

**HIGH COUNTRY  
WORKFORCE DEVELOPMENT BOARD  
BY-LAWS  
ARTICLE I**

The Board

- Section 1. **Name:** The name of this organization shall be the High Country Workforce Development Board (WDB).
- Section 2. **Local Area:** The area to be served by the WDB shall be Alleghany, Ashe, Avery, Mitchell, Watauga, Wilkes and Yancey Counties.
- Section 3. **Purpose:** It is the purpose of the Board to act as a governance board for JobLink career centers in the High Country workforce area and to provide policy guidance for and exercise oversight with respect to activities under the workforce development strategic plan for the High Country Local Area in partnership with the High Country Workforce Development Consortium (Consortium).
- A. **Duties and Responsibilities:** Duties and responsibilities of the Workforce Development Board are as follows:
1. To develop policy and act as the governing body for local workforce development;
  2. To provide planning, oversight, and evaluation of local workforce development programs, including the local JobLink delivery system;
  3. To provide advice regarding workforce policy and programs to local elected officials, employers, education and employment training agencies, and citizens;
  4. To jointly develop a local area strategic plan with the Chief Elected Official in coordination with the appropriate community partners to address the workforce development needs of the service area;
  5. To develop linkages with economic development efforts and activities in the service area and promote cooperation and coordination among public organizations, education agencies, and private businesses;
  6. To review local agency plans and grant applications for workforce development programs for coordination and achievement of local goals and needs;
  7. To serve as the Workforce Investment Board for the High Country Local Area for the purpose of the federal Workforce Investment Act of 1998.
  8. To charter career centers, monitor activities, and evaluate the performance of career centers, and their programs, and services.
  9. To ensure that the local area fiscal agent contract for an outside audit of its own financial procedures annually. The WDB has audit review rights.

- B. The Workforce Development Board shall not operate or manage JobLink Career Centers but shall serve in the role of governance providing planning, monitoring, evaluation, and oversight.

Section 4. The Board shall enter into agreement with the High Country Workforce Development Consortium (represented by the Consortium's CEO) establishing procedures for the development and adoption of a workforce development plan, providing for selection of an administrative/fiscal agent of the workforce development plan.

## ARTICLE II

### Membership

Section 1. The voting members of the Workforce Development Board shall be appointed by the County Commission Chairs or designated Chief Elected Official for WIA purposes of each county (Alleghany, Ashe, Avery, Mitchell, Watauga, Wilkes, and Yancey Counties) in a manner consistent with federal and state laws and regulations governing the Board.

Section 2. The High Country Workforce Development Board shall consist of a minimum of twenty-three voting members, at least fourteen of whom shall represent the private sector as that term is defined in Section 661.330 of the WIA regulations. The remaining voting members shall be composed of representatives of the public sector in accordance with the Act and regulations. In any event, each county shall have a total of three representatives; the remainder shall be at-large representatives.

Section 3. The WDB will be so structured that the majority of the membership will represent business and industry (a minimum of 51%).

Section 4. The WDB may add non-voting members at its discretion, to include elected officials or their representatives.

Section 5. The High Country Youth Council shall consist of a maximum of thirty-two members, representing the categories designated in Section 661.335 of the WIA regulations. Youth Council members are voting members of the Council and non-voting members of the Workforce Development Board.

Section 6. The members of the Youth Council will be recommended by the Workforce Development Board from nominations representing youth interests throughout the region for approval by the Chief Elected Official of the High Country Workforce Development Consortium.

Section 7. All appointments and reappointments will be for a two-year period, with alternating terms. Vacancies shall be filled by the procedures prescribed for all other appointments and shall be for the remainder of the term.

## ARTICLE III

### Officers

Section 1. **Chairperson:** Voting members of the Workforce Development Board shall elect the Chairperson from the Private Sector Representatives who are eligible to serve pursuant to the requirements of state and federal law. The chairperson shall preside at meetings, appoint committees, and through the Board's support staff, perform such other duties as directed by the Board.

Section 2. **Vice-Chairperson:** The eligibility requirements shall be the same as for the Chairperson. The duties of the Vice-Chairperson shall be to conduct the business of the Board in the absence of the chairperson and such other duties as may be assigned by the Chairperson.

