

BY-LAWS

HAMPTON ROADS WORKFORCE DEVELOPMENT BOARD

Article I Name

The name of the Board is the Hampton Roads Workforce Development Board, hereinafter referenced as the Board.

Article II Purpose and Membership

Section 1. Purpose. The purpose of the Board is to work in partnership with the Chief Local Elected Officials of the Cities of Chesapeake, Franklin, Norfolk, Portsmouth, Suffolk and Virginia Beach and the Counties of Isle of Wight and Southampton, collectively referred to as Hampton Roads, to meet the workforce development needs of the region by:

Serving as the regional strategic leader in addressing Workforce Development in Hampton Roads and serving as the Workforce Development Board for the federal Workforce Innovation and Opportunity Act in accordance with the Virginia Workforce Development Board pursuant to Virginia Code §2.2-2472.

Section 2. Membership. The Board shall be composed of a minimum of fifty-one (51) voting members and two (2) non-voting members appointed by the Chief Local Elected Officials and certified by the Governor:

Voting Members

A minimum of twenty- six (26) Business Representatives who are business owners, chief executive officers or chief operating officers, or other business executives with optimum policy making or hiring authority representing the geographical diversity of the region and in-demand industry sectors, including the President and CEO of the Hampton Roads Chamber of Commerce.

Ten (10) Labor, Apprenticeship and Community-Based Organization Representatives, who are the chief executive officer, chief operating officer or board member of the entity that they represent, to include:

- Organized Labor – two (2)
- Apprenticeship – one (1)
- Community-Based Organizations – seven (7)

Eight (8) Agency and Institutional Representatives who are the chief executive officer, chief operating officer or board member of the entity that they represent, to include:

- Virginia Employment Commission - one (1)
- Career and Technical Education - one (1)
- Community Colleges – two (2)
- Economic Development – three (3)

Department of Aging and Rehabilitative Services – one (1)

Seven (7) Additional Representatives who are the chief executive officer, chief operating officer or board member of the entity that they represent, to include:

Superintendents of a Local Public School System – two (2)

Higher Education - two (2)

Workforce Investment Act Grant Recipient - one (1)

Housing and Urban Development – one (1)

Health and Human Services – one (1)

Non-Voting Members

One (1) Representative of the United States Military Services.

One (1) Business Representative nominated by the Greater Peninsula Workforce Development Board from their membership who shall serve on the Board in a liaison capacity.

Section 3. Nominations and Selection. Opportunity Inc. of Hampton Roads (Opportunity Inc.), on behalf of the Chief Local Elected Officials, from time to time may contact the appropriate entities in the region for nominations to appoint members and/or to fill vacancies on the Board. Vacancies will be filled in the same manner as original appointments.

Private sector representatives will be selected from among individuals nominated by local business organizations (i.e. Chambers of Commerce, Trade Associations or Economic Development organizations). Individual businesses may also nominate their own representatives or provide nominations of other businesses to the Chief Local Elected Officials. Private sector representatives can include owners of businesses, chief executives or operating officers of businesses, and other business executives with optimum policy making or hiring authority. They must also be from the local high demand industry sectors.

Local educational entity representatives will be selected from among individuals nominated by regional or local educational agencies, institutions, or organizations representing such local educational entities including local school boards, entities providing vocational education, entities providing secondary adult education and literacy activities, and postsecondary educational institutions (including representatives of community colleges).

Labor representatives will be selected from among individuals nominated by local labor federations or other employee organizations and/or the state AFL-CIO.

For all other members, appropriate groups in the local area will be consulted for possible individuals to serve, such as community-based organizations or economic development entities.

The Greater Peninsula Workforce Development Board will be asked to nominate a business member from their membership to serve on the Board. This nomination must be a member of the business community within the localities represented by the Greater Peninsula Workforce Development Board.

Section 4. Terms. Appointments to the Board shall be for three-year terms. Members may be recommended for reappointment to the Board by the Chair of the Board and approved by the Chief Local Elected Officials, subject to Article II Section 3. Individuals serving on the Board who subsequently retire or no longer hold the position that made them eligible board members may not continue to serve on the local Board. The entity affiliated with the vacating board member may nominate a new representative to the Board.

