

**BY-LAWS**  
*of the*  
**WESTERN MARYLAND WORKFORCE DEVELOPMENT**  
**AREA WORKFORCE DEVELOPMENT BOARD**

**ARTICLE I**

**Organization Name**

- 1.01 The name of this organization is the Western-Maryland Workforce Development Board (WDB), the members of which have been appointed pursuant to the Agreement between the Maryland Board of Commissioners of Allegany County, Garrett County and Washington County Maryland (the "Consortium Agreement").

**ARTICLE II**

**Authorization**

- 2.01 The formation of this Workforce Development Board is authorized by Sec. 107 of the Workforce Innovation and Opportunity Act, and is subject to the provisions of the Act.

**ARTICLE III**

**Membership**

- 3.01 Effective July 1, 2015 the governor approved our request for re-designation as a local workforce development area pursuant to the Workforce Innovation and Opportunity Act of 2014 (WIOA)(PL 113-128).
- 3.02 The Workforce Innovation and Opportunity Act mandates that members of a Workforce Development Board be appointed to represent those segments defined in Sec. 107(b)(2) of the Workforce Innovation and Opportunity Act. Membership shall include, but not be limited to representatives of local area businesses (51%), representatives of labor organizations, community-based organizations, adult education/literacy entities, post-secondary education institutions, economic development agencies and Wagner Peysner.
- 3.03 A majority of the members shall be representatives of business including owners of businesses, chief executives, or chief operating officers with optimum policymaking or hiring authority. The businesses represented shall be an appropriate mix of small, medium, and large employers that reflect employment opportunities of the local area. **(Attachment A)**

- 3.04 Appointments to the WDB shall be made in accordance with the provisions of the Workforce Innovation and Opportunity Act, Sec. 107(c)(1).
- A. Representatives of business shall be appointed for up to a three-year term and are eligible for one consecutive re-appointment. Terms shall be staggered.
  - B. One-Stop Partners and standing organizational members shall be appointed initially by the Executive Council. Since representation of these organizations may be required by federal law, said representatives shall not be subject to the same reappointment process as for representatives of business. Representatives shall continue to serve until such time as they request replacement or have been removed from membership for cause. A vacant slot shall be filled by a representative of the same category, upon the recommendation of the WDB to the Executive Council for appointment. An alternative/substitute designee may be temporarily approved to serve on the board *without voting rights*, by the WDB Executive Committee until formal appointment is made by the respective Executive Council
  - C. Appointments made by each County constitute the voting membership of the WDB, and each voting member shall have one vote. The WDB, in general, and each county, specifically, shall to the extent possible have balanced representation.
- 3.05 In the event of a vacancy, new members shall be appointed by the same method and in the same categories of membership as the representative being replaced.
- 3.06 Members are expected to attend full board meetings and actively participate on at least one sub-committee. A member may be removed for not meeting the expectations and responsibilities of membership, which includes missing three WDB or sub-committee meetings without sending a representative. The executive committee may recommend the removal of a member from membership and may recommend for appointment a successor. Final approval of the vote to remove any member and recommendation of a replacement will be made by the respective local elected officials.
- 3.07 The members of the WDB, as volunteers, shall be entitled to no compensation for services.
- 3.08 WDB members are prohibited from soliciting and/or accepting gratuities, favors, or anything of monetary value from suppliers of goods and/or services based on their position as a WDB member.
- 3.09 WDB members are required to sign a Conflict of Interest Policy which shall be maintained as a matter of record. **(Attachment B)**
- 4.00 WDB will notify the Executive Council of board vacancies and subsequent new appointments.

