



BYLAWS of the BIG BEND JOBS AND EDUCATION COUNCIL, INC.

ARTICLE I - NAME

This Corporation shall be known as the BIG BEND JOBS AND EDUCATION COUNCIL, INC., a not-for-profit FLORIDA corporation d/b/a CareerSource Capital Region (CSCR).

ARTICLE II - DEFINITIONS

- A. *BOARD OF DIRECTORS* - Refers to the group of individuals that meet the criteria defined by the Governor and State Workforce Development Board and are appointed by the Chief Local Elected Officials for each county within the Local Workforce Development Area to lead efforts to implement and oversee workforce programs.
- B. *LOCAL WORKFORCE DEVELOPMENT AREA (LWDA)* – Refers to the area designated by the Governor to administer Workforce Innovation & Opportunity Act services. Factors that are considered in the designation include geographic location, population, and commonality of labor market areas. CSCR’s LWDA is comprised of the geographic area of Gadsden, Jefferson, Leon and Wakulla counties.
- C. *LOCAL WORKFORCE DEVELOPMENT BOARD (LWDB)* - Refers to the local workforce development entity established by the LWDA to carry out the functions specified under WIOA sec. 107(d) for such area; also referred to as "LWDB 5."
- D. *MEMBER* - Refers to an individual member of the BOARD OF DIRECTORS.
- E. *WORKFORCE DEVELOPMENT CONSORTIUM (Consortium)*- Refers to the group of assigned individuals (Local Elected County Commissioners) appointed by the respective County Commissions that assist in the appointment of the LWDB Board members. They form the CSCR WORKFORCE DEVELOPMENT CONSORTIUM; also referred to as “Consortium”.
- F. *CONSORTIUM CHAIR* – Chief Local Elected Official is elected annually by the Consortium as the Chair of the WORKFORCE DEVELOPMENT CONSORTIUM.
- G. *CLEO* – *Chief* Local Elected Official designated by their respective county commissions to serve on the Consortium.
- H. *STATE WORKFORCE DEVELOPMENT BOARD* – Appointed by the Governor to oversee the state workforce system.
- I. *REGIONAL PLANNING AREA* – A “planning region” as described in WIOA sec. 106(a)(2)(B)

ARTICLE III - PURPOSE

CSCR is constituted in accordance with the requirements of Section 107 of the Workforce Innovation and Opportunity Act (WIOA) – Public Law 113-128 and 'Florida's Workforce Innovation Act – Chapter 445, Florida Statutes.

As the business community (employers) is the primary customer of the workforce system, the purpose of CSCR is to provide employers with the skilled workforce necessary to be competitive in local, state, national, and/or global markets. CSCR also provides for enhanced coordination, cooperation, collaboration, and outcomes by and between several entities, both public and private, which are involved at the local level in providing youth and adults with opportunities to develop



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and continuously upgrade their knowledge and skills to advance economically and socially.

- A. Under the Board and the Consortium's direction, CSCR, either directly or through contracted service providers, may provide for the delivery of such services as may be required to assist in providing market-driven services to employers, incumbent workers, and job seekers in the LWDB.
- B. The duties and functions of the BOARD include:
 - 1. In partnership with the CLEOs, establish BOARD bylaws and codes of conduct for BOARD members, as well as the CEO and BOARD staff.
 - 2. Develop and submit the LWDB's comprehensive four-year local (strategic and operating) plan in partnership with the local elected officials, including stakeholder feedback.
 - 3. Conduct workforce research and regional labor market analysis for regular updates on economic conditions, needed knowledge and skills, workforce, and workforce development activities (including education and training) in addition to an analysis of strengths and weaknesses of services to address the needs of the workforce system and employment needs of employers.
 - 4. Promote business representation (particularly individuals with optimum policymaking or hiring authority) on the Board of Directors, reflecting existing and emerging employment opportunities in the local area.
 - 5. In consultation with the Consortium, develop and implement clear processes and procedures for recruiting, vetting, and nominating members for the Board of Directors and documenting their qualifications in alignment with WIOA and compliance with all state and federal requirements.
 - 6. Develop effective linkages with employers in the local area to support the use of the local workforce development system and to support local workforce activities.
 - 7. Develop and implement promising strategies for meeting employment and skill needs for employers and workers and expand employment and career advancement opportunities for program participants in in-demand industry sectors/occupations.
 - 8. Lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services needed by program participants, especially those with barriers to employment.
 - 9. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, incumbent workers, and job seekers.
 - 10. Facilitate access to services provided through the one-stop delivery system, including access in remote areas and those with employment barriers.
 - 11. Ensure the appropriate use and management of the funds provided under WIOA and the one-stop delivery system in the local area to maximize performance outcomes.
 - 12. Negotiate with required partners on funding the infrastructure costs of one-stop centers



