

Southwest Arkansas Workforce Development Board Workforce Innovation and Opportunity Act (WIOA)

BY-LAWS (Revised 5/19/2021, 6/13/2023)

Article 1: Legal Authority

Section 1: Authority

The Southwest Arkansas Workforce Development Board, hereinafter referred to as Board, is organized under the provisions of the Arkansas Annotated Code 15-4-3709, United States Public Law 113-128, Workforce Innovation and Opportunity Act of 2014, and the rules and regulations established under these statutes by this Board.

Section 2: Structure

Membership in this organization shall be established by the Chief Elected Officials, hereinafter referred to as CEO's, of Southwest Arkansas, consistent with the Arkansas Annotated Code 15-4-3709.

1. A majority of the members of the Board shall be representatives of business in the local area, who;
 - a. Are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
 - b. Represent businesses, including small businesses, or organizations representing businesses described in this clause, that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area; and
 - c. Are appointed from among individuals nominated by local business organizations and business trade associations.

2. Not less than 20 percent of the members of the Board shall be representatives of the workforce within the local area, who;
 - a. Shall include representatives of labor organizations (for a local area in which employees are represented by labor organizations), who have been nominated by local labor federations, or (for a local area in which no employees are represented by such organizations) other representatives of employees;
 - b. Shall include a representative, who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists;
 - c. May include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and

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- d. May include representatives of organizations that have demonstrated experience and expertise in H.R. 803-33 addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.
3. The Board shall include representatives of entities administering education and training activities in the local area, who;
 - a. Shall include a representative of eligible providers administering adult education and literacy activities under Title II;
 - b. Shall include a representative of institutions of higher education providing workforce investment activities (including community colleges);
 - c. May include representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment;
4. The Board shall include representatives of economic and community development entities serving the local area, who;
 - a. Shall include a representative of economic and community development entities;
 - b. Shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area;
 - c. Shall include an appropriate representative of the programs carried out under Title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741), serving the local area;
 - d. May include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance, and;
 - e. May include representatives of philanthropic organizations serving the local area.
5. The Board may include such other individuals or representatives of entities as the CEO's may determine to be appropriate.
6. If a Board member's category changes and the majority of the Board's membership remains 51% in the business category, then the member may continue to serve on the Board. If the Board member's category change causes the business majority to drop below 51%, he/she must resign from the Board. A member who singularly represents a statutory category and moves from eligible representation of that category, membership will automatically terminate.

Section 3: Nominations

1. When nominating an individual to serve on the Board, all nominating organizations shall complete and submit the Workforce Development Board Member Appointment Form to a local CEO for Board member selection and appointment. The local CEO will review the Member Appointment Form and accompanying documentation to select and appoint Board Member(s).

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2. Documentation supporting the qualifications of the nominee(s) shall accompany the Member Nomination Form. Such documentation may be in the form of a curriculum vitae, resume, or work history. Documentation shall contain detailed information that clearly explains how the nominee is qualified to represent the respective category on the Board. Nominations for all Board categories shall include:
 - a. Name, address, county, phone and email of the organization or business the nominee represents;
 - b. Nominee's position in the organization or business;
 - c. Size of the organization or business by total number of employees

Nominee documentation shall be kept on file by the Board Staff and be made available for review during monitoring.

3. After nominating organizations submit their nomination(s) and the CEO's make the Board appointments, the Board Staff shall complete and forward the Workforce Development Board Certification form to the Arkansas Division of Workforce Services (ADWS).

Section 4: Appointments

1. The Arkansas Government Code, AR Act 906, requires that Board members be selected and appointed by the CEO. ADWS will only accept appointments that include a Workforce Development Board Certification form signed by the CEO. The CEO shall indicate the official beginning date of the new appointment on the Workforce Development Board Certification form.