Section 3. **Term of Office:** The term of office shall be for a period of one (1) year. Officers may succeed themselves. Elections shall be held at the last regularly scheduled meeting of each Program Year. The terms of office shall begin on July 1 of each year.

## ARTICLE IV

### **Staff**

Section 1. **WDB Support:** The WDB shall be supported in the performance of its duties by the Workforce Development Director and/or Workforce Development staff provided by the High Country Council of Governments, as the Local Area Fiscal Agent. This staff shall be responsive to the needs of the WDB and shall support the WDB in its mandated functions.

## ARTICLE V

### **Board Meetings**

Section 1. **Regular Meetings:** The Board shall meet every month or as otherwise designated by the chairperson.

Section 2. **Special or Called Meetings:** The chairperson may call special meetings of the Board as required or with a majority decision of Board members.

Section 3. **Quorum:** For any regularly or otherwise properly called meeting, the voting members present shall constitute a quorum.”

Section 4. **Voting:** All actions of the Board shall be determined by a majority of the quorum. The adoption and amendments of the by-laws shall be by a two thirds vote of the members present. Each member of the board shall have one vote and no proxy votes shall be allowed.

Section 5. **Order of Business:** The chairperson shall be responsible for orderly business of the Board and for calling items on the agenda. During the course of considering items on the agenda, only members of the Board shall participate in the discussion except 1) by prior arrangement with the chairperson upon request of a member of the Board or 2) during the public participation period.

Section 6. **Agenda:** The agenda for Board meeting shall be developed by the Board staff and by the chairperson.

Section 7. **Rules:** The rules set forth in the current edition of Robert's Rules of Order, Newly Revised, shall govern the procedures of the Board, unless otherwise agreed upon by the members.

Section 8. **Public Notice:** Meetings of the Workforce Development Board shall be open, and it shall be a stated policy that interested citizens or groups will be heard on workforce development matters in accordance with Article V, Section 5. Workforce Development Board Meetings should be publicized and operated in accordance with the North Carolina Open Meetings Law.

Section 9. **Reimbursement:** Workforce Development Board members who do not have compensation available from their employing agencies shall be reimbursed for travel and meals. Funds for such reimbursement will be provided by the High Country Council of Governments (COG) as the Local Area Fiscal Agent. The COG will be responsible for maintaining records of reimbursements.

Section 10: **Conflict of Interest:** No member of the Workforce Development Board shall involve her or himself in any matter which has direct bearing on services to be provided by that member, his or her family member, or any organization with which that member is associated. All members shall abide by the High Country Workforce Development Board Code of Conduct which becomes part of the by-laws by reference.

- Section 11. **Minutes:** The Local Area staff shall keep minutes and provide copies to all WDB members.
- Section 12. **Attendance:** Positions of WDB members, or their designated alternate representatives, who miss three consecutive regular meetings shall be declared vacant. The County Commission Chair, or CEO for WDB purposes, of the respective county will be notified by the WDB Chair to appoint a representative to fill the vacancy.
- Section 13. **Alternates:** Each WDB member may request that an alternate be appointed by the Chair of County Commissioners, or CEO for WDB purposes, of his/her county, to attend in the WDB member's absence. The WDB member will be responsible for keeping his/her alternate informed of the meetings and information pertaining to the meeting(s) the alternate will attend for the WDB member. The alternate will vote as a WDB member in the absence of the member. Alternates must be from the same category of representatives (i.e. business/industry, agency) as the WDB member for whom the alternate is appointed. Only the CEO may appoint alternates.

## ARTICLE VI

### **Committees**

- Section 1. **Committee Structure:** The WDB shall, as necessary, be organized into standing or ad hoc committees to carry out its functions and responsibilities as assigned. The Youth Council is included as a standing committee with responsibilities as outlined in the Act and regulations. The Chair and members of the committees shall be designated by the WDB Chairperson.
- Section 2. **Executive Committee:** The Chairperson, vice-chairperson, Youth Council Chair, past Chairperson, and other members appointed by the Chairperson shall compose the Executive Committee. The Chair of the Youth Council may or may not be a voting member of the Workforce Development Board. In the event the Youth Council Chair is not a voting member of the Workforce Development Board, she or he will be a non-voting member of the Executive Committee.
- Section 3. **Committee Authority:** The High Country Workforce Development Board recognizes that each committee serves as policy maker and systems builder for its specific area and delegates to its committees authority and flexibility to accomplish the goals and assignments for the tasks under their authority so long as the committees are functioning within the framework of the Board's underlying philosophy.
- Section 4. **Quorum:** Committees have the same quorum requirements as the Board as a whole.