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in the local area.

13. Negotiate and reach an agreement on local performance indicators with the Consortium and establish and evaluate performance standards and measures for programs administered in the LWDB.
14. Contracting with public and private entities to carry out the programs.
15. Ensure there are sufficient numbers and types of providers of career and training services in the local area to maximize consumer choice.
16. Identify occupations for which there is a demand in the LWDB and select training institutions that may provide training in accordance with procurement guidelines and procedures.
17. Develop an annual budget for review and approval by the Consortium and the Board submitted to the State Workforce Board.
18. Soliciting the input and participation of the local business community in providing services for the residents of the LWDB.
19. Providing policy guidance and procedures for programs established by CSCR.
20. Report to appropriate state agencies and provide an annual report.
21. Selecting sub-recipients under procurement guidelines and procedures.
22. Prioritizing specific support services.
23. Providing oversight and monitoring activities for workforce activities under WIOA and the entire one-stop delivery system in the local area.
24. Annually assess the physical and programmatic accessibility of all one-stop centers in the local area in accordance with WIOA sec. 188 and the Americans with Disabilities Act of 1990.
25. Coordinate activities with education and training providers in the local area to enhance the provision of services to individuals with disabilities.
26. Hiring/firing the Chief Executive Officer to support the Board's directives; and,
27. Provide a compensation package for the Chief Executive Officer that complies with the US Department of Labor limits.
28. In coordination with the Consortium, request Planning Area Identification (as prescribed in Administrative Policy 123).
29. Participate in a regional planning process with the LWDBs and CLEOs within the identified planning region, that results in the preparation of a regional plan, establishment of regional service strategies using cooperative service delivery agreements, development and implementation of sector strategies for in-demand sectors or occupations, collection and analysis of regional labor market data, coordination of administrative cost arrangements, coordination of transportation and other supportive services, coordination of services with regional economic development services and providers and establishment of an agreement concerning



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how the planning region will collectively negotiate and reach agreement with FloridaCommerce on local levels of performance for local areas or the planning region.

30. Obtain recertification of the LWDB every two years as described in WIOA sec. 107(b) and Administrative Policy 091.

C. CSCR is organized exclusively for charitable, educational, religious, or scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE IV – RESPONSIBILITIES OF CSCR

The authorities and responsibilities of the BOARD OF DIRECTORS shall include all duties and functions of CSCR and all authorities and responsibilities delegated to it by applicable Federal, State, Local laws and mandates.

4.1 SUB-GRANT RECIPIENT AND ADMINISTRATIVE ENTITY/FISCAL AGENT

In accordance with the Interlocal Agreement among the Gadsden, Jefferson, Leon, and Wakulla Boards of County Commissioners, the LOCAL WORKFORCE DEVELOPMENT BOARD (LWDB) shall act as the sub-grantee recipient. It shall also be the administrative entity/fiscal agent for the service delivery area defined as LWDA 5. The sub-state area consists of Gadsden, Jefferson, Leon, and Wakulla counties in the LWDA pursuant to all applicable Federal, State, and local laws, rules, and regulations.

