

**South Shore Workforce Development Board
Bylaws**

January 17, 2018

ARTICLE I

NAME

1.01 Name

The name of this Local Board shall be South Shore Workforce Development Board, and hereinafter referred to as the Local Board. All business of the Local Board shall be conducted under such name or under such alias as may be allowed by law after proper public proclamation and registration in any jurisdiction in which the Local Board conducts business.

Article II

Location

2.01 Principal Office.

The principal office of the Local Board in the Commonwealth of Massachusetts shall initially be located at the place set forth by the Local Board.

2.02 Other Offices.

The Local Board may have other offices at such place or places, within the Commonwealth of Massachusetts, as the Board of Directors determines from time to time or the affairs of the Local Board may require or make desirable..

ARTICLE III

PURPOSES AND POWERS

3.01 Purpose

The purposes of the Local Board shall be to provide policy guidance and regional coordination for the workforce development system of the South Shore Workforce Development Service Delivery Area (SDA). The Board shall provide oversight and planning in reference to the components of the workforce development system to effectuate the development and alignment of strategic planning initiatives, program development and performance review that employ quality improvement methodologies in accordance with the Workforce Innovation and

Opportunity Act (WIOA) of 2014 within the following region of the Commonwealth of Massachusetts: Braintree, Carver, Cohasset, Duxbury, Halifax, Hanover, Hingham, Holbrook, Hull, Kingston, Marshfield, Middleborough, Milton, Norwell, Pembroke, Plymouth, Plympton, Quincy, Randolph, Rockland, Scituate and Weymouth.

ARTICLE IV

BOARD OF DIRECTORS

4.01

These bylaws are subject to the requirements of the Workforce Innovation and Opportunity Act (WIOA). WIOA also contains the Adult and Family Literacy Act (Title II) and the Rehabilitation Act Amendments of 1998. Additionally the Local Board is and may be subject to certain agreements required by the WIOA most notably a Local Workforce Development Board Chief Elected Official Agreement. Notwithstanding anything to the contrary to the extent that these bylaws alter or circumvent such agreements then such agreements shall take precedence and during the applicability of such agreements these Bylaws shall be deemed as amended thereby.

4.02 Number of Directors

South Shore Workforce Development Board, shall have a Board of Directors consisting of at least 19 and no more than 35 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors. Unless otherwise allowed by law, the Local Board shall meet the requirements of state and federal policy and shall align with both local and state strategic workforce objectives. Initially the Local Board must include members from four categories: Business, Workforce, Education & Training and Governmental & Economic/Community Development entities.

4.02(a). At least 51% of the Local Board must be private sector business representatives of which a minimum of two members must represent “small businesses” as defined by the United States Small Business Administration.

4.02(b). Not less than 20% of the Local Board must represent the local workforce. Of these representatives, the following shall be included in Board representation:

- I. A minimum of two representatives of organized labor
- II. A minimum of one representative of a registered Apprenticeship Program (joint Labor-Management or Union-Affiliated)
- III. In addition to the representatives named above, the Local Board may include one or more representatives from the following to represent the local workforce:

- A). Community Based organization (CBO's)
- B). Youth Employment & Training

4.02(c). Not less than two representatives of Education and Training shall serve on the Local Board. Those representatives shall:

- I. Include a minimum of one representative of Adult Education & Literacy as defined under the Workforce Innovation and Opportunity Act of 2014.
- II. Include a minimum of one representative of a Higher Education Institution that provides workforce development activities in the workforce area.

4.02 (d). Not less than three members of the Local Board shall come from the area of Governmental and Economic and Community Development. Those members shall include:

- I. A minimum of one representative of Economic and Community Development entities.
- II. A minimum of one Wagner Peyser Act (20 USC 49 et seq) representative.
- III. A minimum of one Vocational Rehabilitation representative.

4.02 (e). In addition to the mandatory composition the Local Board set forth herein, the Local Board may also include such other individuals or representatives of entities that the Mayor, as the Chief Elected Official (CEO) may determine appropriate as voting or non-voting members.

