

BY-LAWS
FOR
MIDDLE TENNESSEE WORKFORCE BOARD, LOCAL WORKFORCE
BOARD INVESTMENT AREA 9

ARTICLE I

NAME

§ 1.1 Name: This body shall be known as the Middle Tennessee Workforce Board, Local Workforce Board Investment Area 9; hereinafter referred to as "the Board".

ARTICLE II

LOCATION

§ 2.2 Location: The principal office of the Board shall be the Metropolitan Government of Nashville and Davidson County (Metro), Nashville, Tennessee. The Board may have such other offices, either within or without the State of Tennessee, as the Board of Directors may designate or as the affairs of the Board may require.

ARTICLE III

MISSION STATEMENT

§ 3.1 Mission of the Board: The purpose of this body is to provide policy guidance and exercise oversight with respect to activities under the Workforce Investment Act of 1998 (*or subsequent federal law*) in partnership with the units of local government for the Local Workforce Investment Area (LWIA). The Board is organized and shall be operated for charitable, scientific, literary and educational purposes by assisting to increase the employment opportunities, job retention, occupational skills attainment and earnings of eligible individuals, and as a result, improve the quality of the local and area wide workforce, reduce welfare dependency, and enhance the productivity and competitiveness of the LWIA listed in the following paragraph.

In furtherance of such purposes, the Board intends to operate in the LWIA, established by the Governor of the State of Tennessee, encompassing Davidson, Rutherford, Trousdale and Wilson counties of Tennessee.

ARTICLE IV

AUTHORITY OF THE BOARD

§ 4.1 The Board is authorized to:

- a) set WIA policy within LWIA
- b) develop a plan in partnership with the chief elected officials (as defined in 29 U.S.C. Section 2801 (6)) within the LWIA for submission to the Governor of the State of Tennessee;
- c) enter into memoranda of understanding with one-stop partners;
- d) designate or one-stop operators and terminate them for cause;
- e) select eligible providers of youth activities by awarding grants or contracts on a competitive basis based on recommendations of the Youth Council;
- f) identify eligible providers of training and intensive services;
- g) as appropriate, develop budgets for the purpose of carrying out the duties of the Board under the Workforce Investment Act of 1998 subject to the approval of the chief elected officials;
- h) provide program oversight in partnership with the chief elected officials with respect to local programs of youth activities, local employment and training activities, and the One-stop delivery system within the LWIA;
- i) negotiate local performance measures in conjunction with the chief elected officials and the Governor;
- j) assist the Governor in developing statewide employment statistics systems;
- k) coordinate the workforce investment activities authorized under the Workforce Investment Act of 1998, and carry out economic development strategies and develop other employer linkages with such activities;
- l) promote the participation of private sector employers in the statewide workforce investment system and ensure the effective provision through the system of connecting, brokering, and coaching activities through intermediaries such as the one-stop operator within the LWIA or through other organizations to assist employers in meeting hiring needs;
- m) perform any and all other duties required of the Board, by the duly authorized chief elected officials for the counties within the LWIA or by the Governor of the

state of Tennessee acting pursuant to, 29 U.S. C. § 2801, et Seq., the Workforce Investment Act of 1998 as amended.

- n) as designated by the chief local elected official of Davidson County, have the authority to receive, invest and distribute property in accordance with the provisions set forth in these By-Laws. In no event shall the Board provide training services described in 29 U.S.C. Section 2864(d) (4), unless waived by the Governor of the State of Tennessee in accordance with the provisions of the Workforce Investment Act of 1998.