Section 5: Term of Appointments

1. The initially appointed members of the Board shall draw lots to determine service terms as follows:
 - a. One-third shall be appointed for a term of two years
 - b. One-third shall be appointed for a term of three years
 - c. One-third shall be appointed for a term of four years.
 - d. As each initial appointment term expires, all appointments/re-appointments made by the CEO will be for four (4) years.
 - e. If a board vacancy occurs, the new Board member will complete the term of the member being replaced.

Section 6: Reappointments

1. CEO's are responsible for all reappointments. A new Board Member Nomination form is required for all reappointments from appropriate nominating organizations, along with the current curriculum vitae, resume, or work history, and the Conflict of Interest Statement.

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2. The CEO's shall process reappointments within 60 calendar days from the effective date of the term expiration. During the 60 calendar-day period, the Board will be able to legally act as a Board and conduct business. If the CEO's fail to reappoint a Board member in a required category within 60 calendar days, the Board will be out of compliance with its membership composition, and any business conducted may not be considered legal. The CEO's shall indicate the official beginning date of the reappointment and the official term expiration date, using the Workforce Development Board Certification form.
3. After the CEO's submit all necessary documentation and ADWS deems it in accordance with the above process and consistent with state law, the Board's organizational plan and bylaws, and applicable policies, ADWS will notify the CEO's of appointment certification(s).

Section 7: Attendance

1. In order to ensure broad representation and a quorum, all board members have a responsibility to attend all regular or special meetings of the board. Members are strongly encouraged to attend Board meetings in person; however, there may be circumstances in which remote participation is necessary. In an effort to support members' ability to fully engage in Board activities, members will be allowed to participate remotely when that option is available.
2. A board member shall be subject to removal from the board in the event the Board member fails to present a satisfactory excuse for the absence approved by the Board Chair. Unexcused absences from three (3) successive regular meetings, without attending any intermediary called special meetings, shall constitute sufficient cause for removal. The executive committee may waive forfeiture of office in extreme cases that are beyond the control of the board member.

*Arkansas Code Annotated § 25-16-804 (a)(1) **Good Cause includes:***

- a. Conduct constituting a criminal offense involving moral turpitude;
 - b. Gross dereliction of duty;
 - c. Gross abuse of authority; or
 - d. The unexcused absence of a board or commission member from (3) successive regular meetings without attending any intermediary called special meetings.
3. A board member may designate a voting individual (proxy) if Board member is unable to attend the meeting. The designation shall be in writing and shall be received by the Board Staff prior to the meeting. The proxy must have the same expertise and represent the same category and company or entity of the Board member. Board members may not give their proxies to another board member. In the absence of a proxy, the individual member may request an excused absence for cause.
 4. Removal of board members shall be in accordance with the following procedures:
 - a. Within (30) days after each regular board meeting, the Director of the board shall notify, in writing, the CEO of any member who has been absent from three (3) successive regular meetings, without attending any intermediary called special meetings. The Director's notice

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- to the CEO shall include a copy of all meeting notices and attendance records for the past year.
- b. Within sixty (60) days after receiving the notice and supporting documentation from the Director, the Governor shall notify, in writing, the board member of his intent to remove the member for cause.
 - c. Within twenty (20) days of the date of the CEO's notice, the member may request an excused absence as provided by this section or may file within the CEO's office notice that the member disputes the attendance records and the reasons thereby.
 - d. The CEO shall grant an excuse for illness of the member when verified by a written sworn statement by the attending physician, or other proper excuse as determined by the CEO.
 - e. After twenty (20) days of the date of the CEO's notice, if no rebuttal is received or other adequate documentation submitted, the member may be removed in accordance with the provisions set forth.

Section 8: Vacancies

1. If a Board member vacancy occurs because of resignation, termination, excessive unexcused absences or any other reason, the Board Staff shall provide notice to the CEO's. Such notice shall include:
 - a. Name of Board member;
 - b. The category represented, and;
 - c. The effective date of the resignation, termination, or other event causing the vacancy.