4.02(f). Appointments of business and industry representatives to the Local Board should reflect the commercial, industrial and demographic make-up of the Workforce Development Area.

4.02 (g). The Local Board membership as a whole must reasonably reflect the composition of the population of the Workforce Development Area.

4.02(h). The composition of the Local Board shall, at all times, comply with the Workforce Innovation and Opportunity Act of 2014 as amended.

4.03. Appointment of Members

Members are appointed by the Mayor of the City of Quincy in his/her capacity as the Chief Elected Official (CEO) of the local workforce development area in accordance with the state criteria established under the Workforce Innovation and Opportunity Act of 2014 or as amended in the future and certified by the Governor. In general, the members appointed to the Local Board who represent organizations, agencies or other entities must have "optimum policy making or hiring authority" within the entities they represent on the Board. The CEO, in the CEO's discretion, may appoint such individuals to the Local Board in another capacity which does not require "optimum policy make or hiring authority".

4. 03 (a). Business representatives to the Local Board shall be appointed by the CEO from among individuals nominated by local business organizations and business trade organizations.

4.03 (b). Representatives to the Local Board appointed from the workforce must be from among individuals who have been nominated from local labor federations.

4.03 (c). Representatives to the Local Board from Education and Training and Governmental and Economic and Community Development segments must be appointed from nominee's submitted from providers of adult basic education and higher education institutions. Nominees who are representatives of other organizations must have "demonstrated experience and expertise" in workforce development, human resources and education & training and development in order to be considered for nomination to the Board.

4.03 (d). Members of the Local Board may be appointed by the CEO as a representative of more than one entity if the individual meets all of the nomination criteria for representation of both entities.

4.03 (e). Additional members of the Local Board may be appointed by the CEO so long as said appointment does not result in more than 51% voting Members and the Local Board composition remains in compliance with the provisions of Article 2, Sections (a-h).

4.04. Terms of Appointment

Appointments to the Local Board of Directors shall be for a period of three years. The terms of the membership shall be staggered so that each year approximately one-third of the membership of the Local Board is up for election or re-election. In the event of a resignation, removal or cessation of a leadership or decision making position within the sector represented by any member of the Local Board, a new member shall be nominated and appointed in accordance with the nomination procedures set forth in the bylaws. The newly appointed member shall serve the balance of the term of the member whom he or she replaced. After any member of the Local Board's term expires, said member of the Local Board will be replaced or may continue based upon re-nomination and re-appointment, in the same manner as the original appointments.

4.05. Members Attendance Requirements

Attendance is required at regularly scheduled board meetings. A Member who is unable to attend a Local Board meeting should inform the Executive Director prior to a meeting that he or she will not be present for the meeting. Attendance requirements are not met if a member, in the sole discretion of the Local Board, has three unexcused absences in a 12-month period. In instances of board attendance problems the Chair will promptly contact the member to discuss the issue. The executive Committee will then review each such case, make a recommendation to the Local Board and the Local Board by a two-thirds majority may remove the Member from the Local Board.

4.06. Resignation and Removal

Any member may resign from the Local Board at any time by giving written notice thereof to the Local Board Chair, the Mayor or the Executive Committee. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Any member may be removed from the Local Board by the affirmative vote of a two-thirds majority of the Local Board in conjunction with the CEO/Designee. A member subject to such actions shall have five days written notice of the proposed action of the Local Board and shall have the opportunity to be heard and to present evidence on his or her own behalf before the Local Board.

4.06 (a). Just Cause for Removal. Just cause for removal shall include, but not be limited to, the following situations:

- I. Three unexcused absences from regular Local Board meetings within a twelve-month period.
- II. Ineligibility for the Local Board based upon these bylaws or the provision of the Workforce Innovation and Opportunity Act of 2014.
- III. Any other reason which would substantially interfere with or reflect badly upon the SSWDB.

4.07. Vacancies on the Local Board.

In the event of a vacancy on the Local Board due to resignation, lack of qualification, removal or death, all Member vacancies are to be filled by the CEO within 90 calendar days. Any vacancy shall be filled in the same manner as the original appointment.