## **ARTICLE IV**

### ***Purpose and Functions***

- 4.01 In partnership with the Executive Council for the local area involved, develop a comprehensive local plan, or a regional plan if part of a planning region, to implement WIOA., under signature of the chief local elected officials; recommend amendments to the plan, as appropriate, subject to the approval by the Department of Labor, Licensing and Regulation and the chief local elected officials.
- 4.02 Conduct program oversight, which includes developing MOUs with required One-Stop partners.
- 4.03 Select One-Stop Operator(s) with the agreement of the chief local elected officials.
- 4.04 Appoint a youth standing committee, in accordance with Section 107(b)(4)(A)(ii) of WIOA. A youth standing 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.
- 4.05 Select eligible youth service providers, based on the results of each jurisdiction's procurement process.
- 4.06 May negotiate local performance measures.
- 4.07 Conduct workforce research and regional labor market analysis. Lead efforts to engage with a diverse range of employers and entities in the region to promote business representation; to develop effective linkages with employers to support utilization of the workforce system; to ensure that workforce investment activities meet the needs of employers and support economic growth in the region through enhanced communication, coordination, and collaboration amongst employers, economic development entities, and service providers. Implement proven or promising strategies for meeting the employment and skill needs of workers and employers (such as establishment of industry/sector partnerships).
- 4.08 Career pathways development – lead efforts, with representatives of secondary and postsecondary education programs, in the local area to develop and implement career pathways within the local area.
- 4.09 Lead efforts in local area to identify, promote, disseminate proven and promising strategies and initiatives to meet the needs of employers and workers with disabilities.
- 4.10 Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers and jobseekers and accessibility for individuals with disabilities.

## ARTICLE 5

### **Meeting Schedule and Structure**

- 5.01 The WDB shall conduct business in an open manner, as required by WIOA section 117(e).
- 5.02 Special meetings may be called at any time by the chairperson or by vote of a majority of the WDB members. When it is impossible to ensure a quorum at a special meeting, or when time is of the essence, a poll of WDB members may be conducted by the chairperson or designee, who shall act in accordance with the wishes of the voting majority.
- 5.03 As provided in Sections 5.01 and 5.02, notice of the location, date and time of each meeting shall be provided to each member in advance of each meeting, except in the event of a special meeting when a week's notice is not possible. This information will also be posted on the WDB's website: [www.westernmarylandconsortium.org](http://www.westernmarylandconsortium.org).
- 5.04 Meetings shall be held at a designated date and time agreed upon by a majority of the members. The WDB shall meet at least four times per year.
- 5.05 If a voting member is unable to attend a scheduled meeting, the member may submit a vote by phone, mail, fax or e-mail.
- 5.06 At all meetings of the WDB, 51% of the voting membership of the WDB shall constitute a quorum for the transaction of business. If the board is incomplete, a simple majority vote will suffice to approve motions brought before the membership and carrying out business.
- If the meeting is a regular meeting, consistent with Section 5.01, and a quorum is not present, the attending WDB members may meet and may vote to pass a measure; however, the measure shall not be official until ratified by a simple majority of the full WDB voting membership.
- 5.07 Full participation at regularly scheduled full WDB meetings and assigned committee meetings is expected of all members.
- 5.08 Teleconference Option: Members may participate in one regular WDB meeting per year through teleconferencing or videoconferencing at the discretion of the executive committee to the extent such participation is allowable by state law and policy. Standing or ad-hoc committee meetings may be conducted through the use of various modes of technology. The board or committee chair has the option to conduct voice or video votes as long as the board members are in agreement and the public has access to the decision making process.

## ARTICLE 6

### Officers

- 6.01 The officers of the WDB shall be a Chairperson and Vice Chairperson, who shall be representatives of business organizations. Each county shall be represented in one of the officer positions at any given time.
- 6.02 Officers shall be elected by the members of the WDB and shall serve in that capacity until the expiration of their respective terms as members and until new officers are installed. In the event that an officer's position becomes vacant, elections for that position should be held at the next regular WDB meeting.
- 6.03 A term of office shall coincide with their respective appointment term. An officer can serve two consecutive terms if he/she is up for reappointment as a member of the WDB.
- 6.04 Before the conclusion of a term by an officer(s), the executive committee should submit a list of nominees to the full WDB for consideration. Nominations may also be accepted from any voting member, if duly seconded by another voting WDB member.
- 6.05 Any officer may be removed by a simple majority vote of the WDB, whenever it is judged that the best interest of the WDB would be served.
- 6.06 Vacancy in any office shall be filled by a vote of the WDB, following recommendations by the executive committee.
- 6.07 The Chairperson shall preside at all meetings of the WDB and may exercise such additional powers and duties as assigned by the WDB, or as required for the proper administration of WDB business. In addition, the Chairperson shall work closely with the WIOA Director and Title I staff to help promote the goals and objectives of the program.
- 6.08 At the Chairperson's request, or in the Chairperson's absence, the Vice-Chairperson shall perform all the Chairperson's duties. When so acting, the Vice-Chairperson shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. As with the Chairperson, the Vice-Chairperson shall work closely with the WIOA Director and Title I staff. In the absence of both Chairpersons, the WIOA Director shall perform all of the duties.