ARTICLE V

MEMBERS

§ 5.1 **Members:** The number of the members of the Board shall be not less than the minimum number required under the Act as set forth in the Workforce Investment Act of 1998, as amended from time to time. The number of members may be increased or decreased from time to time by the chief elected officials of the counties within the LWIA, but no decrease shall have the effect of shortening the term of an incumbent officer or member or reducing the number of members below the minimum number required under the Act. The chief elected official of each of the counties encompassed within the LWIA shall appoint the members of the Board in accordance with the criteria established by the Governor of the State of Tennessee pursuant to 29 U.S.C. Section 2832, as amended from time to time. A majority of the members of the local board shall be representatives of the private sector as described in paragraph (2)(A)(i) in the Workforce Investment Act, Section 117. The chief elected officials within the LWIA may execute an agreement that specifies the respective roles of the individual chief elected officials (a) in the appointment of the members in accordance with the criteria established as provided below; and (b) in carrying out any other responsibilities assigned to such officials under the Workforce Investment Act of 1998 (and in particular, 29 U.S.C. Sections 2811 *et Seq.*). Criteria for the appointment of members to the Board shall require, at a minimum that the membership of the Board shall include:

- a) representatives of business in the local area who (1) are owners of businesses, chief executives or operating officers of businesses, and other business executives or employers with optimum policymaking or hiring authority; (2) represent businesses with employment opportunities that reflect the employment opportunities of the local area; and (3) are appointed from among individuals nominated by local business organizations and business trade associations;
- b) representatives of local educational entities, including representatives of local educational agencies, local school boards, entities providing adult education and literacy activities and postsecondary educational institutions (including representatives of community colleges, where such entities exist), selected from among individuals nominated by regional or local educational agencies, institutions, or organizations representing such local educational entities;
- c) representatives of labor organizations (for a local area in which employees are

represented by labor organizations), nominated by local labor federations, or (for a local area in which no employees are represented by such organizations), other representatives of employees;

- d) representatives of community-based organizations, including organizations representing individuals with disabilities and veterans, (for a local area in which such organizations are present);
- e) representatives of economic development agencies, including private sector economic development entities;
- f) representatives or each of the one-stop partners; and
- g) Any other individuals or representatives of entities as the chief elected officials within the LWIA may determine to be appropriate.

§ **5.2 Advisory and Youth Council Members:** The Board may appoint advisory members from time to time, who may attend, without vote, all meetings of the Board. Advisory members shall serve at the pleasure of the Board and shall advise and counsel the Board on appropriate matters. Members of the Youth Council who are not members meeting the criteria set forth in (Section 5.1) shall be nonvoting members of the Board.

§ **5.3 Board Vacancy:** Any vacancy occurring on the Board, including vacancies created by the removal of members for cause may be filled by the chief elected official of the county which appointed the member whose position is vacant, so long as the requirements of section 5.1 are met

§ **5.4 Removal:** Any member of the Board may be removed for cause by a two-thirds (2/3) vote at a meeting, at which a quorum is present, in accordance with this article. Cause for removal shall include: (a) missing three consecutive meetings, (b) a change in employment that results in a change of membership classification, (c) failure or refusal to work cooperatively with the Board and to abide by the By-Laws, and (d) other causes as determined by the Board. Removal of a member shall also constitute removal as an officer of the Board and as a member of all committees of the Board. Intent to remove a member must be stated in the call of the meeting and be provided to all voting members at least five (5) days prior to the meeting.

§ **5.5 Resignation:** A member may resign his or her membership at any time by tendering his or her resignation in writing to the Chairperson, or in the case of the resignation of the Chairperson, to a Vice-Chairperson or Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Board.

ARTICLE VI

OFFICERS

§ **6.1 Board Officers:** The Board shall elect a Chairperson, a First Vice-Chairperson, a Second Vice-Chairperson, and a Secretary. The officers shall be elected from among the

members as follows:

- The Chairperson shall be selected from among the private sector members representing business concerns
 - The First Vice-Chairpersons shall be selected from among the private sector members representing business concerns and shall represent a county different from the Chairperson.
 - The Second Vice-Chairperson shall be selected from among the members representing business or other organizations and shall represent a county different from the Chairperson and First Vice-Chairperson.
 - The Secretary shall be selected from among the members representing businesses or other organizations.
- a) Said officers will be elected by a majority vote of the Board members present in a regular meeting.
 - b) Said officers shall serve for a term of two years, commencing the first day of the month following an election.