4.2 RESTRICTED ACTIVITIES

No substantial part of the activities of CSCR shall be the carrying on of propaganda, lobbying, or otherwise attempting to influence legislation, and CSCR shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4.3 501(c)3 LIMITATIONS

Notwithstanding any other provision of these articles, CSCR shall not conduct any other activities not permitted to be performed (a) by a corporation exempt from Federal Income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE V – MEMBERSHIP OF THE BOARD OF DIRECTORS

The BOARD OF DIRECTOR's membership shall number up to twenty-five (25) voting members – fourteen (14) representatives of local business and eleven (11) labor/apprenticeship/education/governmental/economic/community development/or other representatives.

A. The Board Members' terms shall be four years from the appointment date, with an option for renewal for one additional four-year term. An effort will be made to spread the



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renewals to ensure that the Board does not lose more than 1/3rd of the membership in any year. Members who finish the eight-year limit set by the legislature must sit out a year before they are eligible for re-nomination to the Board for a new four-year term. BOARD members must serve in staggered terms. Starting July 1, 2024, upon the addition of Jefferson County to our region, the terms of new board members will be staggered.

- B. A majority of the BOARD OF DIRECTORS shall be representatives of businesses in the local area, business owners, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority.
- C. Nomination and appointment documentation will be retained by the LWDB for five years.
- D. Any MEMBER of the BOARD OF DIRECTORS can be removed by the appointing entity or by the Governor of Florida for cause.
- E. The Chair of the BOARD OF DIRECTORS shall be a representative of the local business community and shall be selected by the membership of the BOARD OF DIRECTORS.

5.1 REPRESENTATIVES OF THE BOARD

The representatives of local businesses on the BOARD OF DIRECTORS shall number fourteen (14), including at least two representatives of small businesses, and shall be selected in the following manner:

- A. The number of business community seats appointed by the respective CLEO shall be apportioned as follows:
 - 1. Leon County seven (7)
 - 2. Gadsden County three (3)
 - 3. Jefferson County two (2)
 - 4. Wakulla County two (2)

Eleven (11) of the remaining board seats are appointed by the Consortium as specified in WIOA law:

- B. One (1) adult education and literacy representative;
- C. One (1) institution of higher education (including community colleges) representative;
- D. Two (2) economic and community development representatives nominated by the economic development agencies in either Gadsden, Jefferson, Leon, or Wakulla counties;
- E. Two (2) organized labor representatives (or apprenticeship program representative(s) or other allowable community-based organization representative(s) within the local area, if unavailable);
- F. One (1) community-based organization serving veterans representatives;



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- G. Two (2) governmental agencies representing Vocational Rehabilitation and Public Assistance representatives; and
- H. One (1) philanthropic organization representative (optional)
- I. One (1) independent institution of higher education (State Requirement)
- J. The Consortium can include other individuals or representatives of entities determined by the Chief Local Elected Officials (CLEO) in the local area. (Policy 091, IV, A,5, Page 4)

When there is more than one institution in each of the types of educational entities listed above, nominations shall be solicited from representatives of each of the entities.

5.2 ORIENTATION

MEMBERS must participate in orientation within six months of appointment and annual refresher training thereafter. Failure to comply results in a recommendation for removal.

5.3 FINANCIAL DISCLOSURE

Each MEMBER is required to file a full and public disclosure of financial interests pursuant to s.8, Art. II of the State Constitution or s. 112.3144, or s. 112.3145, whichever is appropriate. Each MEMBER of the BOARD OF DIRECTORS must file a statement of financial interests within 30 days from the date of appointment and annually thereafter. MEMBERS who fail to file the required form by the deadline will be responsible for paying all penalties. Note: The filing is required if the MEMBER served any time on the BOARD within the designated calendar year.

5.4 BOARD MEMBER COMPENSATION

No compensation, except related to travel as defined in the CSCR Administrative Plan, shall be paid to the BOARD OF DIRECTORS for the services they perform for CSCR in any capacity.