## **Committees**

7.01 The executive committee, established by the Chair, will have and may exercise the WDB's authority, except for election of officers or the adoption, repeal, or amendment of these by-laws. The executive committee shall be comprised of the WDB Chairperson, Vice-Chairperson, WIOA Director, and other appointed WDB members/staff as so named by the Chair.

Chairpersons of standing committees shall be selected from the voting membership of the WDB and shall be appointed by the Chairperson of the WDB. Nonmembers who have demonstrated experience and expertise may serve on standing committees as deemed appropriate.

7.02 The executive committee may establish additional committees as necessary. The Chairperson has the authority to establish ad-hoc committees or work groups as necessary.

## **ARTICLE VIII**

### **Sundry Provisions**

8.01 These by-laws may be amended or repealed, or new by-laws may be adopted, by 51% of the voting membership.

All proposed amendments shall be communicated in writing to the entire membership for review in advance of the vote.

8.02 Administrative support services shall be provided by the WIOA Director and designated staff, subject to available appropriations.

Minutes of WDB meetings shall be distributed to the membership on a timely basis or as requested by the Chairperson.

8.03 All meetings are conducted using accepted business procedures.

8.04 The WDB may develop and implement policies necessary for the effective operation of the organization and/or programs for which it assumes oversight responsibility, in so far as these policies are not inconsistent with the Workforce Innovation and Opportunity Act Regulations laws and regulations, the Department of Labor Licensing and Regulations policies, and Allegany, Garrett, and Washington County governments' requirements.

8.05 The local board shall conduct its business in open manner as required by WIOA sec 107(e), the Maryland Open Meeting Act and the Maryland Public Information Act, by making available to the public on a regular basis through electronic means and open meetings, information about the activities of the local board.

## **ARTICLE IX**

### **Amendments**

9.01 The WDB shall construct, revise and amend its own By-laws

9.02 These By-laws may be altered, amended or repealed and new By-laws adopted as approved by a two-thirds majority of the Board. Members of the WDB shall be given at least seven (7) days notice for such meetings at which amendments to the By-laws are to be proposed.

## ATTACHMENT A

### LOCAL BOARD MEMBERSHIP REQUIREMENTS

LWDB Members	Who May Satisfy The Requirement
<p>Representatives of Business (WIOA Section 107(b)(2)(A))</p>	<p>The majority of the members of the Local Board must be representatives of business in the local area. At a minimum, two members must represent small business as defined by the U.S. Small Business Administration. Business representatives serving on Local Boards may also serve on the State Board. Each business representative must meet the following criteria:</p> <ul style="list-style-type: none"> <li>• be an owner, chief executive officer, chief operating officer, or other individual with optimum policymaking or hiring authority;</li> <li>• provide employment opportunities in in-demand industry sectors or occupations, as those terms are defined in WIOA section 3(23); and provide high-quality, work-relevant training and development opportunities to its workforce or the workforce of others (in the case of organizations representing business as per WIOA Sec. 107(b)(2)(A)(ii); and</li> <li>• are appointed from among individuals nominated by local business organizations and business trade associations.</li> </ul>
<p>Representatives of Workforce (WIOA Section 107(b)(2)(B))</p>	<p>Not less than 20 percent of the members of the Local Board must be workforce representatives. These representatives:</p> <ul style="list-style-type: none"> <li>• must include two or more representatives of labor organizations, where such organizations exist in the local area. Where labor organizations do not exist, representatives must be selected from other employee representatives;</li> <li>• must include one or more representatives of a joint labor-management, or union affiliated, registered apprenticeship program within the area who must be a training director or a member of a labor organization. If no union affiliated registered apprenticeship programs exist in the area, a representative of a registered apprenticeship program with no union affiliation must be appointed, if one exists; and may include:</li> </ul> <p>In addition to the representatives enumerated above, the Board may include the following to contribute to the 20 percent requirement:</p> <ul style="list-style-type: none"> <li>• one or more representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of individuals with barriers to employment, including organizations that serve veterans or provide or support competitive integrated employment for individuals with disabilities; and</li> <li>• one or more representatives of organizations that</li> </ul>



LOCAL BOARD MEMBERSHIP REQUIREMENTS cont.

