



## Area 12 By-Laws

Revision: 7/28/2025

Revision Date	Purpose
5-17-22	General document update
5/5/17	Addition of Past Chair role
12/4/15	Revise meeting schedule
9/18/15	Update WIOA language
12/12/14	General document update
4/13/11	

The following document outlines the purpose, membership requirements, responsibilities, functions and meetings of the Area 12 Development Board.

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## Article I Name of Organization

The official name of this entity is the *Workforce Investment Board | Butler • Clermont • Warren* hereinafter referred to as the “Workforce Investment Board”, “Workforce Development Board”, “WIB”, “WDB”, “Local Board” or “Board”.

## Article II Statement of Purpose

### Section 1.0: Role

The primary role of the Workforce Development Board is to set the vision, policy direction and performance expectations for the regional workforce development system. The Workforce Development Board brings together business, education, community, government, and labor leaders to assess the workforce needs of employers and the employment and training needs of job-seekers; and identifies fiscal and other available resources. The Board also approves and submits to the State of Ohio, in partnership with local elected officials, a comprehensive business plan for workforce development in the local area.

### Section 2.0: Federal and State Legislation and Regulations

The Workforce Development Board will abide by the Federal Workforce Innovation and Opportunity Act Federal Regulations, and any other State, Federal or local Workforce legislation or regulations.

## Article III Membership and Authority

### Section 1.0: Number of Members

The overall size of the Workforce Development Board will be determined by the Board itself in conjunction with appointments by the respective Boards of County Commissioners, but at a minimum will meet requirements as contained in the Workforce Innovation and Opportunity Act, Federal Regulations, and any other State, Federal or local Workforce legislation or regulations.

### Section 2.0: Membership Composition

The following categories must be met at a minimum when Board composition is determined:

#### **Representatives of Business**

- **The majority (51%)** of the members of the Local Board must be representatives of business in the local area.

#### **Representatives of Workforce**

- **Not less than 20%** of the members of the Local Board must be workforce representatives. These representatives:
  - **Must** include two (2) 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;

- **Must** include one (1) 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:
- In addition to the representatives enumerated above, the Board **may** include:
  - 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
  - One or more representatives of organizations that have 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.

#### **Representatives of Education and Training**

- The balance of Local Board membership **must** include:
  - At least one (1) eligible provider administering **adult education and literacy** activities under WIOA title II;
  - At least one (1) representative from an **institution of higher education** providing workforce investment activities, including community colleges; and
  - At least one (1) representative from each of the following **governmental and economic and community development entities**:
    - Economic and community development entities;
    - The state Employment Service Office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area; and
    - The programs carried out under title I of the Rehabilitation Act of 1973, other than sec. 112 or Part C of that title.

#### **Optional Membership**

- In addition to the representatives enumerated above, the CLEO **may** appoint other appropriate entities in the local area, including:
  - 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;
  - Governmental and economic and community development entities who represent transportation, housing, and public assistance programs;
  - Philanthropic organizations serving the local area; and

- Other appropriate

### **Section 3.0: Vacancies**

A vacancy may be declared, and a replacement appointed by the respective appointing County Commission in the event the status of a Workforce Development Board member changes and he/she no longer represents one of the categories identified in Article III, Section 2.0 required by law that make up the minimum composition of the Workforce Development Board. Butler, Clermont and Warren Counties will have the opportunity to appoint an equal number of Workforce Development Board members unless the respective county declines to do so.

### **Section 4.0: Nominations and Appointments**

Each county may solicit nominations for its respective Workforce Development Board members in any manner deemed appropriate by the County Commissioners. General purpose business organizations such as Chambers of Commerce and/or Trade Associations may provide the source of business nominations. Local elected officials may seek nominations from local labor organizations and local education organizations to fill required labor and education vacancies.

Each County Board of Commissioners will make its County's appointments for its respective Workforce Development Board members. Re-appointments to fill vacancies will be made in the same manner used to originally fill that opening.