5.5 RESIGNATION OF MEMBERS

Any MEMBER may resign with written notification to the CEO and to the appointing entity. A resignation in absentia will be accepted if the MEMBER moves out of the area or is employed in a position that no longer meets the WIOA requirements.

5.6 VACANCIES

The qualifications of BOARD members will be documented, aligned with the requirements of WIOA, and compliant with all federal and state laws, rules and regulations, and applicable state policies.

The members of the BOARD must represent the diverse geographic areas within the local area and must ensure appropriate and equitable representation of all counties included in the local area. The importance of minorities and gender representation must be considered when making



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appointments to the BOARD.

BOARD vacancies must be filled within a reasonable time, but no more than 12 months from the vacancy occurrence.

The BOARD, in consultation with the Consortium, has developed, implemented, and follows the following written processes and procedures for recruiting, vetting, and nominating BOARD members:

1. The CEO is notified of a BOARD member vacancy.
2. The CEO notifies the Nominating Committee Chair, Consortium, and Board Chair of the vacancy.
3. Recruitment of applicants for board membership shall be announced by the CEO and staff through various means which may include publishing to business and trade associations/educational/economic development/labor/etc. as appropriate for the type of vacancy; CSCR website; CSCR social media; etc. for a period of no less than seven (7) business days.
4. The Nominating Committee will evaluate and vet all applicant qualifications to ensure alignment with WIOA and put forth all qualified candidates to the Executive Committee for further evaluation.
5. Upon completion of the Executive Committee's consideration, documentation of qualified candidates will be submitted to the CLEO for consideration and appointment.
6. The CLEO makes the appointment and submits documentation of the appointment to the BOARD.
7. The BOARD maintains all applicant and membership documentation supporting the recruitment, vetting and nomination process, including names of nominating organizations and names of all candidates and their qualifications for not less than five years.

ARTICLE VI – POWER TO EMPLOY CHIEF EXECUTIVE OFFICER (CEO)

The BOARD OF DIRECTORS shall have the power to employ a Chief Executive Officer who shall be responsible to:

- A. Coordinate with the Consortium regarding the identification and nomination of MEMBERS to the BOARD and ensure membership is compliant with WIOA and Florida statutes;
- B. Organize board meetings and ensure meetings are held according to the BOARD'S bylaws and Florida's sunshine laws;
- C. Develop and submit the local and regional workforce development plan;



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- D. Conduct oversight of WIOA adult, dislocated worker, youth program and entire one-stop delivery system, including development of policies and monitoring the administration of the programs;
- E. Negotiate and reach agreement on local performance measures with the Consortium and state;
- F. Ensure outcomes of local performance measures are provided to BOARD members and Consortium no less than semi-annually (twice per year);
- G. Negotiate with Consortium and required partners for Memorandums of Understanding;
- H. Provide oversight of the competitive procurement process;
 - i. Develop a budget for activities of the BOARD;
 - ii. Certify the one-stop career centers and
- I. Provide copies of all monitoring, audit reports and related materials to the BOARD and Consortium within five business days of receipt.

The Chief Executive Officer shall report to the BOARD OF DIRECTORS and shall be responsible for the employment of such other staff as required to carry out the duties assigned to the BOARD OF DIRECTORS. The Chief Executive Officer is required to file a statement of financial interests pursuant to *F.S. 112.3145*.

6.1 CEO REMOVAL

The Governor, the Consortium or BOARD may remove the Chief Executive Officer of CSCR, for cause. As used in the paragraph, the term "cause" includes, but is not limited to, engaging in fraud or other criminal acts, incapacity, unfitness, neglect of duty, official incompetence and irresponsibility, misfeasance, malfeasance, nonfeasance, gross mismanagement, waste, or lack of performance.

ARTICLE VII – BOARD OF DIRECTOR BUSINESS DEALINGS

The BOARD OF DIRECTORS shall transact all business of CSCR. It shall comply with policies and, in general, assume responsibility for the guidance of the affairs of CSCR.

