

# SOUTHWEST ARKANSAS WORKFORCE DEVELOPMENT BOARD BY-LAWS

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## Article I: Legal Authority

### **Section 1: Authority**

The Southwest Arkansas Workforce Development Board is organized under the provisions of 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 the Arkansas Workforce Development Board.

### **Section 2: Structure**

Membership in this organization shall be established by the Chief Elected Officials of Southwest Arkansas, consistent with Arkansas Annotated Code 15-4-3709.

1. A majority of the members of each local board shall be representatives of business in the local area, who –
  - (i) are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
  - (ii) 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
  - (iii) are appointed from among individuals nominated by local business organizations and business trade associations;
  
2. Not less than 20 percent of the members of each local board shall be representatives of the workforce within the local area, who –
  - (i) 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;
  - (ii) 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;
  - (iii) 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
- (iv) 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. Each local board shall include representatives of entities administering education and training activities in the local area, who –
- (i) shall include a representative of eligible providers administering adult education and literacy activities under title II;
  - (ii) shall include a representative of institutions of higher education providing workforce investment activities (including community colleges);
  - (iii) 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. Each local board shall include representatives of governmental and economic and community development entities serving the local area, who
- (i) shall include a representative of economic and community development entities;
  - (ii) 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;
  - (iii) 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
  - (iv) may include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and
  - (v) may include representatives of philanthropic organizations serving the local area; and
5. Each local board may include such other individuals or representatives of entities as the chief elected official in the local area may determine to be appropriate.

When a Board member's category changes and the majority of the Board's membership remains 51% in business/industry categories, such member may continue to serve on the Board; however, if that member's category change causes the business/industry majority to drop below 51%, she/he will be expected to resign from the Board; furthermore, for a member who singularly represents a statutory category and moves from eligible representation of that category, membership will automatically terminate.

### ***Section 3: Term of Appointment***

The initially appointed members of the Southwest Arkansas Workforce Development Board shall draw lots to determine service terms as follows:

1. One-third shall be appointed for a term of two years.
2. One-third shall be appointed for a term of three years.
3. One-third shall be appointed for a term of four years.
4. As each initial appointment term expires, all appointments/re-appointments made by the CEO will be for four (4) years.

#### **Section 4: Attendance**

1. Attendance required: 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. A board member may designate a voting individual to represent him/her if he/she is unable to attend the meeting. The designation shall be in writing, and shall be received by the Chairperson prior to the meeting. In the absence of a voting designee, the individual member may request an excused absence for cause.
2. Excessive absences: A board member shall be subject to removal from the board in the event the member fails to present a satisfactory excuse for the absence. 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.
  - a. Vacancies resulting from resignations or removal of mandatory members must be filled within 60 days.

### **Article II: Officers**

#### **Section 1: Chairperson**

Members of the Southwest Arkansas Workforce Development Board shall elect a Chairperson on an annual basis. The Chairperson must be a representative of the private sector. The chairperson shall be elected by a majority vote of those present of the Board.

The Chairperson 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 Chairperson, the board, or these by-laws.

#### **Section 2: Vice-Chairperson**

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

## **Article III: Powers and Functions**

### **Section 1: Powers and Functions**

The Southwest Arkansas Workforce Development Board shall have specific responsibilities as provided in A.C.A. 15-4-3711. The Southwest Arkansas Workforce Development Board also shall have any other responsibilities identified in Public Law 113-128, or assigned by the State Board or the CEO's.

## **Article IV: Meetings**

### **Section 1: Regular Meetings**

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

### **Section 2: Special Meetings**

Special or emergency meetings of the Southwest Arkansas Workforce Development Board can be called at any time or for any reason by the Chairperson, Vice Chairperson, or other Executive Committee members, as long as the news media is 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 Southwest Arkansas Workforce Development 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 Chairperson or board staff to reflect the principal business of the Southwest Arkansas Workforce Development 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 Southwest Arkansas Workforce Development 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 group as being represented.

## **Section 6: *Voting***

Each member shall have one vote. A board member may designate a voting individual to represent him/her if he/she is unable to attend the meeting. The designation shall be in writing, and shall be received by the Chairperson prior to the meeting. No member of the Southwest Arkansas Workforce Development 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 Southwest Arkansas Workforce Development Board or Chief Elected Officials (CEO's). All Southwest Arkansas Workforce Development Board members must complete a conflict of interest disclosure statement.

## **Section 7: *Conference Calls***

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

## **Section 8: *Ballot***

The Southwest Arkansas Workforce Development 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 Southwest Arkansas Workforce Development Board or committee member approval/denial on any issues on a ballot vote.

## **Section 9: *Parliamentary Authority:***

The rules of parliamentary proactive in Robert's Rules of Order, Newly Revised shall govern all proceedings of the Southwest Arkansas Workforce Development 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 V: *Committees***

### **Section 1: *Enumeration and Selection***

There shall be four (4) Standing committees of the Southwest Arkansas Workforce Development Board, or other committees as the Southwest Arkansas Workforce Development Board Chair may determine necessary or appropriate. Unless otherwise specified, the Southwest Arkansas Workforce Development Board 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***

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

1. The Executive Committee shall have the authority of the Southwest Arkansas Workforce Development Board to act during the interim between full board the conditions 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 Southwest Arkansas Workforce Development Board's committees any work to be done for reporting to the next meeting of the Southwest Arkansas Workforce Development 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 Southwest Arkansas Workforce Development 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 Southwest Arkansas Workforce Development Board Chair shall refer to the Executive Committee such business, which in the Southwest Arkansas Workforce Development Board Chair's judgement may require action or approval of the Southwest Arkansas Workforce Development Board. All Actions of the Executive Committee shall be reported to the Southwest Arkansas Workforce Development Board at its next meeting following such action, and such reports shall become part of the minutes of that meeting.
5. The Southwest Arkansas Workforce Development Board Chair shall call meetings of the Executive Committee in such a place as the 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 or any other financial information that is requested from the One-Stop Operator/Program Provider. 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.

### **Section 5: *Disability Committee***

The Disability Services 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 Chairperson of the Southwest Arkansas Workforce Development Board may appoint ad hoc committees to carry out a limited function for a short period of time.

## **Article VI: *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 Southwest Arkansas Workforce Development 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 VII: *Conflict of Interest***

### **Section 1: *Conflict of Interest***

Southwest Arkansas Workforce Development 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 Southwest Arkansas Workforce Development 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 VIII: 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 Southwest Arkansas Workforce Development 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 restriction on a case-by-case basis upon the formal authorization of the full 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 Southwest Arkansas Workforce Development Board and CEO's.

**Article IX: Amendments**

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

  
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Becky Ives, SWAWDB Chairperson

  
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Date