### **Section 5.0: Membership Expectations**

New Board members will be onboarded by reviewing orientation information and assigned a mentor within the first three (3) months of appointment.

All Workforce Development Board members will be expected to participate in all regular Workforce Development Board meetings, assigned Committee/Team meetings and/or special meetings of the Board.

All Board members are encouraged to make a good faith effort to attend at least one committee meeting outside of their assigned committee each year. This promotes cross-committee collaboration, strengthens board engagement, and provides members with a broader understanding of organizational initiatives and priorities.

All Workforce Development Board members must be a member of a Committee/Team within the first 12 months in order to remain on the Workforce Development Board.

### **Section 6.0: Terms of Membership**

All members of the Board may serve for a term from one (1) to three (3) years at the pleasure of the Elected Officials. Members may serve up to, but no more than nine (9) consecutive years each and then must rotate off the Board. After one year the

individual is eligible for re-election to the Board, subject to the approval of the Elected Officials. Term limits are effective as of July 1st, 2011.

Sole representatives of mandated partners and members who serve one (1) year and rotate off the Board are exempt from the term limitations, if they so choose.

Sole representatives of mandated partners may appoint an alternate at the end of their term if an appropriate alternate so exists.

### **Section 7.0: Removals**

The Workforce Development Board members shall serve at the pleasure of the Board of Commissioners which made the appointment and can be removed by them at any time for any reason. In addition, the Executive Committee may make recommendations to the Elected Officials for removal of any member, either with or without cause, by decision of a majority of voting members. In the event of the resignation or death of a member, or removal of any member by the Elected Officials, the Elected Officials may appoint a new member to fill the vacancy.

### **Section 8.0: Resignations**

A Workforce Development Board member may resign membership on the Board by a phone call, fax, e-mail, etc., to the Executive Director of the Workforce Development Board. Such resignations shall be acknowledged upon receipt and submitted to the Workforce Development Board with a mutually agreed upon resignation date.

### **Section 9.0: Compensation**

Members serve without compensation; however, members may be reimbursed for reasonable expenses incurred during the course of Board activities submitted in writing to the Administrator and approved by a simple majority vote of the Executive Committee and are subject to the processes of the Fiscal Agent. Board members may not receive reimbursement for routine Board activities such as travel (including mileage reimbursement) for attendance to Board-related meetings.

### **Section 10.0: Powers**

The Board has the power to:

1. Administer and manage the affairs of the Board;
2. Perform all other activities authorized by the Workforce Innovation and Opportunity Act;
3. Perform such other, workforce development duties, as requested by the Elected Officials; and
4. Secure alternative funding as desired in order to grow and provide value-added services.

## **Section 11.0: Annual Report**

The Board Chairperson, with the assistance of the Executive Director, shall prepare an annual report, which is a public document, for presentation to the Board and the Elected Officials at the first full board meeting after the program year.

## **Article IV Meetings**

### **Section 1.0: Regular Meetings**

A meeting of the Workforce Development Board shall be scheduled at a minimum of three times per year. The Executive Committee may call additional meetings of the Workforce Development Board if and when they deem it necessary.

### **Section 2.0: Public Notice**

All meetings of the Workforce Development Board at which its business will be conducted shall be open to and held in public with advance notices of date, time and location. Workforce Development Board proceedings are governed by the Ohio Revised Code's Sunshine Law.

These provisions do not apply to sub-committee (including the Executive Committee) meetings of the WIB.

Sufficient advance notice shall be given to the membership for all meetings at least one week prior to the meeting. Notice of all meetings shall include an agenda of all known matters to be discussed. All records and data utilized by the members in the conduct of business of the Board will, upon request to an administrator, be made available to the public at cost.

### **Section 3.0: Executive Session**

When necessary, the Workforce Development Board upon motion and adoption by a roll call vote, may go into executive session. Executive sessions shall be called and conducted in accordance with ORC section 121.22.

