

By-laws of the Lake County Workforce Investment Board

(As revised June 22, 2005)

Article I - Name

This Board is called the Lake County Workforce Investment Board, hereinafter the Board.

Article II - Functions

The Board shall assist the Lake County Commissioners in fulfilling the functions outlined in the Workforce Investment Act of 1998, and/or the functions outlined in any future laws, regulations or policies that amend or supersede the Workforce Investment Act of 1998.

Article III - Board Membership and Authority

Section I. Board Composition - The Board will consist of membership as outlined in the Workforce Investment Act of 1998, and/or any future laws, regulations, or policies that amend or supersede the Workforce Investment Act of 1998. The Board of Lake County Commissioners will appoint all members to the Board as required in the Workforce Investment Act of 1998. Per this act, the Commissioners may appoint members at their discretion so long as board membership is composed of no less than 51% business members.

Consideration of an alternate by the Executive Committee will be evaluated in extenuating circumstances, which cause extended leave or prolonged absences from Board responsibilities. Should an alternate be accepted, he/she will have rights and authority, and be bound by the same requirements, as the regular member.

Section 2. Terms of Office - All members of the Board shall serve fixed and staggered terms of three, four, and five-year terms.

Section 3. Board Member Resignation or Removal - Any member may resign at any time by giving written notice to the Chairperson of the Board. This will then be forwarded to the Lake County Commissioners. In addition, any member may be removed, either with or without cause, by a decision of the Lake County Commissioners.

In the event that any member appointed by the Lake County Commissioners has been absent from more than half of the four regularly scheduled Board meetings in any program year, the Executive Committee may forward a recommendation for removal to the Lake County Commissioners. (Each program year begins on July 1, and ends the following June 30.)

In the event of the resignation or death of a member, or removal of any member by the Lake County

Commissioners, they may appoint a new member to fill the vacancy according to the law outlined in the Workforce Investment Act of 1998.

Section 4. Compensation - Members serve without compensation. However, members may be reimbursed for reasonable expenses incurred during the course of Board activities approved by the Board Chairperson pursuant to applicable guidelines.

Section 5. Powers - The Board has the power to:

- A. Administer and manage the affairs of the Board;
- B. Perform all other activities authorized by the Workforce Investment Act of 1998 (WIA), and
- C. Perform such other, workforce development duties, as requested by the Board of Lake County Commissioners.

Section 6. Annual Report - The Board Chairperson, with the assistance of staff, shall prepare an annual report, which is a public document, for presentation to the Board and the Lake County Commissioners.

Article IV - Meetings

Section 1. Regular Meetings - The Board shall hold no less than three regular meetings annually.

Section 2. Special Meetings - Special meetings of the Board may be called at any time by the Chairperson of the Board, the Lake County Commissioners, the Executive Committee, or scheduled upon written request of no less than twenty percent of the Board's membership at the time the request is made.

Section 3. Notice of Meetings - Notice of the time, place, and purpose of any regular meeting of the Board shall be served no less than 5 business days upon each member of the Board either personally, by telephone, mail, telegram, e-mail, or fax machine to his/her last known address. Notice of special meeting is served as provided in this paragraph, no less than 5 business days before such meeting. It is each member's responsibility to notify the Board Chairperson of any changes to the above information.

Any member of the Board may waive notice of any meeting, and by attendance at any meeting without protesting the lack of proper notice, is deemed to waive notice thereof.

Section 4. Quorum - At each meeting of the Board, at least 51% of the total members, physically present or present by proxy constitute a quorum for the transaction of business. Less than a quorum of the Board may recess a meeting from time to time without further notice until a quorum is present.

In determining a quorum of the Board, the number of members is considered that number, which are then duly and properly serving as members of the Board. Any vacancies that may exist are not counted in determining the total number of members.

Section 5. Vote - Each member of the Board is entitled to one vote, and any act of a majority of the members present and voting at a Board meeting constitutes an act of the Board, except as provided in

Article VI, Section 1.