4.08. Annual Meeting.

The Annual Meeting of the Members shall be held in June of each year at such time and place as the Executive Committee may determine. If the Annual Meeting is not held on such date, a Special Meeting, in lieu of the Annual Meeting, may be held with all of the force and effect of an Annual Meeting.

4.09. Regular Meeting

(a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held in compliance with the Open Meeting Law with notice by first-class mail, electronic mail, or

facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting.

(b) Special Meetings. Special meetings of the board may be called by the president, vice president, clerk, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Massachusetts law.

4.09 Manner of Acting.

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Participation. Except as required otherwise by law or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.10. Action at Meetings.

A majority of 51% of the Local Board Members then in office shall constitute a quorum, but a lesser number may, without further notice, adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present shall decide a matter unless the these ByLaws or any applicable law requires a different vote.

4.11. Open Meeting Law.

The Local Board shall comply with the Open Meeting Law of the Commonwealth of Massachusetts at all times. All meetings of the Local Board and Executive Committee shall be open to the public and shall be called and conducted in compliance with the Open Meeting Law. The Local Board will post a notice of the meeting at least 48 hours (excluding Saturdays, Sundays and legal holidays), prior to the time of such meeting at the principal office of the Local Board or the Local Board's website.

Article V **Officers**

5.01. Officers.

The Officers of the Local Board shall consist of a Chair, Vice-Chair, Treasurer, Clerk, and Immediate Past Chair.

5.02. Nomination and Election.

The Chair, Vice-Chair, Treasurer and Clerk shall be elected annually by the Members. Any other Officers determined necessary or desirable by the Members may be elected by the Members. All Officers shall hold office until the next Annual Meeting of the Members or until their respective successors are chosen and qualified.

At least one month prior to the Annual Meeting, the Chair will appoint a Nominating Committee and Chairs of said Committee, consisting of at least 3 Members who shall meet and solicit nominees from the then current Members of the Local Board. The Nominating Committee shall determine the qualifications of the candidate(s) and report a slate of candidates to the Members of the Local Board at the Annual Meeting. The Chair of the Nominating Committee shall conduct the election for the officers by first asking for any additional nominations from the floor. Members may nominate themselves or other Members for any office. The Nominating Committee Chair, with the assistance of the Clerk, shall conduct a roll call vote for each of the officers. Contested elections shall be determined by a simple majority vote of those Members present at the Annual Meeting.

Officers may not serve for more than two terms (3 consecutive years each term), unless an exception to this by-law is approved by a two-thirds roll call vote of the Members attending the Annual Meeting or at any Special Meeting called for that purpose.

5.03. Resignation and Removal.

Any Officer may resign from the Local Board at any time by giving written notice thereof to the Local Board Chair, the CEO or the Executive Committee. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Any member may be removed from the Local Board, with or without cause, by the affirmative vote of a two-thirds majority of the Board and in conjunction with the CEO/Designee. A member, subject to such actions, shall have five days written notice of the proposed action of the Local Board and shall have the opportunity to be heard and to present evidence on his or her own behalf before the Local Board.

5.03 (a). Just Cause for Removal. Just cause for removal of an Officer shall include but not be limited to the following situations:

- I. Three unexcused absences from regular Local Board or Executive Committee meetings within a twelve-month period.
- II. Ineligibility for the Local Board based upon these bylaws or the provision of the Workforce Innovation and Opportunity Act of 2014.
- III. Any other reason which would substantially interfere with or reflect badly upon the SSWDB.

5.04. Chair.

The Chair shall have charge of the affairs of the organization subject to the supervision of the Local Board of Directors and the Executive Committee. The Chair, subject to the direction and control of the Board will preside when present at all meetings of the Members and Executive Committee, and other duties as may be assigned by the Local Board from time to time.

5.05. Vice-Chair.

The Vice-Chair shall act in the temporary absence of the Chair or in the event of his or her inability to act, perform the duties of the Chair, and when so acting shall have all of the powers of and be subject to all the restrictions upon the Chair.

