

**BERKS COUNTY WORKFORCE
DEVELOPMENT BOARD
BY-LAWS**

Adopted: June 19, 2015

Revised: June 17, 2016

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ARTICLE I – Name, Purpose and General Authority

Section 1.01 Name

- a. The name of this organization shall be the Berks County Workforce Development Board, hereinafter referred to as the “WDB”.
- b. The WDB is a domestic non-profit corporation.
- c. The registered office of the WDB in the Commonwealth of Pennsylvania shall be at 1920 Kutztown Road, Suite G, Reading, PA 19604.

Section 1.02 Establishment

- a. The Berks County Workforce Development Board is established in accordance with Section 107 of the Workforce Innovation and Opportunity Act of 2014 (WIOA).

Section 1.03 Purpose

- a. The Berks County Board of Commissioners appointed the WDB members to fulfill the following duties and responsibilities:
 - i. Develop the mission, strategic vision, and policies and priorities for the local Workforce Development Area.
 - ii. Advise and assist the Board of Commissioners by setting policy to promote effective workforce investment programs in the local Workforce Development Area.
 - iii. Support the development and maintenance of a skilled and competitive workforce in alignment with the broader economic development efforts to attract, retain and grow business in Berks County.
 - iv. Identify the long-term, strategic workforce development needs of the community.
 - v. Propose strategies to meet these needs.
 - vi. Build partnerships to align resources in support of those strategies.

- vii. Develop a comprehensive workforce development plan and other plans and strategies as may be required.
 - viii. Designate operators and oversee the operation of the PA CareerLink® (one stop delivery system).
 - ix. Recommend providers of workforce development and training to the commonwealth for certification.
 - x. Develop accountability measures to assess program performance and customer satisfaction.
 - xi. Conduct evaluation, program oversight, and monitoring activities.
 - xii. Disseminate information on WDB approved and State certified training programs.
 - xiii. Promote private sector participation in the local workforce development system.
 - xiv. Appoint WDB Committees as described herein.
 - xv. Develop and approve the WDB budget and related budgets.
 - xvi. Administer additional federal, state, and other workforce funds as an integrated system.
- b. The WDB shall exercise such decision-making powers and perform such functions and duties as are necessary and appropriate to fulfill its mission, subject to requirements and limitations imposed upon the WDB under the terms of relevant Federal and State laws and regulations as they may be amended from time to time.

Section 1.04 Area

- a. The Berks County Workforce Development Board is certified by the Commonwealth of Pennsylvania to serve the “Berks County Workforce Development Area.”

Section 1.05 Operational Year

- a. The operational year for the organization is July 1 through June 30.

ARTICLE II –Board Composition

Section 2.01 Appointment of Members

- a. Members of the WDB are appointed by the Berks County Board of Commissioners from individuals nominated or recommended from appropriate organizations and in accordance with the Workforce Innovation and Opportunity Act of 2014 and any other subsequent legislation or regulations.

Section 2.02 Composition of the WDB

- a. WDB composition will be in accordance with the Workforce Innovation and Opportunity Act of 2014 and any other subsequent legislation or regulations.

Section 2.03 Length of Term

- a. Members will be appointed for a period of 3 years.
- b. Members will be appointed for staggered terms so that the terms of approximately one-third of the board expire at the end of each operational year.
- c. A member may be re-appointed for more than one term with a maximum of five 3-year terms, and no more than three consecutive 3-year terms without a one year rotation off the Board, beginning on or after July 1, 2015.
- d. Appointment of members to succeed those who do not complete their term for any reason shall be for the remainder of the previous member's term.

Section 2.04 General Provisions

- a. Individuals serving on the WDB who subsequently retire or no longer hold the position that made them eligible WDB members may not continue to serve on the WDB as a representative of that sector. However, such members may remain as a general member at the discretion of the Executive Committee.
- b. Vacancies resulting from resignations of members that affect federal, state and local compliance must be filled within 90 days from the date of the resignation.

- c. Vacancies resulting from removal of a WDB member that affect federal, state and local compliance must be filled within 90 days from the date the removal action is authorized by the Berks County Board of Commissioners.
- d. Members may not be represented by alternates.
- e. Each member of the board is normally expected to serve on at least one committee.