	<p>demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.</p>
<p>Representatives of Education and Training (WIOA Section 107(b)(2)(C))</p>	<p>The balance of Local Board membership must include:</p> <ul style="list-style-type: none"> <li>• At least one eligible provider administering adult education and literacy activities under WIOA title II;</li> <li>• At least one representative from an institution of higher education providing workforce investment activities, including community colleges; and</li> <li>• At least one representative from each of the following governmental and economic and community development entities:             <ul style="list-style-type: none"> <li>○ Economic and community development entities;</li> <li>○ The state Employment Service Office under the Wagner- Peyser Act (29 U.S.C. 49 et seq.) serving the local area; and</li> <li>○ The programs carried out under title I of the Rehabilitation Act of 1973, other than sec. 112 or Part C of that title.</li> </ul> </li> </ul> <p>In addition to the representatives enumerated above, the CLEO may appoint other appropriate entities in the local area, including:</p> <ul style="list-style-type: none"> <li>• Entities administering education and training activities who represent local educational agencies or community-based organizations with demonstrated expertise in addressing the education or training needs for individuals with barriers to employment;</li> <li>• Governmental and economic and community development entities who represent transportation, housing, and public assistance programs;</li> <li>• Philanthropic organizations serving the local area; and</li> <li>• Other appropriate individuals as determined by the chief elected official.</li> </ul>

**ATTACHMENT B**

**WESTERN MARYLAND**  
**CONFLICT OF INTEREST POLICY**  
**FOR LOCAL WORKFORCE DEVELOPMENT BOARDS**

The following policy is intended to assist members of the Local Workforce Development Boards in avoiding conflicts of interest or the appearance of such conflicts in the exercise of their responsibilities, particularly those related to the awarding of contracts.

No board member may participate in a matter under consideration by the board regarding the provision of services by the board member or the entity the board member represents. Similarly, no board member may participate in any matter in which the board member, a qualifying relative or a business associated with the board member or qualifying relative has a direct financial interest. Further, a member's employer may not participate in any way in a future bid or procurement where the member helped to draft specifications. In order to avoid potential conflicts as circumstances change, members whose employers may wish to participate in a future procurement shall refrain from involvement in specification development. Further, if a member participates in developing procurement specifications, the board member and his/her employer may be precluded from submitting a bid or proposal for that procurement.

In addition, no board member may intentionally use the prestige of his or her public position for that board member's private gain or that of another. Except in the discharge of an official duty, no board member may disclose or use confidential information acquired by reason of the board member's public position and not available to the public for personal economic benefit or for the economic benefit of another. Moreover, board members may not use their status in marketing their private businesses.

Any board member with a potential or actual conflict of interest must disclose that fact in writing to the board chairperson as soon as the potential conflict is discovered and, to the extent possible before the agenda for a meeting involving the matter at issue is prepared. If it should be determined during a meeting that a conflict of interest exists, the board member must verbally declare such conflict of interest, his or her declaration must be clearly noted in the minutes, and the board member must excuse him/herself for the remainder of the discussion and the voting.

No board member may solicit or accept any gratuity, gift or item of monetary value from suppliers, contractors or subcontractors of the board. Gifts of nominal value (under \$25) are permissible.

The Board shall adopt procedures that serve to minimize the appearance of conflicts of interest. Since Congress required particular workforce education and other partners to serve on the board, it recognized a certain degree of Conflict of Interest would exist. However to eliminate any appearance and actual conflict of interest, board members who represent One-Stop partners and who serve on committees that oversee the One-Stop system or the allocation of resources that would potentially be allocated to their programs shall refrain from voting on any matter that would directly impact the programs they represent. Therefore, it is perfectly reasonable to expect all board members to participate in a certain level of discussion on particular issues in which they have an interest, so long as that interest is appropriately disclosed.

The Board shall adopt appropriate penalties, sanctions or other disciplinary actions, including termination, on a case-by-case basis, for board members who violate any portion of this policy.

Each board member shall annually sign a statement that he or she has reviewed this policy and is aware of his or her responsibilities under it.

Definitions:

“Direct Financial interest” means ownership of an interest as the result of which the owner has received within the past 3 years, is currently receiving, or in the future is entitled to receive, more than \$1000 per year; or ownership of more than 3% of a business entity; or ownership of securities of any kind that represent, or are convertible into, ownership of more than 3% of a business entity.

“Procurement contract” has the meaning provided in section 11-101 of the State Finance and Procurement Article.

“Qualifying relative” means a spouse, parent, child, brother, or sister.

**Acceptance Statement**

**I have read and accept the terms of the Conflict of Interest Policy detailed above.**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date