## ARTICLE VI

### **By-Laws Amendment Procedure**

These by-laws may be amended at any regular meeting of the Board by a two-thirds vote of the quorum present, provided that the proposed amendment has been submitted in writing at the previous regular meeting.

## HIGH COUNTRY WORKFORCE DEVELOPMENT BOARD CODE OF CONDUCT

In an effort to maintain the high standard of conduct expected in the management of its affairs, the High Country Workforce Development Board adopts the following Code of Conduct applicable to all members:

No Board member shall:

1. Use the name, endorsement, or services of the Local area for the benefit of any person, or authorize such use, except in conformance with WDB policy;
2. Accept or seek for oneself or any other person any financial advantage or gain of other than nominal value offered as a result of Board affiliation;
3. Disclose any confidential Workforce Development Board information to any person not authorized to receive such information or use such information to the disadvantage of the Local area;
4. Take part in any religious, anti-religious, or partisan political activities in the discharge of Board duties;
5. Take any action which results in a conflict of interest or the appearance of a conflict of interest in accordance with the Federal Uniform Administrative Requirements.
  - A. Conflict of Interest arises when any of the following may be positively or negatively affected by an action under consideration by the WDB:
    - (1) the business in which the member or one of the immediate family of the member has a financial interest,
    - (2) the public or non-profit agency which employs the member or one of the immediate family of the member, or
    - (3) the public or non-profit agency on whose Board the member or one of the immediate family of the member sits.
  - B. Members must declare any potential conflict of interest on the WDB Information Sheet completed upon joining the Board and thereafter at the first meeting of each Program Year. When a potential conflict of interest arises during the year, the member will immediately notify the Chairman and the Workforce Development Administrator in writing.
  - C. The Conflict of Interest provision applies equally to Board meetings, or personal contact with members outside of meetings for the purpose of influencing or affecting the member's thinking or decision-making.
  - D. WDB members must make a conflict declaration upon the introduction of any agenda item that raises a real or apparent conflict of interest and must abstain from discussion and voting after declaring the conflict. Meeting minutes must show all conflict declarations and abstentions.

- E. Where there is a real or apparent conflict of interest, WDB members must refrain from participating in all stages of the procurement process, including:
- (1) participating in the planning process to the extent of advocating that a certain type of service be included or excluded;
  - (2) participating in the development, review, or approval of the procurement method and instrument which the member, one of the immediate family of the member, or the entity the member represents intends to respond to by submitting a proposal;
  - (3) participating in the provider selection process including discussing or voting on one's own or a rival proposal (one which competes for funding from the same source);
  - (4) attempting to influence a planning or funding decision by lobbying or advocating for or against a plan or proposal.
- F. No member who has a conflict of interest may serve as a WDB officer or committee chair.

NOTE: For purposes of this document, immediate family shall be defined as a member's spouse, parents, children and siblings.

It is the responsibility of each member and alternate of the Workforce Development Board to govern the actions of all Board members in complying with the Conflict of Interest Policy. If a member thinks there is a possibility of a conflict of interest, *real or apparent*, on the part of another member, it is his or her affirmative responsibility immediately to bring the matter to the attention of the Board or committee.

Upon the assertion of a possible violation of this policy, the Chairman will appoint an ad-hoc committee to review the circumstances; to report their findings to the Board for discussion and vote; and to recommend a course of action in the event a member is found to be in violation. Action may include, but is not limited to, a declaration that the member's seat is vacant and a request to the Chief Elected Official of the affected county to make a new appointment. In addition, civil penalties may be sought in the event the WDB incurs disallowed cost or damages due to violation of this Code of Conduct.

This Code of Conduct, which conforms to the Federal Uniform Administrative Requirements (Common Rule), becomes effective on January 23, 1992 and shall be referenced in WDB by-laws and other appropriate documents.