Section 5. Compensation. Board members shall not be compensated.

Section 6. Resignations. A Board member may resign by giving written notice to the Chair of the Board.

Section 7. Removal. The Chief Local Elected Officials may remove a Board member for just cause, conflict of interest or criminal acts, as specified in these By-Laws.

Article III Officers and Duties

Section 1. General. The Officers shall consist of a Chair and Vice Chair, who shall be selected by the Board from among the twenty-six (26) business representatives. Terms shall be for one year, with the ability to serve up to one additional one-year term. In addition to the Chair and Vice-Chair, the Finance and Audit Committee Chair shall serve in the role of Treasurer for the Board.

Section 2. Duties. The Chair shall preside at all Board meetings, enforce the By-Laws and Chair the Executive Committee. The Chair shall also appoint the Chairs, Vice Chairs and members of standing and special or advisory committees. The Vice-Chair shall, during the absence or inability of the Chair, perform the duties of the Chair.

Section 3. Election of Officers. Each year a Nominating Committee, comprised of three members of the Board including the Immediate Past Board Chair shall be appointed by the Chair to propose a slate of officers to be elected. Once the Nominating Committee has proposed a slate of officers, other nominations may be made from the floor during the Board meeting at which the slate is presented. The election will take place at the last Board meeting of each program year.

Article IV Meetings of the Board/Fiscal Year

Section 1. Regular Meetings; Fiscal Year. The Board shall meet regularly and establish a schedule of meetings annually at the beginning of each fiscal year. The Board will meet at least quarterly. The fiscal year is from July 1st to June 30th.

Section 2. Meeting Notices. Notices of Board meetings will be posted at the offices of Opportunity Inc. and on the Opportunity Inc. website no later than two business days after the notice is provided to the Board. Notices of Board meetings maybe transmitted electronically to the Board members.

Section 3. Quorum. One-third of the total number of the voting members of the Board, represented in person or by proxy, shall constitute a quorum.

Section 4. Attendance. Board members are required to attend fifty percent (50%) of all Board meetings each year; otherwise they may be considered to have resigned from the Board and will be replaced. Representatives of Board members are not permitted to attend the Board meetings in an official capacity.

Section 5. Proxy Voting. Proxy voting shall be permitted, in certain circumstances and with prior notification and approval by the Chair, at any meeting of the Board in the event the proxy is in writing and given to the Chair, Vice-Chair, or other designate presiding over the meeting prior to the meeting being called to order.

Section 6. Order of Business. Robert's Rules of Order shall govern Board meetings.

Section 7. Public Participation. All meetings will include a reasonable time for public comment.

Section 8. Freedom of Information Act. The activities and meetings of the Board will be conducted in compliance with the Virginia Freedom of Information Act, as applicable.

Article V Committees

Section 1. Standing Committees. There shall be the following Standing Committees of the Board: Executive Committee; Policy and Strategic Planning Committee; Workforce Services Committee; Business Services Committee; Youth Services Committee; Communication Committee; and Finance and Audit Committee. The size and composition of the committees shall be determined by the Board Chair. Committee members may include Board members and non-Board members. All Board Members must serve on at least one (1) Committee.

The Chairs and Vice Chairs of the Standing Committees must be members of the Board, with a majority being Business Members.

Unless otherwise stated, Committees serve in an advisory function to the Board and Executive Committee and shall make recommendations to them.

Section 2. Executive Committee. The Executive Committee shall be composed of the Board Chair and Vice-Chair, the Chairs and Vice-Chairs of the Standing Committees, the past Board Chair, the representative of the WIA grant recipient and the President and CEO of the Hampton Roads Chamber of Commerce and up to two other Business Members as determined by the Board Chair. The Board's President and Chief Executive Officer shall serve as a non-voting member of the Executive Committee. The Board Chair and Vice-Chair will serve as Chair and Vice-Chair of the Executive Committee.

The Executive Committee shall plan, coordinate and expedite the work of the Board, and may take action, when necessary, between Board meetings. The Executive Committee exercises the authority and power of the Board, to the extent permitted by law.

