Section 2 - Board Membership Composition

Private Sector/Business Member Seats (14 seats):

There shall be two (2) private sector/business member seats from each county with one seat expiring in an odd-numbered year and the other in an even-numbered year beginning July 1. Representation of businesses in the Local Area shall be no less than fifty-one percent (51%) of total board composition and meet the following criteria (WIOA Section 107(b)):

- At a minimum, two (2) seats must represent small business as defined by the U.S. Small Business Administration;
- Member must be an owner, chief executive officer, chief operating officer, manager, human resource manager, or other individual with optimum policy-making or hiring authority;
- Business provides employment opportunities in in-demand industry sectors or occupations, as those terms are defined in WIOA section

3(23); and

- Members are appointed from among individuals nominated by local groups such as chambers of commerce; economic development commissions; business trade associations; education agencies; vocational education institutions; community-based organizations; higher educational institutions; private/proprietary schools; state and/or local labor organizations; and other interested organizations.

Public Sector Seats (9-13 seats):

Public Sector member seats shall be regional representatives with optimum policy-making authority and shall be appointed through a majority vote of the Consortium. There shall be a minimum of nine (9) seats with a maximum of thirteen (13) seats with a term of two (2) years. All public sector seats shall be in accordance with WIOA Section 107 (b) and shall include the following:

- Not less than twenty percent (20%) of the members must be **workforce representatives**. These representatives:
 1. Must include two (2) or more representatives of labor organizations, where such organizations exist in the Local Area. Where none exist, representatives must be selected from other employee representative groups;
 2. Must include one or more representatives of a joint labor-management, or union affiliated, registered apprenticeship program within the area who must be a training director or a member of a labor organization. If no union affiliated registered apprenticeship programs exist in the area, a representative of a registered apprenticeship program with no union affiliation must be appointed if one exists;
 3. May include one or more representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of individuals with barriers to employment, including organizations that serve veterans or provide or support competitive integrated employment for individuals with disabilities; and
 4. May include one or more representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth,

including representatives of organizations that serve out-of-school youth.

- The WDB also must include the following representatives of **education and training**:
 1. At least one eligible training provider administering adult education and literacy activities under WIOA Title II [*The regional adult education and literacy program directors shall nominate a representative to serve in this role*];
 2. At least one representative from an institution of higher education providing workforce investment activities; including community colleges [*The regional post-secondary educational institutions shall nominate a representative to serve in this role*]; and
 3. At least one representative from each of the following **governmental and economic and community development** entities:
 - i. Economic and community development entities [*The nomination of a regional representative will be done in coordination with the local economic development commissions/offices.*];
 - ii. The State Employment Service office under the Wagner-Peyser Act serving the Local Area; and
 - iii. The programs carried out under Title I of the Rehabilitation Act of 1973, other than section 112 or part C of that title.

- In addition, the Consortium may appoint individuals or representatives of other appropriate entities in the Local Area:
 1. Entities administering education and training activities who represent local educational agencies or community-based organizations with demonstrated expertise in addressing the education or training needs for individuals with barriers to employment;
 2. Governmental and economic and community development entities who represent transportation, housing, and public assistance programs;
 3. Philanthropic organizations serving the Local Area; and

4. Other appropriate individuals as determined by the Chief Elected Official.

Ex-Officio Members

The Consortium may appoint other members of the community in an ex-officio role that may be helpful in an advisory role to further advance the mission statements and goals. The WDB may add non-voting members at its discretion, to include elected officials or their representatives.

Section 4 - Tenure

All appointments and reappointments will be for a two-year (2) period with alternating terms, unless filling a seat mid-term. Members may renew their appointments at the end of the term with approval by the Consortium.

Vacancies shall be filled by the procedures prescribed for all other appointments and shall be for the remainder of the term. The Consortium representative responsible for the vacant seat's appointment will be notified by the WDB staff to appoint a representative to fill the vacancy as soon as the seat is declared vacant. Every effort will be made to fill vacancies within ninety (90) days.

Section 5 - Resignation

Letters of resignation must be submitted to the High Country Workforce Development Board Chair. Three consecutive absences without justification will be considered defacto resignation. Justification must be submitted in writing. The Board Chair has the authority to accept or deny justification.

ARTICLE III - Officers

Section 1 - Chair

Voting members of the Workforce Development Board shall elect the Chair from the Private Sector members who are eligible to serve pursuant to the requirements of state and federal law. The chair shall call and preside at meetings, appoint committees, and through the Board's support staff, perform such other duties as directed by the Board.

Section 2 - Vice-Chair

The eligibility requirements shall be the same as for the Chair. The duties of the Vice-Chair shall be to conduct the business of the Board in the absence of the Chair and such other duties as may be assigned by the Chair.