Section 2.05 Removal of Members

- a. The responsibility to remove a member lies solely with the Berks County Board of Commissioners.
- b. A member may be removed for the following reasons:
 - i. Being declared of unsound mind by an order of the Court.
 - ii. Violation of conflict of interest policy.
 - iii. Failure to meet WDB member representation requirements as defined in WIOA and Commonwealth policy.
 - iv. Proof of fraud or abuse.
 - v. Conviction of a felony.
 - vi. The individual no longer holds the position or status that made him/her an eligible WDB member.
 - vii. Failure to accept notice of WDB appointment within 60 days of such notice.
 - viii. Failure to maintain acceptable attendance as determined by the WDB Executive Committee.
 - ix. For any other proper cause as determined by the Berks County Board of Commissioners.

ARTICLE III – Officers

Section 3.01 Designation of Officers

- a. The Officers of the WDB shall be a Chairperson, who shall also serve as the President of the corporation; a Vice-Chairperson, who shall also serve as the Vice-President of the corporation; a Secretary and a Treasurer.
- b. The Chairperson and Vice-Chairperson will be elected from the membership of the WDB for a two year term. This term may be extended for up to an additional two year period as recommended by the Executive Committee and approved by a quorum of WDB members. The Secretary and the Treasurer shall be elected by the membership of the WDB but are not required to be members of the WDB and may be chosen from employees of the WDB.
- c. All provisions found in Article II shall apply to the Chairperson, Vice-Chairperson, Secretary and Treasurer.
- d. The Chief Operating Officer is responsible for carrying out the operational functions of the WDB and to ensure staffing is sufficient to meet the objectives and requirements of the WDB. The Chief Operating Officer does not have voting rights.

Section 3.02 Chairperson

- a. The Chairperson shall be a representative of the local business sector as defined in the Workforce Innovation and Opportunity Act of 2014 and any other subsequent legislation or regulations.
- b. The Chairperson shall preside at all full board meetings, as well as at all Executive Committee meetings, and shall appoint committees and their chairpersons as needed.
- c. The Chairperson may have other duties as assigned from time to time by the WDB.

Section 3.03 Vice-Chairperson

- a. The Vice-Chairperson shall perform all the duties and exercise the decision-making powers of the Chairperson whenever the Chairperson is absent or otherwise unable to act.
- b. The Vice-Chairperson may have other duties as assigned from time to time by the WDB.

Section 3.04 Secretary

- a. The Secretary, or his/her designee, shall be the custodian of any and all records of the WDB, which are required to be kept at the principal offices of the WDB; shall act as secretary at all meetings of the WDB, and shall keep the minutes of all meetings on file in hard copy or electronic format.

- b. The Secretary shall attend to the giving and serving of all notices of the WDB and shall see that the seal of the WDB, if any, is affixed to all documents, the execution of which on behalf of the WDB under its seal is duly authorized in accordance with the provisions of these By-Laws.

Section 3.05 Treasurer

- a. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all properties and transactions of the WDB, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements.
- b. The Treasurer shall be responsible for the deposit of, or shall cause the deposit of, all money and other valuables as may be designated by the WDB. The Treasurer shall disburse, or cause to be disbursed, the funds of the WDB, as may be ordered by the WDB, and shall render to the Chairperson and the WDB members, whenever they request it, an account of the Treasurer's transactions as treasurer and of the financial condition of the WDB.

ARTICLE IV – Committees

Section 4.01 General Provisions

- a. The WDB may create any number of committees as deemed necessary but, at a minimum, shall have the following standing committees:
 - i. Executive Committee
 - ii. Finance Committee
 - iii. Youth Committee
- b. The WDB Chairperson shall appoint members of committees after soliciting input from the WDB.
- c. Committees, with the exception of the Executive Committee, may include off-board members as necessary to add specialized knowledge/skills required to complete committee tasks.
- d. The Chairperson of any committee must be a board member.
- e. A quorum for conducting the business of a committee shall be a majority of the committee members assigned to the committee being present.
- f. Committee members serve at the pleasure of the Chairperson and shall serve on the committee until either:

- i. Their successors are appointed.
 - ii. The task of the committee is completed.
 - iii. The member resigns or is removed from the committee and/or the WDB entirely.
- g. Each committee shall keep regular minutes of its activities and report such to the WDB.
- h. Committee actions are subject to approval of the Executive Committee or WDB prior to their effect.
- i. The frequency of committee meetings will be determined as necessary to complete the task(s) of the committee.
- j. Committee meetings may occur by conference call or any other means acceptable to the members of the committee.
- k. Matters put to a vote in a committee shall be decided by a simple majority.
- l. A list of WDB committee membership is maintained by WDB staff.