Section 3. Policy and Strategic Planning Committee. The Policy and Strategic Planning Committee articulates the Board’s vision for the region’s Workforce Development System, including a coordinated approach to workforce development that establishes connectivity between employers, trainers and employees. It provides for coordination with regional and local Economic Development Plans. The Policy and Strategic Planning Committee, in conjunction with the full board, develops goals for the workforce system and evaluates organization and community performance related to strategic objectives. The Policy and Strategic Planning Committee oversees the legislative and governmental affairs agenda for the Hampton Roads Workforce Development Board.

Section 4. Workforce Services Committee. The Workforce Services Committee focuses on the supply side of workforce development – workers and job seekers. It identifies the needs of Job Seekers and works with Partner organizations in developing Memorandums of Understanding to assure coordination and non-duplication of services among workforce development programs and activities in the Hampton Roads region. The Committee provides oversight of the performance of training programs and contractors. The Committee makes recommendations regarding funding and service priorities for Board consideration. The Committee provides information and assists with operational and other issues relating to the provision of services to individuals with disabilities, as well as assures training for staff and finding employment opportunities for individuals with disabilities. The Workforce Services Committee oversees the continuous improvement and effectiveness of the Hampton Roads One Stop System and the WIOA services carried out through the One-Stop System.

Section 5. Business Services Committee. The Business Services Committee works with business and industry to identify the workforce needs of industry – the basis for a demand-driven system. The Committee oversees the dissemination of labor market information to the business community, appropriate committees and/or audiences. The Business Services Committee develops strategies to address short and long-term requirements for skills and technical competencies of existing industries and develops long-term strategies to provide a comprehensive, regional system for occupational advancement, career ladders and worker retraining. The Committee makes recommendations to the Board for funding and program priorities and identifies opportunities for collaboration and leveraging of resources.

Section 6. Youth Services Committee. The Youth Services Committee shall develop the portions of the local plan related to youth, subject to the approval of the Board. The Youth Services Committee shall recommend eligible providers of youth activities to the Board to be awarded grants or contracts, on a competitive basis, to carry out the youth activities. Subject to the approval of the Board, the Youth Services Committee shall conduct oversight with respect to the eligible providers of youth activities and coordinate WIOA youth activities and other youth programs in the local area. The Youth Services Committee shall forge partnerships between K-12, higher education and the private sector and shall promote apprenticeship training and technical training. It shall provide a link between workforce training, post-secondary vocational education and tech prep and focus on youth issues.

- A. The Youth Services Committee shall be composed of a minimum of seventeen (17) members appointed by the Chair of the Board. The Chair of the Board shall appoint the Chair and Vice-Chair of the Youth Services Committee. Vacancies for the Youth

Services Committee shall be filled in the same manner as the original appointments. Youth Services Committee members shall include:

1. Members of the Board with a special interest or expertise in youth policy.
 2. Representatives of youth servicing agencies.
 3. A representative of local public housing authorities.
 4. Representatives of local public school systems.
 5. Individuals determined by the Chair of the Board to be appropriate.
- B. Terms. The members of the Youth Services Committee, who are also members of the Board, shall serve a term that corresponds to their Board term. All other appointments shall be for three-year terms. Members of the Youth Services Committee may be re-appointed by the Chair of the Board.
- C. Quorum. One-third of the total number of the voting members of the Youth Services Committee, represented in person or by proxy, shall constitute a quorum.
- D. Proxy Voting. Proxy voting shall be permitted, in certain circumstances and with prior notification and approval by the Chair, at any meeting of the Youth Services Committee in the event the proxy is in writing and given to the Chair, Vice-Chair, or other designate presiding over the meeting prior to the meeting being called to order.
- E. Order of Business. Robert's Rules of Order shall govern Youth Services Committee meetings.
- F. Freedom of Information Act. The activities and meetings of the Youth Services Committee will be conducted in compliance with the Virginia Freedom of Information Act, as applicable.

Section 7. Communication Committee. The Communication Committee oversees the development and implementation of communication activities for the Board. The committee will ensure coordination of communication efforts to share information and resources with job seekers, employers and stakeholders.