§ 6.2 Election and Term of Office: The officers will hold office for two-year terms, but shall not be elected to the same office for more than two (2) consecutive terms. An officer may succeed himself or herself in office.

§ 6.3 Board Chairperson: The Chairperson of the Board:

- a) shall preside at all meetings of the Board and the Executive Committee;
- b) shall establish agendas for each regular Board meeting;
- c) shall sign, on behalf of the Board, all necessary legal documents;
- d) Shall appoint committees and their membership. With the exception of Executive Committee members, which shall be appointed with the concurrence of the elected officers of the Board, and the Youth Council members which shall be appointed with the agreement of the Consortium of Local Elected Officials;
- e) shall be the official representative of the Board, as required;
- f) may call special meetings of the Board; and
- g) other responsibilities as determined by the Board.

§ 6.4 First & Second Vice-Chairperson:

First Vice-Chairperson

- a) shall assume all responsibilities of the Chairperson, noted herein, in his/her absence.

Second Vice-Chairperson

- a) shall preside at all meetings of the Board and the Executive Committee in the absence of the Chairperson and First Vice-Chairperson;
- b) in the absence of the Chairperson and First Vice-Chairperson, shall be the official representative of the Board, as required;
- c) may call special meetings of the Board; and
- d) shall serve as official Parliamentarian for the Board
- e) other responsibilities as determined by the Board.

§ 6.5 Secretary: The Secretary shall establish procedures and process to ensure the business carried out by the Board is properly recorded, and open to the public as required in Section 117 (e) of the Act

§6.6 Vacancies: A vacancy in any office, as a result of death, resignation, removal, disqualifications, or otherwise, may be filled by the affirmative vote of a majority of the Board at a meeting, at which a quorum is present, for the unexpired portion of the term of his or her predecessor, and until the next election of officers.

§ 6.7 Recall of Officers: Pursuant to Section 5.4 of these By-Laws the Board may by a two-thirds (2/3) vote at a meeting, at which a quorum is present, remove any officer when, in its judgment, the best interest of the Board will be served thereby. Intent to recall or remove an officer must be stated in the call of the meeting with notice provided to the officer to be removed and all other voting members at least five (5) days prior to the meeting.

§ 6.8 Resignation: An officer may resign his or her office at any time by tendering his or her resignation in writing to the Chairperson or, in the case of the resignation of the Chairperson, to a Vice-Chairperson or Secretary. A resignation shall become effective upon the date specified in such notice, or if no date is specified, upon receipt of the resignation by the Board. An officer may resign his or her position as an officer of the board, but retain his or her position as a member of the board.

Article VII

Meetings

§ 7.1 Regular and Annual meetings: The board shall meet at least quarterly for the purpose of the transacting business according to the current WIA needs. Regular meetings of the full Board shall be held no less than once a quarter, at a place and time determined by the Chairperson. The Executive Committee and all other committees shall meet with such frequency as determined necessary by the Chairperson of such committee. In no event shall any committee

meet less than once a quarter.

§ 7.2 Special or Called Meetings: Special meetings of the Board may be called by the Chairperson or at the request of the WIA director. Special meetings may also be called upon the written request of five members of the Board. The purpose of the meeting shall be stated in the call and no other business shall be transacted at the meeting. The Chairperson shall fix the time and place and provide notice to all voting members at least five (5) business days prior to the meeting. The notice shall state the location, time and date of the meeting.

§ 7.3 Quorums: One-third (1/3) of the voting members of the Board will constitute a quorum for the transaction of business at any meeting thereof. Action of the Board must be authorized by the affirmative vote of a majority of all voting members present at a meeting at which a quorum is present.