The original letter or documentation of other official action shall be maintained at the Board level.

2. The CEO's shall fill a vacancy in a required category in the same manner as the original nomination and appointment, within the 60 calendar days from the effective date of the resignation, termination, or other event causing a vacancy. During the 60-day period, the Board will be able to act as a body and conduct business. Any action taken by the Board with a vacancy in a required category beyond such 60-day period shall be void.
3. If the CEO's fail to fill a vacancy in a required category within 60 calendar days of the effective date of the vacancy, and remains in noncompliance with this section beyond that time, ADWS may impose sanctions to include withholding of administrative funds from the Board, until the Board achieves compliance.

The following is the process ADWS will conduct if the vacancy or term expiration exceeds the 60-day requirement:

- a. The CEO's, Board Chair, and Board Staff will receive a notice of noncompliance and will be informed that corrective action shall be taken by the CEO's with 30 calendar days from the receipt of the notice.

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- b. If corrective action is not taken, the CEO's, Board Chair, and Board Staff will receive a second notice of noncompliance requiring them to take corrective action within 30 calendar days from the receipt of the notice. They will be informed that failure to take the required action stipulated in the second notice could result in a referral for possible sanctions.
- c. If corrective action still is not taken, the CEO's, Board Chair, and Board Staff will receive a third notice informing them that the matter has been referred to the ADWS Director with a recommendation to withhold the Board's administrative funds.
- d. If sanctions are imposed on the board, ADWS will notice the CEO's, Board Chair, and Board Staff of such action(s).

Article 2: Officers

Section 1: Chair

Members of the Board shall elect a Chair on an annual basis. The Chair must be a representative of business. The chair shall be elected by a majority vote of those present of the Board. The Chair shall preside at all meetings of the Board and Executive Committee and shall have such other duties, powers, and responsibilities as are assigned by the Chair, the Board, or these by-laws.

Section 2: Vice-Chair

Members of the Board shall elect a Vice-Chair on an annual basis. The Vice-Chair must be a representative of business. The Vice-Chair shall be elected by a majority vote of those present of the Board. The Vice-Chair shall assume the role of acting Chair at meetings when the Chair is unavailable to attend. In the event the Chair is unable to complete the term of office, the Vice-Chair shall become Chair.

Section 3: Line of Succession

In the event that neither the Chair nor Vice-Chair are available to preside at all meetings of the Board and Executive Committee, the line of succession is as follows:

1. One-Stop Committee Chair
2. Youth Committee Chair
3. Disability Committee Chair

Article 3: Powers and Functions

Section 1: Powers and Functions

The Board shall have specific responsibilities as provided in A.C.A. 15-4-3711. The Board also shall have any other responsibilities identified in Public Law 113-128 or assigned by the State Board or the CEO's. The Board shall actively participate in convening the workforce development system's stakeholders, brokering relationships with a diverse range of employers, and leveraging support for workforce development activities. Examples include but are not limited to attending board meetings, participating in workforce development activities in their respective areas such as job fairs and youth events, serving

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on board committees, promoting the one-stop centers, engaging with their local business services team, serving as training sites or other opportunities deemed appropriate for workforce development.

Article 4: Meetings

Section 1: Regular Meetings

The Board shall meet at least quarterly at such time and location as the Chair may select. The Executive Committee shall meet as needed between the quarterly board meetings. The other Standing Committees shall meet at least two (2) times each program year, unless the respective Chair decides there is a need to meet more frequently.

Section 2: Special Meetings

Special or emergency meetings of the Board can be called at any time or for any reason by the Chair, Vice-Chair, or other Executive Committee members. News media shall be provided at least two (2) hours' notice in accordance with the Freedom of Information Act. All members shall be notified prior to special-called meetings. A majority of the Executive Committee must be present for business to be conducted.