Section 8. Finance and Audit Committee. The Finance and Audit Committee is charged with budget oversight and development, audit functions, and personnel administration. The Committee provides input into grant opportunities and works to identify additional funding sources for workforce development. The committee coordinates the federal reporting requirements of the Workforce Innovation and Opportunity Act.

Section 9. Meetings. Committees will establish an annual meeting schedule at the beginning of each fiscal year. The volume of work will determine the frequency of Committee meetings. Notices of Committee meetings will be posted at the offices of Opportunity Inc. and on the Opportunity Inc. website. All Committee meetings will include a reasonable time for public comment.

Section 10. Ad-Hoc Committees. The Chair may establish and appoint persons to Ad-Hoc Committees for special purposes. Ad-Hoc Committees shall be composed of persons who represent the views and interests of the various workforce development stakeholders and who are known to be qualified to perform their duties. The Chair may establish and appoint persons to Ad-Hoc Committees for specific assignments. Ad-Hoc Committees shall have a definite time and duration.

Section 11. Removal of Committee Members. A committee member may be removed for missing more than fifty percent (50%) of scheduled meetings in any program year, disruptive conduct, or other just cause. Such a removal may occur upon a majority vote of the members of the committee at any meeting provided the member under consideration for removal has been given written notice of a possible removal prior to any vote and an opportunity to be heard.

Article VI Staffing

The Board shall provide adequate staff to support the efforts of the Board and the Board's committees.

Article VII Conflict of Interest

Section 1. Applicability. All members of the Board and Committees serve in the public interest and trust and have an obligation to conduct all matters within their purview in a manner which is consistent with that concept. Decisions made by the Board and Committees are to be based on promoting the best interests of the Hampton Roads Community, the Commonwealth of Virginia and the public good. In serving on the Board and Committees, both voting and non-voting members must understand and adhere to the following policy guidelines.

Section 2. Guidelines. Members of the Board and Committees are subject to the provisions of the State and Local Government Conflict of Interest Act, as applicable.

Members of the Board and Committees must neither cast a vote on, nor participate in any decision-making capacity, on the provision of services by such member (or by an organization that such member directly represents or in which he has a financial interest); nor on any matter which would provide any direct benefit to such member or the immediate family of such member.

Immediate family means (1) a spouse and (2) any other person residing in the same household as the member, who is a dependent of the member or of whom the member is a dependent. Dependent means any person, whether or not related by blood or marriage, who receives from the member, or provides to the member, more than one-half of his financial support.

Any Board or Committee member (or specific entity represented by that member) who participates in the development of contract specifications or standards is prohibited from receiving any direct financial benefit from any resulting contract.

Any Board or Committee member who participates in a Board or Committee decision relating to specific terms of a contract, the determination of specific standards for performance of a contract, the development of Invitations for Bid (IFB) or Requests for Proposals (RFP) or other such bid processes leading to a contract, or any similar decisions, is prohibited from receiving any direct financial benefit from any resulting contract. In addition, no corporation, partnership, sole proprietorship, firm, enterprise, franchise, association, trust, foundation or other entity shall receive a contract if it would create a conflict of interest for the Board or Committee member who participated in this matter.

Any Board or Committee member with a potential or actual conflict of interest must disclose that fact to the Board or Committee as soon as the potential conflict is discovered and, to the extent possible, before the agenda for the meeting involving the matter at issue is prepared. If it should be determined during a meeting that a conflict of interest exists, the member must verbally declare such conflict of interest, such declaration must be clearly noted in the minutes, and such member must recuse himself for the remainder of the discussion and voting on that item. Each Board and Committee member is responsible for determining whether any potential or actual conflict of interest exists or arises during their tenure on the Board or Committee.

Board or Committee members who are also One-Stop Center operators shall not serve on any committees that deal with oversight of the One-Stop System or allocation of resources that would potentially be allocated to that member's program.

Board members shall file a statement of economic interest as a condition of assuming membership and they shall do so annually while serving as a member of Board.

Article VIII Amendments

These By-laws may be amended by vote of the majority of the members of the Board present at any Board meeting. Written notice of such amendment, including the proposed change(s), must have been sent to the Board members at least ten (10) days prior to such meeting.