Section 4.02 Ad Hoc Committees

- a. An ad hoc committee or workgroup may be formed based on needs identified by the Executive Committee.
- b. All provisions under Section 4.01 will apply to ad hoc committees/workgroups

Section 4.03 Executive Committee

- a. The Executive Committee shall be composed of the Chairperson and Vice-Chairperson of the WDB and the Chairpersons of all standing committees and previous WDB Chairpersons as necessary and available to carry out the business of the committee.
- b. The Chairperson of the WDB shall be the Chairperson of the Executive Committee.
- c. The Executive Committee shall have and exercise all the power and authority of the WDB with the exception of the following:
 - i. The filling of WDB vacancies.
 - ii. The adoption, amendment or repeal of the By-Laws.

- iii. The amendment or repeal of any resolution of the WDB.
- iv. The approval or amendment of the WDB Strategic Plan, unless specifically authorized to do so by resolution of the WDB.

Section 4.04 Finance Committee

- a. The Chairperson of the WDB shall be the Chairperson of the Finance Committee or may designate a separate Chairperson of the Finance Committee.
- b. The Finance Committee shall have the following responsibilities:
 - i. Recommend the adoption of a yearly operating budget to the Board
 - ii. Review of the adopted operating budget against actual expenditures and obligations throughout the program year.
 - iii. Fiscal and financial oversight of workforce development activities.

Section 4.05 Youth Committee

- a. The Youth Committee membership shall adhere to the requirements listed under Section 4.01.
- b. The Youth Committee shall have the following responsibilities:
 - i. Assist in the development of those portions of the Board’s plan which pertain to youth and young adults.
 - ii. Recommend to the Board priorities for expenditure of youth funding.
 - iii. Recommend selection of youth and young adult service providers.
 - iv. Coordination and oversight of youth and young adult workforce development activities.
 - v. Serve as the convening and coordinating body for large community partnerships for youth and young adult workforce development.

ARTICLE V – Meetings

Section 5.01 Frequency

- a. The WDB shall hold regular meetings at a time and place determined by the Chairperson. Normally, one such regular meeting will be held in each calendar quarter.
- b. As may be reasonable, WDB Members are expected to give three (3) days advance notice if they are unable to attend any WDB meeting.
- c. WDB Members will be afforded a minimum of one week's written notice prior to regularly scheduled WDB meetings.
- d. Public notice will be given in advance of the scheduled meetings in compliance with applicable laws.

Section 5.02 General Provisions

- a. WDB meetings shall also be governed by the Sunshine Act and all other applicable laws and regulations.
- b. WDB meetings, except as otherwise necessary and permitted by law, will be open and accessible to the public.
- c. A quorum of the WDB, which shall consist of one (1) over fifty percent (50%) of the current number of WDB Members, must be in attendance in order to transact business requiring a vote.
- d. Minutes will be kept of all WDB meetings to be approved at the next meeting.
- e. Meeting minutes will be available to the public, pursuant to all applicable laws.

Section 5.03 Voting

- a. Each voting WDB Member shall be entitled to cast one (1) vote on each issue presented for WDB action.
- b. A simple majority vote shall prevail in all matters put to a vote.
- c. Disputes over the voting authority of any WDB Member shall be resolved by the Chairperson.
- d. Voting shall normally occur by voice vote, provided that any WDB Member may request voting by a show of hands, by roll call, or by ballot, and any such reasonable request shall be honored and the resulting vote recorded in official WDB Minutes.
- e. WDB Members shall abstain from discussing or voting on any matter before the WDB in which the WDB Member has an actual or potential conflict of interest, in accordance

with applicable laws and regulations and the Conflict of Interest policy described in the relevant section of these by-laws.