Section 3: Notice of Meetings

All board members will be notified of all meetings via mail, fax, phone or email. Notice of all regularly scheduled and special meetings of the Board shall be published in area news media sufficient to give notice to the public that such a meeting is to be conducted. Open meeting rules shall be adhered to when publishing notices.

Section 4: Agenda

The Agenda shall be prepared by the Chair or Board Staff to reflect the principal business of the Board. Any member may request that an item be added to the agenda, in writing, five (5) days prior to the scheduled meeting date.

Section 5: Quorum

A quorum of the Board shall be a majority of the members. Once the quorum has been established, it shall be constituted for the duration of the meeting. Proxies must come from the same organization or entity and category being represented.

Section 6: Voting

Each member shall have one vote. A board member may designate a proxy if member is unable to attend the meeting. The designation shall be in writing and shall be received by the Board Staff prior to the meeting.

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No member of the Board may vote on any item on the agenda if that member, or the company or agency represented by the member, will benefit from the passage or failure of the item. This is to ensure there is no real or perceived conflict of interest in the use of WIOA or other funds under the control of the Board or CEO's. All Board members must complete a Conflict-of-Interest Statement annually.

Board member proxies are required to comply with the proxy requirements of 20 CFR 679.110(d) regarding their possession of optimum policy-making authority and their having demonstrated experience and expertise.

Section 7: Conference Calls

The Board and its standing committees are authorized to conduct business by conference calls when it is deemed necessary by the Board Chair or the responsible committee. Such meeting will meet the quorum requirements of the Board or its committees.

Section 8: Ballot

The Board and its standing committees are authorized to conduct business by ballot. Ballots may be returned by email, fax, mail, or documented telephone conversation by the Board staff. There must be a majority Board or committee member approval/denial on any issues on a ballot vote.

Mail-in ballots must be signed, retained, and made available to the public according to the Freedom of Information Act (FOIA). When a voter casts a mail-in ballot, they are required to sign the ballot envelope to verify their identity and to indicate that they are the one who filled out the ballot. Once the ballot is received, it will be retained by the Board staff. Under FOIA, members of the public may be entitled to request access to certain records related to a meeting, including mail-in ballots.

Section 9: Parliamentary Authority

The rules of parliamentary procedures in Robert's Rules of Order, Newly Revised shall govern all proceedings of the Board and all committees. In the case of conflict between Robert's rules and these by-laws, or between Robert's rules and a special rule adopted by the Board, the by-laws or special rule shall prevail.

Article 5: Committees

Section 1: Enumeration and Selection

There shall be four (4) Standing committees of the Board, or other committees as the Board Chair may determine necessary or appropriate. Unless otherwise specified, the Chair shall appoint Committee members and their chairpersons. The standing committees are as follows; Executive Committee, One-Stop Committee, Youth Committee, and Disability Committee.

Section 2: Executive Committee

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The Executive Committee shall be comprised of the Chair, Vice-Chair, the Chairpersons of the other three standing committees, and anyone else appointed by the Board Chair.

1. The Executive Committee shall have the authority of the Board to act during the interim between full board meetings as outlined below:
 - a. The Executive Committee will have a majority on any issues that will require Board approval at a later date.
 - b. The Executive Committee will not authorize funding or changes in funding of any proposal or contract.
 - c. All actions of the Executive Committee will be reported to the next convening board meeting for ratification.
 - d. When necessary, the Executive Committee will recommend to the chairpersons of the Board's committees any work to be done for reporting to the next meeting of the Board.
 - e. The Executive Committee may conduct business by conference call or any electronic means necessary, if required and appropriate public notice has been provided regarding such action.
2. The Executive Committee will review all areas of compliance regarding WIOA. The committee will be provided all Monitoring Reports and will provide input to the One-Stop Operator/Program Provider to help identify and correct areas of deficiency as needed.
3. The Board Chair shall act as the Executive Committee Chair and shall exercise the power of vote on the Executive Committee only as required to constitute a quorum or break a tie vote.
4. The Board Chair shall refer to the Executive Committee such business, which in the Board Chair's judgement may require action or approval of the Board. All actions of the Executive Committee shall be reported to the Board at its next meeting following such action, and such reports shall become part of the minutes of that meeting.
5. Board Chair shall call meetings of the Executive Committee in such a place as the Board Chair may designate.