### **Section 4.0: Meeting Minutes**

Written minutes shall be maintained for all Workforce Development Board and Executive Committee meetings excluding executive session discussions. Workforce Development Board staff will record and distribute written minutes. A roster of membership shall be maintained by staff and attendance will be taken at each meeting. The names of all present and absent members as well as invited guests and visitors shall be entered into the minutes.



**Section 5.0: Parliamentary Procedures**

All meetings will be governed by the latest edition of Roberts Rules of Order in all parliamentary matters when not in conflict with these By- Laws. A copy will be available as a resource for board members.

**Section 6.0: Non-Board Members Meeting Participation**

Except for the Workforce Development Board members, the Board Chair, at their discretion, shall approve the participation of an individual and/or individuals in the Workforce Development Board meetings and Committee/Team meetings.

**Section 7.0: Attendance**

A vacancy may be declared by the appointing County Commission for any member who has missed more than four consecutive Workforce Development Board and/or assigned Committee/Team meetings.

As a reminder to the member, the Chair of the Workforce Development Board will send a letter to any member who has missed three consecutive Workforce Development Board and/or assigned committee/team meetings reminding him/her of the attendance policy.

**Article V Committees****Section 1.0: Standing Committees**

Standing committees are established on a permanent basis. The Workforce Development Board establishes the following Standing Committees:

- a) Executive Committee
- b) Business Relations Committee – BEST Committee
- c) Board Development Committee – Governance Committee
- d) Budget and Finance Committee
- e) Youth Committee – Emerging Workforce Committee

**Section 2.0: Executive Committee****Section 2.1: Powers**

The Executive Committee is responsible for:

- Coordinating and overseeing the business and financial activities of the Board and its other committees, to ensure the satisfactory performance of functions stipulated by WIOA, these bylaws, the mission of the Board, and all pertinent statutes and regulations;
- Oversee WIOA policy and administrative/compliance issues;
- Monitoring and guiding the administrative management of the Board;
- Reporting to the Area 12 Boards of County Commissioners on all matters pertaining to the Board; a purpose for which the committee's minutes will

- routinely suffice;
- Slating of Board Officers;
- The Executive Committee will act on behalf of the full Workforce Development Board, between the Workforce Development Board meetings when circumstances require. Any actions taken on behalf of the Board will be reported at the next Board meeting and ratified in the consent agenda.

The Executive Committee may hold meetings at such place and time determined necessary. Meetings of the Executive Committee may be called by the Chair or by any three or more members of the Executive Committee. Notice of the time and place of every meeting shall be given to each member not less than two (2) calendar days before the meeting.

## **Section 2.2: Membership**

The Executive Committee is comprised of the following:

- Workforce Development Board Chair;
- Workforce Development Board Vice Chairs;
- Standing Committee Chairs;
- One Local Chief Elected Official (as defined in Section 3(9) of WIOA law) from each county.
- Most recent Past Chair (Ex-Officio Chairperson)

Ad Hoc Committee Chairs do not comprise membership of the Executive Committee.

Ex-Officio Chairperson. To the extent that the last person who held the Office of Chairperson of the Area 12 Workforce Development Board remains as a member of the Area 12 Workforce Development Board and does not actively hold office as any other Executive Committee Member, shall serve as an Ex-Officio member of the Executive Committee without having to sit for nomination or election, and without term limitation. This office shall be only filled by one qualified individual and if no individual with the requisite qualifications exists, the office shall be considered temporarily vacant.

## **Section 2.3: Officers**

The Chairperson of the Board will serve as Chairperson of the Executive Committee; the Vice Chairperson(s) of the Board will serve as Vice Chairperson(s) of the Executive Committee.

## **Section 3.0: Board Development Committee**

The Board Development Committee is comprised of at least one representative from each county. Every effort should be made to have equal representation from each county.

The purpose of the Board Development Committee is to establish the Workforce Development Board as the recognized leader for regional workforce development efforts. An overview of the essential functions includes:

- Board recruitment/selection process development
- WIB orientation
- Board self-assessment initiatives
- Best practices from WDBs

Note: A full list of responsibilities of the Board Development Committee can be found in the *Board Development Committee - Committee Description*.