- f. WDB members may vote by absentee ballots, provided that the issue to be voted upon has been distributed prior to the WDB meeting to the members that will not be in attendance. Votes must be returned prior to the start of the open meeting.
- g. Members may also participate and vote by conference call or other means acceptable to the Board, so long as all members can hear and be heard by all other members. Such participation will be considered present for purposes of a quorum (Section 5.02 (c)).

ARTICLE VI – Remuneration and Reimbursements

Section 6.01 General Provisions

- a. WDB members shall receive no monetary compensation for their service to the WDB.
- b. WDB Members may incur and receive reimbursement for expenses which are directly related to official WDB business such as conference or training registration and travel expenses, for which they have received written approval prior to any costs or expenses being accrued.
- c. Any costs or expenses which are reimbursed to WDB members shall be disclosed at the next regularly scheduled WDB meeting.

ARTICLE VII – Indemnification

Section 7.01 Limitation on Personal Liability

- a. The WDB shall, to the extent permitted by law, indemnify, defend and save harmless members and other agents from any and all claims arising out of their lawful and appropriate conduct related to their membership in and activities on behalf of the WDB.
- b. The foregoing indemnification shall not bar any other right or remedy claimable by a party in any lawsuit either in his or her official capacity or otherwise.

Section 7.02 Officers and Directors Liability Insurance

- a. The WDB shall maintain Officers and Directors Insurance in an amount sufficient to protect its members from individual liability for actions taken as a result of their responsibilities as WDB members.

ARTICLE VIII – Conflict of Interest

Section 8.01 General Provisions

- a. No WDB member shall vote, attempt to influence WDB action, or be present during any WDB discussion concerning any matter which is likely to result in, or has the perception of direct financial benefit to that WDB member, the WDB members' immediate family, or any organization with which the WDB member is affiliated.
- b. Prior to discussion, vote, or decision on any matter before the WDB, if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, or organization, or property that would be affected by any official local WDB action, the member must disclose the nature and extent of the interest or relationship and must abstain from discussion and voting on or in any other way participating in the decision on the matter. Such abstentions will be recorded in the minutes of the meeting.
- c. All WDB members meet the definition of public official as outlined in Commonwealth of Pennsylvania Management Directive 205.10 Amended and Financial Disclosures required by the Public Official and Employee Ethics Act. As such all WDB members will be required to complete and sign the Conflict of Interest Code Form provided by the Commonwealth as well as complete a statement of financial interest for the preceding calendar year.
- d. It is the responsibility of WDB members to monitor potential conflicts of interest and bring it to the attention of the WDB in the event a member does not make a self-declaration.
- e. The WDB will not direct, or be involved in, the daily activities of the PA CareerLink[®] Operator, workforce service providers, workforce system partners or contractors.
- f. The conflict of interest provisions does not preclude a WDB member or their organizations from receiving services as a customer of a workforce service provider or workforce system partner provided that such relationship is disclosed to the WDB.
- g. If after an investigation, the WDB believes that this code has been violated, it can recommend to the Berks County Board of Commissioners that the individual who has violated the code be removed as a member of the WDB.
- h. The provisions of this article are further subject to any additional requirements that may be imposed by any other applicable statute, rule, or regulation.

ARTICLE IX – Local Governance Agreements

Section 9.01 General Provisions

- a. The WDB will enter into appropriate local governing agreements with the Berks County Board of Commissioners (Chief Elected Official/WDB Partnership Agreement) and other partners as necessary to conduct business and as may be required by applicable laws and regulations.

ARTICLE X – Amendments

Section 10.01 General Provisions

- a. These by-laws, or any part hereof, may be amended by a majority vote of the WDB membership present at any meeting, provided the proposed amendment(s) is/are provided to the membership at least five (5) days prior to the meeting at which such amendment(s) is/are to be voted upon.

ARTICLE XI – Dissolution Clause

Section 11.01 General Provisions

- a. Upon the dissolution of the organization all records of the WDB will be passed to a successor organization established by legislation or regulations or, if none exist, to the Berks County Board of Commissioners.