Section 3: One Stop Committee

The One-Stop Committee will provide information and assist with operational and other issues relating to the one-stop delivery system, including performance. The One Stop Committee will receive regular financial reports including the IFA and the costs of the One-Stop centers. The committee will also provide input regarding budgeting/spending goals.

Section 4: Youth Committee

The Youth Committee will provide information and assist with planning, operational, and other issues relating to the provision of services to youth, which shall include community-based organizations with a demonstrated record of success in serving eligible youth.

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Section 5: Disability Committee

The Disability Committee will provide information and assist with operational and other issues relating to the provision of service to individuals with disabilities, including issues relating to compliance with section 188, if applicable, and application provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.) regarding providing programmatic and physical access to the services, programs, and activities of the one-stop delivery system, as well as appropriate training for staff on providing supports for or accommodations to, and finding employment opportunities for, individuals with disabilities.

Section 6: Ad Hoc Committees:

When deemed necessary, the Board Chair may appoint ad hoc committees to carry out a limited function for a short period of time.

Article 6: Travel Expense

Section 1: Reimbursement

A board member may be reimbursed for travel cost for attending committee or board meetings and when traveling as a representative of the Board to special meetings and/or conferences, unless otherwise provided by member's business/agency. Travel costs will be reimbursed per the current federal travel regulations approved by the Fiscal Agent/Administrative Entity.

Article 7: Conflict of Interest

Section 1: Conflict of Interest

Board members shall avoid both conflict of interest and the appearance of conflict of interest when conducting Board business. A potential conflict of interest exists if a Board member takes any action that would be to their private financial gain or loss, or to that of the family member or employer.

If a potential conflict of interest arises, the affected Board member must give notice before taking action. Such disclosure of potential conflict of interest including the source of conflict will be made part of the minutes of the meeting. The affected Board member must refrain from any discussion or voting on that issue.

Article 8: Nepotism

Section 1: Nepotism

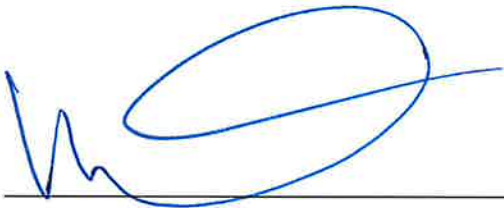
Board members shall not engage in the practice of nepotism. No member from the family of a Board member, grant sub-recipient employee family member, or Governing Board family member may contract with the Board. (No termination of employees shall occur for persons employed under a previous policy.) If Federal and/or State statutes, regulation, affirmative action and equal employment opportunity plans allow for the waiver of this restriction, the Board may choose to concur and waive this

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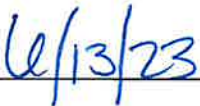
restriction on a case-by-case basis upon the formal authorization of the Board enacted by a two-thirds majority vote. For purposes of this section, the term family applies to: wife, husband, son, daughter, mother, father, grandfather, grandmother, grandchild, brother, brother-in-law, sister, sister-in-law, son-in-law, daughter-in-law, mother-in-law, aunt, uncle, niece, nephew, stepparent, and stepchild. Notwithstanding other Federal or State restrictions, this section in no way prohibits a program eligible family member of a Board member, grant sub-recipient employee family member or Governing Board family member from participating in program services funded by WIOA or partner programs or other funds under the control of the Board and CEO's.

Article 9: Amendments

These by-laws may be amended by a two-thirds vote of the members present, after a formal motion is made.



Whitney Peterson, SWAWDB Chair



Date