5.06. Clerk.

The Executive Director of the SSWDB shall be the Clerk, and shall assure that all notices are duly given in accordance with the Bylaws or as required by law; shall monitor the minutes of all meetings and official proceedings. The Executive Director shall be the Clerk, but will not be a Member of the Local Board.

5.07. Treasurer.

The Treasurer is authorized to review and report on SSWDB financial information. The Treasurer shall serve as chief financial liaison between the Local Board and the CEO's fiscal agent. The Treasurer shall have general charge of the financial affairs of the organization and shall delegate all fiscal responsibilities, not otherwise reserved or required by law, to the Fiscal Agent.

Article VI

Executive Committee

6.01. Membership.

The composition of the Executive Committee shall consist of a minimum of the Chair, Vice-Chair, Treasurer, Clerk and the Mayor or his/her designee. In addition to these elected officers, the Executive Committee shall include the immediate Past Chair of the Local Board and one member of the Local Board. At all times, a majority of the membership of the Executive Committee shall consist of Members from the private sector, and shall remain in compliance with the requirements of the Workforce Innovation and opportunity Act of 2014 as amended.

6.02. At Large Representatives.

The At Large representative to the Executive Committee shall be appointed by the Local Board Chair from the members then on the Local Board.

6.03. Terms.

All members of the Executive Committee shall hold office until the next Annual Meeting of the Local Board, or until their respective successors are chosen and qualify. No member of the Executive Committee shall serve more than three consecutive one year terms unless such exception to the by-law is approved by a two-thirds roll call vote of the Members attending the Annual Meeting, or at a Special Meeting called specifically for such approval.

6.04. Executive Committee Powers.

The day to day business of the SSWDB shall be managed by the Chair with the advice and counsel of the Executive Committee, which may exercise all the powers of the Local Board, except as otherwise provided by law or by these bylaws. The Executive Committee shall not act to overturn or reverse any action of the Local Board and all votes of the Executive Committee shall be ratified by the Local Board at its next meeting. In the event of a vacancy on the Executive Committee, the remaining members of the Executive Committee, except as otherwise provided by law, may exercise the powers of the full Executive Committee until such vacancy is filled.

6.05. Powers of Chair relative to Executive Committee.

The Local Board Chair's powers relative to the Executive Committee shall include, but not be limited to:

- I. Conducting the Executive Committee meetings and ascertaining whether a quorum is present.
- II. Rule on questions of order.
- III. Assign individuals to Standing Committees and Ad Hoc Committees in accord with the bylaws.
- IV. Authorize the creation and termination of Committees.
- V. Ensure compliance with the conflict of interest policy of the SSWDB.
- VI. Adjourn meetings.

6.06. Vice-Chair Powers in the Absence of the Chair.

The Vice-Chair assumes the duties of the Chair during the Chair's absence from a meeting or a vacancy in the position of Chair. In the event of the resignation or removal of the Chair, the Vice-Chair shall serve as Acting Chair until such time as a new Chair is elected in accordance with the terms of these bylaws. The Vice-Chair will also perform other duties as assigned by the Chair. In absence of both Chair and Vice-Chair, the Chair shall designate a member of the Executive Committee to assume the duties of Chair in the absence of the Chair and Vice-Chair.

6.07. Resignation and Removal.

Any member of the Executive Committee may resign from the Board at any time by giving written notice thereof to the Local Board Chair, the Mayor or the Executive Director. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Any member may be removed from the Executive Committee, with or without cause, by the affirmative vote of a two-thirds majority of the members entitled to vote in the election of Officers. A member subject to such actions shall have five days written notice of the proposed action of the Local Board and shall have the opportunity to be heard and to present evidence on his or her own behalf before the Board.

6.07 (a). Just Cause for Removal. Just cause for removal of an Officer shall include but not be limited to the following situations:

- I. Three unexcused absences from regular Local Board or Executive Committee meetings within a twelve-month period.
- II. Ineligibility for the Local Board based upon these bylaws or the provision of the Workforce Innovation and Opportunity Act of 2014.
- III. Any other reason which would substantially interfere with or reflect badly upon the SSWDB.