Section 6-Proxy vote: Any member may authorize the chairperson by written proxy to vote for him or her on one or more questions voted on at a meeting of the Board.

Members voting at a meeting by proxy on any one or more questions, in accordance with this article, shall be deemed to be present at the meeting for the purposes of determining the presence of a quorum . Votes cast by proxy shall be counted as if the members giving such a proxy were present at the meeting and cast their votes at it. All proxies shall be deposited with the Secretary for inclusion in the Board's permanent records.

Section 7. Public Nature of Meetings - All meetings of the Board at which Board business is conducted are in public, and adequate notice to the public shall be given of such meetings. The Chairperson has discretion to determine if and which non-board members present may participate in public meetings of the Board. All records and data utilized by the members in the conduct of business of the Board will, upon request, be made available to the public at cost.

Article V - Offices

Section 1. Officers - The officers of the Board are the Chairperson and Vice Chairperson of the Board. Both officers are selected from Board membership.

Section 2. Selection and Terms of Office - The Chairperson and Vice Chairperson, both of whom must be business representatives, are selected by the Board for two-year terms, and may be reappointed.

Section 3. Resignation and Removal - The Chairperson and Vice Chairperson of the Board may resign from office at any time by giving written notice of such resignation to the Board. The Chairperson and Vice Chairperson may be removed from office, either with or without cause, by a decision of the Board.

Section 4. Chairperson of the Board - The Chairperson of the Board presides at meetings of the Board. The Chairperson of the Board appoints the members to all committees, except as provided in these bylaws. The Chairperson of the Board also has other powers and performs such other duties as may be assigned to him/her from time to time by the Board.

Section 5. Vice Chairperson of the Board - In the absence of the Chairperson, or in the event of his/her inability to act, or if that office is temporarily vacant, the Vice Chairperson exercises all of the powers and performs all of the duties of the Chairperson. The Vice Chairperson has such additional powers and performs such other duties as may be assigned to him/her from time to time by the board.

Article VI - The Executive Committee

Section 1. Powers - The Executive Committee is responsible for coordinating and overseeing the business and financial activities of the Board and its other committees, to ensure the satisfactory performance of

functions stipulated by the Lake County Commissioners and these bylaws, and all pertinent statutes and regulations. The Executive Committee will also monitor and guide the administrative management of the Board. The Executive Committee is accountable to the Lake County Commissioners and will regularly report to the Commissioners on all matters pertaining to the Board, a purpose for which the committee's minutes will routinely suffice.

In the intervals between Board meetings, the Executive Committee may exercise such powers as are provided by resolution of the Board, or act on behalf of the Board between regularly scheduled Board meetings when circumstances require. Any actions taken on behalf of the Board will be reported at the next Board meeting.

Section 2. Membership - The Executive Committee is composed of Board members, and is constituted as follows:

A. Chairperson of the Board; B. Vice Chairperson of the Board; C. Chairperson of each standing committee that is authorized in Article VII, Section 1.

Section 3. Officers of the Executive Committee - The Chairperson of the Board will serve as Chairperson of the Executive Committee.

Section 4. Meetings - The Executive Committee may hold meetings at such place or places and at such times as it determines from time to time. Special meetings of the Executive Committee may be called by the Lake County Commissioners, the Chairperson of the Executive Committee, or by three or more members of the Executive Committee.

Section 5. Quorum - At each meeting of the Executive Committee, at least 51% of its total members, physically present or present by proxy constitute a quorum for the transaction of business. Less than a quorum of the Executive Committee may recess a meeting from time to time without further notice until a quorum is present.

In determining a quorum of the Executive Committee, the number of members is considered that number, which are then duly and properly serving as members of the Executive Committee. Any vacancies that may exist are not counted in determining the total number of members.

Section 6. Vote - Each member of the Executive Committee is entitled a majority of the members present and voting at a committee meeting constitutes an act of the committee.

Section 7. Proxy Vote: any member may authorize the chairperson by written proxy to vote for him or her on one or more questions voted on at a meeting of the Board.