Section 3 - Term of Office

The term of office shall be for a period of one (1) year; however, officers may succeed themselves. Elections shall be held at the last regularly scheduled meeting of each Program Year. The terms of office shall begin on July 1 of each year.

ARTICLE IV - Conflict of Interest and Code of Conduct

In an effort to maintain the high standard of conduct expected in the management of its affairs, the High Country Workforce Development Board adopts the following Code of Conduct applicable to all members, Board staff, and Consortium members:

No Board member shall engage in or do the following:

1. Use the name, endorsement, or services of the Local Area for the benefit of any person, or authorize such use, except in conformance with WDB policy;
2. Accept or seek for oneself, or any other person, any financial advantage or gain other than nominal value offered as a result of Board affiliation;
3. Disclose any confidential WDB information to any person not authorized to receive such information or use such information to the disadvantage of the Local Area;
4. Take part in any religious, anti-religious, or partisan political activities in the discharge of Board duties;
5. Take any action which results in a conflict of interest, or the appearance of a conflict of interest, in accordance with Federal Uniform Administrative Requirements:
 - a. Conflict of interest arises when any of the following may be positively or negatively affected by an action under consideration by the WDB:
 - i. the business in which a member, or one of the immediate family of a member, has a financial interest;
 - ii. the public or non-profit agency which employs a member, or one of the immediate family of a member; or
 - iii. the public or non-profit agency on whose Board a member, or one of the immediate family of a member, sits.
 - b. Members must declare any potential conflict of interest in writing upon joining the Board and thereafter at the first meeting of each Program Year. When a potential conflict of interest arises during the year, the member will immediately notify the WDB Chair and the WDB Director in writing.
 - c. The Conflict of Interest provision applies equally to Board meetings or personal contact with members outside of meetings, for the

- purpose of influencing or affecting the member's thinking or decision-making.
- d. WDB members must make a conflict declaration upon the introduction of any agenda item that raises a real or apparent conflict of interest and must abstain from discussion and voting after declaring the conflict. Meeting minutes must show all conflict declarations and abstentions.
 - e. Where there is a real or apparent conflict of interest, WDB members must refrain from participating in all stages of the procurement process, including the following:
 - i. participating in the planning process to the extent of advocating that a certain type of service be included or excluded;
 - ii. participating in the development, review, or approval of the procurement method and instrument which a member, one of the immediate family of a member, or the entity a member represents intends to respond to by submitting a proposal;
 - iii. participating in the provider selection process including discussing or voting on one's own or a rival proposal (one which competes for funding from the same source); and
 - iv. attempting to influence a planning or funding decision by lobbying or advocating for or against a plan for proposal.
 - f. No member who has a conflict of interest may serve as a WDB officer or committee chair.

It is the responsibility of each member and alternate of the Workforce Development Board to govern the actions of all Board members in compliance with the Code of Conduct. If a member thinks there is a possibility of a conflict of interest, real or apparent, on the part of another member, it is his or her affirmative responsibility to immediately bring the matter to the attention of the Board or Executive Committee.

Upon the assertion of a possible violation of this policy, the Chair or Vice-Chair will appoint an ad hoc committee to review the circumstances, report their findings to the Board for discussion and vote, and recommend a course of action in the event a member is found to be in violation. Action may include, but is not limited to, a declaration that the member's seat is vacant and a request to the appropriate Consortium representative or Consortium Board to make a new appointment.

Each Board member shall annually confirm a statement that affirms such person:

1. Has received a copy of the Board's Conflict of Interest Policy and Code of Conduct in accordance with state policy;
2. Has read and understands the policy; and
3. Has agreed to comply with the policy.

ARTICLE V - Staff

Section 1 - WDB Support

The WDB shall be supported in the performance of its duties by the Workforce Development Director and/or staff provided by the Local Area Fiscal Agent. This staff shall be responsive to the needs of the WDB and support the WDB in its mandated functions.

ARTICLE VI - Board Meetings

Section 1 - Regular Meetings

The Board shall meet on a regular basis, or as otherwise designated by the chairperson, but not less than four times per year. Meetings will take place in an accessible facility. Accessible materials will be made available upon prior request.

Section 2 - Special or Called Meetings

The Chair, and the Workforce Development Director, may call special meetings of the Board as required or with a majority decision of Board members.

Section 3 - Quorum

At all meetings (regular or special) of the Board, a majority of the Board members present constitutes a quorum for transacting business. A quorum shall require the participation of Board members constituting 51% of the total board positions. Votes may be cast telephonically or via electronic medium for remote attendees.

The act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board. However, a two-thirds vote of those present shall be required to amend any provision of these bylaws.

Section 4 - Voting

All actions of the Board shall be determined by a majority of the quorum. The adoption and amendments of the by-laws shall be by a two-thirds vote of the members present. Each member of the Board shall have one vote and no proxy votes shall be allowed. Votes may be cast telephonically or via electronic medium for remote attendees.