#### **Section 4.0: Budget and Finance Committee**

The Budget and Finance Committee is comprised of a representative of the Chief Fiscal Officer from the administrative county, the Fiscal Agent, and at least one Board member with a financial background.

The purpose of the Budget and Finance Committee is to ensure that audit and fiscal systems are operating efficiently and that internal fiscal controls are in place. Reviews and makes recommendations for budgetary revisions pursuant to Board policy.

Note: A full list of responsibilities of the Budget and Finance Committee can be found in the *Budget and Finance Committee - Committee Description*.

#### **Section 5.0: Business Relations Committee**

The Business Relations Committee is comprised of at least four members and should be chaired by a member of a County Economic Development office, or a business representative. The team has policy responsibility over the following areas:

- Economic Indicators
- Business Needs
- Rapid Response Monitoring
- Grants/Alternative Funding
- Legislative monitoring/input
- Outreach
- Business Outreach
- Surveys/Data

#### **Section 6.0: Youth Committee**

The Youth Committee is designed to provide information and to assist with planning, operational, and other issues relating to the provision of services to youth.

#### **Section 7.0: Ad Hoc Committees**

The Chairperson of the Board may appoint or authorize the appointment of such other committees and/or workgroups as may be deemed necessary or appropriate to carry out the purpose of the Board.

#### **Section 8.0: Committee Structure and Regulations**

### **Section 8.1: Appointment of Committee Chairpersons**

The Chairperson of Standing Committees and Ad Hoc Committees shall recommend a new chair of each respective Committee and are officially appointed by the Chairperson of the WDB for two-year terms and may be reappointed. Pursuant to Section 107(b)(4)(a) of WIOA law, Standing Committees shall be chaired by a member of the Local Board.

In the event that a Committee Chair is vacated through resignation or other consideration including cause during a regularly appointed term, the Board Chair will follow the same process as above.

Committee Chairpersons will be responsible to:

- Convene and preside at all Committee meetings;
- Exercise all other appropriate Chair duties;
- Serve as a member of the Executive Committee (Standing Committees only).

### **Section 8.2: Committee Composition**

The Chairperson of the Board, or the Executive Director, after consultation with the Standing Committee Chairperson(s), appoints and removes members of committees. Non-Board members may be appointed to any of the committees, except the Executive Committee. Non-Board members of all Committees/~~Teams~~ shall be considered non-voting members of the Workforce Development Board.

### **Section 8.3: Meeting Schedule**

The committee chairpersons will determine regular meeting schedules for their committees, in consultation with the Board Chairperson or the Executive Director.

### **Section 8.4 – Staff Facilitation in Absence of Board Members**

In the event that no board-appointed members of a standing or ad hoc committee are present at a scheduled committee meeting, a staff member, designated by the Executive Director, may act as an *interim facilitator* for the purposes of guiding discussion and ensuring continuity of information sharing.

The staff facilitator shall have no authority to call the meeting to official order, conduct votes, or approve minutes or actions on behalf of the committee.

Any recommendations or discussion outcomes from such a meeting must be brought to the attention of the committee's board members or the Executive Committee for formal action at a subsequent meeting where a quorum is present.

If it is known in advance that no board members will be present, staff will make reasonable efforts to reach out and identify another board member who may be able to attend and assist with the meeting.

Board members who are unable to attend a scheduled meeting are expected to notify staff at least 24 hours in advance. This advance notice allows staff to adjust meeting logistics, manage quorum expectations, and ensure effective planning. Exceptions may be made in cases of emergency or unforeseen circumstances, but consistent and timely communication is expected

In the event that staff facilitation is necessary for the same committee two times in a calendar year, the Governance committee shall be notified so that appointments can be reallocated.