§ 7.4 Participatiou in Meetings: Each member, other than an advisory member or a Youth Council member who has no vote as set forth in Section 5.2 shall be entitled to one (1) vote on any matter properly submitted for a vote to the Board. The affirmative vote of a majority of the members present at a meeting, at which a quorum is present, shall be the act of the Board, except as may otherwise be specifically provided by law, by the Charter, or by these By-Laws. Members of the Board absent from any meeting shall be permitted to vote at such a meeting by written proxies. The members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The members shall be promptly furnished a copy of the minutes of the meetings of the Board.

§ 7.5 Opeu Meeting Requirement; All meetings and actions of the Board must comply with the Tennessee Open Meeting Act, Tenn. Code Ann. 8-44-101 *et seq.*

§ 7.6 Presumption of Assent: A member of the Board who is present at a meeting of the Board at which action on any Board 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 or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

§ 7.7 Expenses and Compensation: No member shall be entitled to receive compensation for services rendered to the Board, as a member of the Board or as a member of any committee thereof. However, upon prior approval by the Board, a member may be paid for reasonable expenses incurred by the member, which directly related to the affairs of the Board upon proper substantiation of such expenses. No such payments shall preclude any member from serving the Board in any other capacity and receiving compensation therefore.

§ 7.8 Vote by Proxy: Any member of the Board may proxy to another sitting board member by completing and filing the Member Proxy Form. Duly executed proxies

must be filed with the Board Chairperson prior to the commencement of the board meeting in which the board member is to be absent. The board member accepting such proxy must be in good standing with the Board. Such proxies shall be considered valid votes in matters considered by the Board, and shall constitute member participation in absentia.

ARTICLE VIII

BOARD COMMITTEES

§ **8.1 Committees:** The board shall have an Executive Committee. The Chairperson shall establish, in consultation with the Executive Committee, standing Committees for those functions of the Board which are of an ongoing nature and ad hoc committee(s) for those specific functions determined to be of a temporary nature. The names, functions, and terms of the said committees shall be memorialized in the minutes of the Executive Committee and Board Meetings in which the establishment action of the Chairperson is recorded.

§ **8.2 Executive Committee:** The Executive Committee shall be composed of the Chairperson, the First Vice-Chairperson, the Second Vice-Chairperson, Secretary, standing committee chairperson (s), chairperson of the Youth Council, and any other such members as jointly agreed upon by the elected officers of the Board.

The Executive Committee shall have supervision of the affairs of the Board between its business meetings; make recommendations to the Board, and such other duties as are specified in these By-laws. The Executive Committee shall be subject to the order of the Board, and none of its acts shall conflict with these by-laws or stated policies of the Board. The Board Chairperson will serve as the Chair of the Executive Committee.

§ **8.3 Ad Hoc Committees:** When deemed necessary or appropriate the chairperson of the Board shall have the authority to appoint Temporary Committees, including the chairperson of the temporary committee, for the purpose of special projects.

ARTICLE IX

YOUTH COUNCIL

§ **9.1 Appointment of a Youth Council:** The Board by resolution adopted by a majority of its voting members and in cooperation with the chief elected officials within LWIA may designate as a subgroup three (3) or more members to constitute a Youth Council. Each member of the Youth Council shall be appointed to serve by the Board chairperson. The designation of the Youth Council and the delegation of authority thereto shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law. The membership of the Youth Council shall include:

- a) members of the Board described in subparagraphs (a) through (g) of §5.1 with special interest or expertise in youth policy;
- b) representatives of youth service agencies, including juvenile justice and local

law enforcement agencies;

- c) representatives of local housing authorities;
- d) parents of eligible youth seeking assistance under this subtitle;
- e) individuals, including former participants, and representatives of organizations, that have experience relating to youth activities;
- f) representatives of the Job Corps, as appropriate; and
- g) may include such other individuals as the Chairperson of the Board in cooperation with the chief elected officials, determines to be appropriate.