The Chair shall not vote except in the case of a tie, in which event he/she shall cast the deciding vote.

Section IV Conflict of Interest and Code of Conduct shall apply to all voting.

Section 5 - Order of Business

The Chair shall be responsible for orderly business of the Board and for calling items on the agenda. During the course of considering items on the agenda, only members of the Board shall participate in the discussion except 1) by prior arrangement with the Chair upon request of a member of the Board or 2) during the public participation period.

Section 6 - Agenda

The agenda for Board meetings shall be developed by the Board staff and by the Chair.

Section 7 - Rules

The rules set forth in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the procedures of the Board, unless otherwise agreed upon by the members.

Section 8 - Public Notice

Meetings of the Workforce Development Board shall be open, and it shall be a stated policy that interested citizens or groups will be heard on workforce development matters in accordance with Article V, Section 5. Workforce Development Board meetings should be publicized and operated in accordance with the North Carolina Open Meetings Law.

Section 9 - Reimbursement

Workforce Development Board members who do not have compensation available from their employing agencies shall be reimbursed for Board related meeting expenses. Funds for such reimbursement will be provided by the Local Area Fiscal Agent. The Local Area Fiscal Agent will be responsible for maintaining records of reimbursements.

Section 11 - Minutes

The Local Area staff shall keep minutes which will be made available to all WDB members.

Section 12 - Participation and Attendance

It is the duty and responsibility of each member to attend Board meetings and Committee meetings. Regular meetings of the WDB shall be announced electronically and be held as scheduled unless otherwise determined by the Chair in conjunction with the Director.

In addition, a calendar of regular Board and Committee meetings shall be made available to all members in a timely manner. As WDB meetings are considered public meetings, Board members are encouraged to participate in person; however, teleconferencing will be made available to those members who request access at least one day prior to the meeting.

Positions of WDB members, or their designated alternate representatives, who incur three (3) absences within a year shall be declared vacant. However, the Board Chair in conjunction with the WDB Director can consider undue circumstances for absences. The Consortium representative responsible for the vacant seat's appointment will be notified by the WDB staff to appoint a representative to fill the vacancy as soon as the seat is declared vacant. Every effort will be made to fill vacancies within ninety (90) days.

Section 13 - Alternates

Each WDB member may request, in writing, that an alternate be appointed to attend in the WDB member's absence. The written request shall be made to the appropriate Consortium Representative, the Consortium CEO, Board Chair, and the Board Director. The WDB member will be responsible for keeping his/her alternate informed of the meetings and information pertaining to the meeting(s) the alternate will attend for the WDB member. The alternate will vote as a WDB member in the absence of the member. Attendance and voting by the designee shall be as if the WDB member attended and voted herself/himself for attendance and voting requirements, including, but not limited to, establishing a Board quorum. Alternates must be from the same category of representatives (i.e. business/industry, agency) as the WDB member for whom the alternate is appointed.

ARTICLE VII - Committees

Section 1 - Committee Structure

The WDB shall, as necessary, be organized into standing or ad hoc committees to carry out its functions and responsibilities as assigned. The Chair and committee members shall be designated by the WDB Chair in conjunction with the WDB Director. Committees shall be chaired by a board member. Committee meetings follow the same attendance expectations as WDB meetings.

Section 2 - Executive Committee

The Chair, Vice-Chair, past Chair, Committee Chairs, and other members appointed by the Chair shall compose the Executive Committee. Responsibilities of the Executive committee are as follows: make committee assignments and coordinate among committee as needed; prepare recommendations to the Board on state and national issues; act as needed between regularly scheduled Board meetings; and develop immediate and long-range goals for Board concurrence.

Section 3 - Committee Authority

The WDB recognizes that each committee serves as a policy maker and systems builder for its specific area and delegates to its committee's authority and flexibility to accomplish the goals and assignments for the tasks under their authority, so long as the committees are functioning within the framework of the Board's underlying philosophy.

Section 4 - Quorum

For any regularly, or otherwise properly, called meeting, the voting members present shall constitute a quorum.

ARTICLE VIII - By-Laws Amendment Procedure

These by-laws may be amended at any regular meeting of the Board by a two-thirds vote of the quorum present, provided that the proposed amendment has been submitted in writing one week prior to the regular meeting. Amendments will not take effect until approved by a majority of the Consortium Board.

Amended this, the ____ day of _____ 20__, by a two-thirds vote of the High Country Workforce Development Board.

HCWDB Chair Signature: _____

Adopted this, the ____ day of _____, 20__ by a majority vote of the Consortium Board.

Consortium Chief Elected Official Date

I hereby certify that during the regular organizational meeting of the High Country Consortium on _____, 20__, these By-Laws were adopted.

(Attest)

Date