## **Article VI Officers of the Workforce Development Board**

The following sections outline Officers of the Workforce Development Board. Information pertaining to Officers of Committees are outlined in their own respective sections.2)

### **Section 1.0: Chair And Vice Chair Officers**

The officers of the Workforce Development Board shall be the Chair and two (2) Vice Chairs. The Chair shall be a representative of the private sector and be selected from Board membership. The Vice Chairs shall represent the two (2) other counties in which the Chair does not represent, with at least one Vice Chair being a representative of the private sector.

### **Section 2.0: Functions of Officers**

#### **Section 2.1: Board Chair**

The functions of the Board Chair include:

- Convene and preside at all Workforce Development Board and Executive Committee meetings;
- Serve as the presiding officer of the Workforce Development Board;
- Exercise all other appropriate Chair duties; Evaluate the Executive Director performance with input from Board Members;
- Performs such other duties as may be assigned to him/her from time to time by the Elected Officials or the Board.

#### **Section 2.2: Board Vice Chairs**

The functions of the Board Vice Chairs include:

- Preside in the absence of the Chair;

- Exercise all other duties of the Chair in his/her absence;
- Perform other duties and functions at the discretion of the Chair.

### **Section 3.0: Election of Officers**

Officers shall be selected from Board membership.

At the WDBs first quarterly meeting, a recommended slate of officers will be presented to the Workforce Development Board (if officer terms are expiring) by the Executive Committee.

Should a vacancy of the Vice Chair position occur, the Executive Committee shall appoint a Vice Chair and present a motion for ratification at the next Workforce Development Board.

### **Section 4.0: Terms of Office**

The term of the officers of the Workforce Development Board shall be two (2) years. Officers can serve consecutive terms in the same and/or other officer positions.

### **Section 5.0: Officer Resignation and Removal**

Any officer may resign at any time by giving notice by letter, fax, email, of such resignation to the Chair and/or the WDB Executive Director.

Any officer (Chair or Vice Chair) may be removed by a majority affirmative vote of the Workforce Development Board members, after a quorum has been established.

If the Chair resigns or is removed the Executive Committee will appoint a Vice Chair, representing the private sector, to become the Chair. for the remainder of an unexpired term.

## **Article VII Voting/Quorum**

### **Section 1.0: Quorum**

A quorum for Board and Committee meetings shall require the presence or proxy vote of at least 51% of the Workforce Development Board membership. Less than a quorum of the Board may recess a meeting from time to time without further notice until a quorum is present.

In determining a quorum of the Board, the number of members is considered that number which is then duly and properly serving as members of the Board. Any vacancies that may exist are not counted in determining the total number of members.

### **Section 2.0: Voting**

Each Workforce Development Board member has one vote unless he/she is named as another Board member's proxy. In that case, the Workforce Development Board member has a vote for him/herself and a vote for the Workforce Development Board member whose proxy he/she holds.

Any member who is serving multiple roles on the Board shall only have one (1) vote.

### **Section 2.1: Traditional Voting**

Voting by traditional means are considered votes taken place through in-person and/or virtual medium. For Traditional Board meetings, a motion will be considered approved when there is an affirmative vote of at least 51% of the Workforce Development Board members present or by proxy vote, after a quorum has been established. If meeting is held in a hybrid or virtual medium, a roll call vote must be taken. The Chair shall have no vote except in the case of a tie vote when the Chair shall cast one vote. The Chair can vote for a proxy.

### **Section 2.2: Electronic Voting**

Any vote that is permitted at a Committee meeting of the Board may be taken without a meeting if the provisions of these By-Laws and the *Area 12 Workforce Development Board Electronic Voting Policy* are met. Further, any vote taken using this policy has the same effect as a vote taken at a Committee meeting and becomes a part of the recorded minutes of the Committee meeting. Action taken under an electronic vote becomes effective when the vote has been ratified by the Board at a meeting of the full Board.

### **Section 3.0: Proxies**

Upon appointment to the Workforce Development Board, a member shall be assigned a proxy to vote in his/her absence. The proxy shall be a member of the Workforce Development Board.

With prior approval, and under certain circumstances as deemed appropriate by the Executive Committee, a designated representative of a Board member's business or organization may serve as a substitute Board member at official meetings and cast proxy votes.