Article VII - Other Committees

Section 1. Standing Committees - Standing committees are established on a permanent basis. All reports

and actions taken by standing committees must be approved by the Board, or the Executive Committee (pursuant to Article VI, Section 1), prior to implementation. The Board's standing committees are:

A. Planning Committee; B. Program Committee; C. One Stop Committee; D. The Youth Council; E. Marketing Committee; and F. Any other committees, as recommended by a voting majority of the Board.

Section 2. Ad Hoc Committees - The Chairperson of the Board may appoint or authorize the appointment of such other committees as may be deemed necessary or appropriate to carry out the purpose of the Board. All reports and actions taken by ad hoc committees must be approved by the Board, or the Executive Committee (pursuant to Article VI, Section 1), if actions are outside the defined responsibility of the Committee, approval would be needed prior to implementation of actions.

Section 3. Committee Composition - The Chairperson of the Board appoints and removes members of committees. Non-Board members may be appointed to any of the committees authorized in Article VII.

Section 4. Appointment of Committee Chairpersons - The Chairpersons of standing committees and ad hoc committees are appointed by the Chairperson of the Board for one-year terms, and may be reappointed.

Section 5. Meetings - The committee chairpersons will determine regular meeting schedules for their committees, in consultation with the Board Chairperson. All action items must be provided ten days in advance of the Board or Executive Committee meeting in which they are to be addressed, unless otherwise approved by the Chairperson.

Section 6. Quorum - At each meeting of a standing and ad hoc committee, a simple majority constitutes a quorum for the transaction of business. Less than a quorum may recess a committee meeting from time to time without further notice until a quorum is present. The Committee Chairpersons will determine regular meeting schedules for their committees, in consultation with the Board Chairperson.

Article VIII - Conflicts of Interest

Section 1. Conflicts of Interest - A member of the Board must not vote on the provision of services by such member (or any organization which the member directly represents), nor on any matter which would provide any direct financial benefit to that member, a member of his/her immediate family, or the organization he/she may represent. When a member abstains from voting due to a conflict of interest, the minutes shall both reflect the abstention and the reason for the abstention as being due to a conflict of interest or potential conflict of interest.

All members of the Board must adhere to all the Ohio Ethics Laws O.R.C. 102, et al.

Section 2. Abstaining From a Vote - Whenever a matter to be voted upon by a Board member or committee member would involve him/her in a conflict of interest, he/she shall declare the conflict of interest to the Board Chairperson or committee chairperson prior to the next meeting, or to the entire Board or

committee during the meeting. Following such announcement, the board or committee shall abstain from both decision-making and voting on such matter.

Section 3. Raising Questions of Conflicts of Interest - Whenever a Board member or committee member has cause to believe that a matter to be voted upon would involve any other Board member or committee member in a conflict of interest, he/she may raise such question with the Board Chairperson or committee chairperson prior to the next meeting, or with the entire Board or committee during the meeting. The question so raised shall be decided by a majority vote of the Board or committee members present, excluding any Board or committee member present who has been disqualified from voting on the issue because of his/her own conflict of interest. If a conflict of interest is found to exist, the Board member or committee member shall abstain from voting on such matter.

Article IX - Representation

The Lake County Prosecutor will represent the Board and each of its members in all claims.

Article X - Workforce Investment Act of 1998

The Board shall function pursuant to the provisions of the Workforce Investment Act of 1998 and its amendments or laws or regulations superseding this Act.

Article XI - Amendments

These bylaws may be amended or repealed at any meeting of the Board by the affirmative vote of no less than sixty percent of the members of the Board present and voting at such meeting where a quorum is present, providing that the proposed changes first have been submitted to the Board member for their review not less than ten working days prior to such meeting. To become effective, any such change in these bylaws must be approved by the majority of the Board.

Article XII - Rule of Order

All proceedings of the Board and its committees are governed by the Robert's Rules of Order (Newly Revised).