6.08. Vacancies on the Executive Committee.

In the event of a vacancy on the Executive Committee due to resignation, lack of qualification, removal or death, all Member vacancies are to be filled by the Executive Committee within 90 calendar days. Any vacancy shall be filled in the same manner as the original appointment.

6.09. Meetings of the Executive Committee.

The Executive Committee shall meet at least once per quarter as determined at the Annual Meeting or by the Chair in the Chair's discretion.

6.10. Regular Meetings.

Regular meetings of the Members may be held with call or notice at such places and times as the Members may from time to time determine, provided that any Member who is absent when such a determination is made shall be given a minimum notice of five calendar days thereof. The Members shall meet no less than four times per year and no less than once each quarter.

6.11. Special Meetings.

Special Meetings of the Members may be held at any time and place designated in a call by the Chair, or Vice-Chair of the Executive Committee, or by any two sitting members of the Executive Committee. Notice of all Special Meetings of the Members shall be given to each Member at least 48 hours in advance of the meeting.

6.12. Action at Meetings.

A majority of the Executive Committee then in office shall constitute a quorum. At any meeting at which a quorum is present, the vote of a majority of those present shall decide any matter, unless these Bylaws or any applicable law, requires a different vote.

6.13. Open Meeting Law.

The Executive Committee shall comply with the Open Meeting Law of the Commonwealth of Massachusetts at all times. All meetings of the Executive Committee shall be open to the public and shall be called and conducted in compliance with the Open Meeting Law. The Local Board will post a notice of the meeting at least 48 hours (excluding Saturdays, Sundays and legal holidays), prior to the time of such meeting at the principal office of the Local Board or the SSWDB website.

6.14. Composition of Standing Committees.

The initial standing committees of the SSWDB shall include the Executive Committee, Youth Committee, Workforce Initiatives Committee, and Planning Committee.

ARTICLE VII

STAFF

7.1 Staff Administration

The SSWDB shall be subject to the statutory authority of the City of Quincy Workforce Development Department, which is within the Executive Office of the Mayor in the City of Quincy. The Director of the Workforce Development Department shall represent the Mayor/CEO on all administrative, programmatic and fiscal matters associated with the SSWDB, and shall provide staff oversight in conjunction with the SSWDB Executive Committee. All SSWDB staff shall be employed through the City of Quincy, and follow City of Quincy and SSWDB personnel guidelines to the fullest extent applicable.

7.2 Executive Director Appointment

The SSWDB shall appoint an Executive Director as necessary to complete the responsibilities of the organization as defined by WIOA, the State Plan, the Annual Plan and SSWDB Strategic Plan(s).

7.3 Executive Committee Responsibilities

The Executive Committee shall be responsible for hiring/firing responsibilities of the Executive Director position, and shall provide oversight of this position in conjunction with the CEO/Designee.

7.4 Executive Director Qualifications

The Executive Committee shall establish and apply a set of qualifications for the position of the Executive Director for the purpose of providing that the individual selected has the requisite knowledge, skills and abilities to meet identified benchmarks and to assist in carrying out the functions of the Local Board.

7.5 Executive Director Oversight Responsibilities

The SSWDB Executive Director shall be charged with oversight responsibilities of the SSWDB staff.

ARTICLE VIII

COMMITTEES

8.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the board of directors of in any committee which has the authority of the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repeal able;
- (e) appoint any other committees of the board of directors or the members of these committees; expend corporate funds to support a nominee for director; or approve any transaction to which the Local Board is a party and one or more directors have a material financial interest; or between the Local Board and one or more of its directors or between the Local Board and any person in which one or more of its directors have a material financial interest.

8.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee.

Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

ARTICLE IX

AMENDMENT

9.01 Amendment

Any amendment to the statutory authority shall be adopted by approval of two-thirds (2/3) of the board of directors. These Bylaws may, at any time be amended or repealed, in whole or in part, by a vote of two-thirds majority of the Local Board members then in office at a properly noticed meeting called for such purpose. If any meeting of the Local Board in which an amendment to these bylaws is contemplated, advance notice at the previous Local Board Meeting must be given to all members of the Local Board of Directors.