Members voting at a meeting by proxy on any one or more questions, in accordance with this article, shall be deemed to be present at the meeting for the purposes of determining the presence of a quorum. Votes cast by proxy shall be counted as if the members giving such a proxy were present at the meeting and cast their votes at it. All proxies shall be deposited with the WDB Executive Director for inclusion in the Board's permanent records.

## **Article VIII Conflicts of Interest**

**Section 1.0: Disclosure and Responsibilities**

Any possible conflicts of interest, whether real or apparent, in all matters of the Board, shall be immediately disclosed by any and all members and will prevent the affected members from voting on any resolution or engaging in Board discussions that pertain to the possible conflict of interest.

A non-governmental member of the Board must neither cast a vote on, nor participate in, any decision-making capacity on the provision of services by such member (or any organization which the member directly represents), nor on any matter which would provide any direct financial benefit to the member, a member of his/her immediate family, or the organization he/she may represent.

When a member abstains from voting due to a conflict of interest, the minutes shall both reflect the abstention and the reason for the abstention as being due to a conflict of interest or potential conflict of interest.

Both governmental and non-governmental members of the Board must adhere to all the Ohio Ethics Laws O.R.C. 102, et al.

All Board members must sign a Conflict-of-Interest disclosure form at the beginning of each year.

**Section 1.1: Abstaining from a Vote**

Whenever a matter to be voted upon by a Board member or committee member would involve him/her in a conflict of interest; he/she shall declare the reason for the conflict of interest to the entire Board or Committee at the beginning of the discussion of the topic during the meeting. Following such announcement, the Board or Committee member in conflict shall abstain from discussion, decision-making and voting on such matter.

**Section 1.2: Raising Questions of Conflicts of Interest**

Whenever a Board member or Committee member has cause to believe that a matter to be voted upon would involve any other Board member or Committee member in a conflict of interest, he/she must raise such question with the Board Chairperson or Committee Chairperson prior to the next meeting, or with the entire Board or Committee during the meeting.

The question so raised shall be decided by a majority vote of the Board or Committee members present, excluding any Board or Committee member present who has been disqualified from discussion or voting on the issue because of his/her own conflict of interest. If a conflict of interest is found to exist, the Board member or Committee member shall abstain from discussion and both decision-making and voting on such matter.

Any Board member who is in a position to financially profit from activities with the Board and/or workforce development centers are not permitted to serve as Officers of the Board.



**Section 2.0: Code of Conduct**

The Workforce Development Board maintains a Procurement Standards Code of Conduct. This conduct governs the performance of all Workforce Development Board members who participate in the award and administration of contracts. No Officer or agent of the Workforce Development Board may participate in the selection or in the award or administration of contracts supported by state, local or federal funds if a conflict of interest, either real or apparent, would be involved.

Such a conflict would arise when the officer or agent, any member of his/her immediate family, his or her partner, or any organization which employs or is about to employ any of the above, has a financial or any other interest in the firm(s) selected for the contract.

**Section 3.0: Solicitations**

The Workforce Development Board, its subcontractors, officers, or agents will neither solicit nor accept gratuities, favors or anything of monetary value from contractors, potential contractors, suppliers, vendors, salesmen or other parties to subcontractors. Violation of this policy for Workforce Development Board members will be in conformance with the Ohio Revised Code and possible censure and termination from the Workforce Development Board. Violation by sub-contractors would result in termination of the contract.

**Article IX By-Laws Adoption and Modification****Section 1.0: By-Laws Adoption**

These By-Laws shall be adopted by a majority affirmative vote, subject to quorum requirements.

**Section 2.0: Amendment of By-Laws**

These By-Laws may be amended or modified by a sixty percent (60%) affirmative vote, subject to quorum requirements. Any proposed amendments shall be submitted to the Workforce Development Board no less than seven (7) days prior to consideration. By-Law amendments become effective upon approval by the Workforce Development Board.