§ 9.2 Authority of the Youth Council: The Youth Council's duties and authority shall include:

- a) developing the portions of the local plan relating to eligible youth, as determined by the Chairperson of the Board;
- b) subject to the approval of the Board, recommending eligible providers of youth activities to be awarded grants or contracts on a competitive basis to carry out youth activities, and conducting oversight with respect to the eligible providers of youth activities in the LW1A;
- c) coordinating youth activities authorized hereunder; and
- d) any and all other duties determined to be appropriate by the Chairperson of the Board. Members of the Youth Council who are not members of the Board shall be voting members of the Youth Council but nonvoting members of the Board.

§ 9.3 Meetings of the Youth Council: Regular meetings of the Youth Council may be held at such time and place as the Youth Council may fix by resolution. Special meetings of the Youth Council may be called by any member upon a concurrence of a majority of the members of the Youth Council upon not less than five (5) business days' notice prior thereto. The notices provided for in this section shall state the place, date, and hour of the meeting, and the business proposed to be transacted at the meeting. Only business stated in the notice may be considered at a special meeting.

§ 9.4 Youth Council Quorum: One-third (1/3) of the voting members of the Youth Council shall constitute a quorum for the transaction of business at any meeting thereof. Action of the Youth Council must be authorized by the affirmative vote of a majority of all voting members present at a meeting at which a quorum is present.

§ 9.5 Open Meetings: All meetings and actions of the Youth Council must comply with the Tennessee Open Meeting Act, Tenn. Code Ann. 8-44-101 et seq.

§ 9.6 Youth Council Procedure: The Youth Council shall fix its own rules of procedure, provided such rules are not inconsistent with these by-laws. The Youth Council shall keep regular minutes of its proceedings and report its proceedings to the Board, for its information, at the next scheduled regular meeting of the Board.

§ 9.7 Youth Council Vacancies, Removal and Resignation: A vacancy in the Youth Council may be filled by, an appointment to serve, by the Board chairperson. Any member of the Youth Council may be removed at any time with or without cause by resolution adopted by a majority of the voting members of the Board in cooperation with the chief elected officials within LWIA. Any member of the Youth Council may resign from the Youth Council at any time by giving written notice to the Chairperson of the Board, and shall become effective upon the date specified in such notice, or if no date is specified, upon receipt of the resignation by the Board.

ARTICLE X AMENDMENT OF THE BY LAWS

§ 10.1 Amendment of By-Laws: These By-Laws may be altered, amended, or repealed, upon the affirmative two-thirds (2/3) vote of the voting members of the Board at any regular meeting at which a quorum is present, provided that the amendment has been submitted to the voting members of the Board in writing two weeks prior to the meeting at which the vote on the amendment(s) is to be taken.

ARTICLE XI CONFLICT OF INTEREST

§ 11.1 Conflict of Interest: A conflict of interest transaction is a transaction with or by the Board in which a member or officer of the Board has a direct or indirect interest. No member shall participate in the selection, award or administration of a contract if a real or apparent conflict of interest would be involved. Such a conflict would arise when the member or any member of his or her immediate family, his or her partner, or an organization in which the member has a financial or other interest in the entity selected for an award. In such matter, a member should acknowledge the potential conflict of interest and must abstain from voting in the award of a contract. Further, each member of the Board must sign a Conflict of Interest Statement which must be up-dated whenever a change in circumstance may occur.

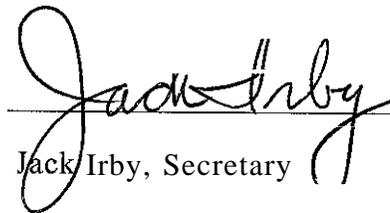
ARTICLE XII

RULES OF ORDER

§ 12.1 **Rules of Order:** Board will adhere to Robert's Rules of Order; Revised. In the Event any provision of these By-Laws conflict with Robert's Rules of Order; Revised, the provisions of these By-Laws shall govern.

APPROVED;

 May 20, 2008
Nancy Eisenbrandt, Chairperson

 May 20, 2008
Jack Irby, Secretary