7.1 BUSINESS DEALINGS WITH SPOUSE/CHILDREN AND CONTRACTING WITH RELATIVES -

- A. CSCR shall not, either directly or indirectly, purchase, rent, or lease any realty, goods, or services from any business entity of which any MEMBER, the MEMBER's spouse or child is an officer, partner, director, or proprietor or in which they have any material interest.
- B. There is hereby declared to be an exemption from Section "A" hereof, in accordance with *Section 112.313(12) Florida Statutes, 1995*, if:
 - 1. The business with the MEMBER is transacted under a rotational system whereby



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the business transactions are rotated among all qualified suppliers of the goods and services within the LWDB service area;

2. The business is awarded under a system of sealed competitive bidding to the bidder that is most responsive to the needs outlined in the request.
3. The MEMBER, the MEMBER's spouse or child has in no way participated in the determination of the bid specifications or the determination of the bidder.
4. The MEMBER, the MEMBER's spouse or child, has in no way used or attempted to use their influence to persuade CSCR or any personnel thereof to enter such a contract other than by the mere submission of the bid; and
5. CSCR agrees with an organization, or an individual represented on the BOARD OF DIRECTORS; the contract must be approved by a 2/3 vote of the entire BOARD OF DIRECTORS, with the benefiting MEMBER abstaining from the vote. All conflicts of interest must be disclosed before the vote. Such contracts, as well as documentation demonstrating adherence to this section as specified by CareerSource Florida Inc., must be submitted to FloridaCommerce for review and recommendation according to criteria determined by CareerSource Florida, Inc.
6. A contract under \$25,000 between CSCR and a MEMBER of the BOARD OF DIRECTORS or MEMBER's relative, as defined in s. LL 12.3143(1)(b) is not required to have the prior approval of FloridaCommerce. But must be approved by a two-thirds vote of the BOARD OF DIRECTORS, a quorum having been established, and reported to FloridaCommerce and CareerSource Florida, Inc., within thirty (30) days of approval.
7. If FloridaCommerce does not approve such a contract, a review of the decision to disapprove of the contract may be requested by CSCR or other parties to the disapproved contract.
8. Any other exemption created under *Section 112.313(12) Florida Statutes*, or any other applicable Florida or United States statutes applies.

ARTICLE VIII – OFFICERS

The membership of the BOARD OF DIRECTORS shall elect Officers, including a Chair, Vice-Chair, Secretary, and Treasurer, by a majority vote of a quorum. The Past Chair will serve as an ex-officio member on the Executive Committee.

- A. The Officers' term of office shall commence July 1 following the election. Note: MEMBERS who are appointed to mandatory and optional seats may serve in all officer positions except Chair.
- B. The term of office for the elected officers shall be two (2) years. Holding an officer position has a term limit of two terms maximum in one position.
- C. The membership of the BOARD OF DIRECTORS shall have the power to appoint such other officers, as it deems necessary for the transaction of the business of CSCR.
- D. The BOARD OF DIRECTORS shall have the power to fill any vacancy in any office for any



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reason whatsoever, by election, and by a majority vote of a quorum.

8.1 DUTIES OF CHAIR

The Chair of the BOARD OF DIRECTORS shall:

1. Call and preside at all meetings of the BOARD OF DIRECTORS.
2. Lead the agenda setting process for the year and guiding meetings, ensuring both tactical and strategic work is completed.
3. Be a member of the Executive Committee.
4. Appoint MEMBERS to serve on the Audit Committee.
5. Appoint MEMBERS to serve on the Education and Industry Council.
6. Be a member ex-officio of all Standing Committees except for the Executive Committee, for which the Chair serves as Committee Chair.
7. Serve on the State Association for Workforce Development Chairs representing CSCR.
8. Act as the lead strategic convener to promote and broker effective relationships between Consortium members and economic development, education, and workforce partners in the area.
9. Provide the annual performance review of the CEO to the Consortium members and the BOARD at least annually and upon request.
10. Appear before the state board to discuss the performance of the BOARD, upon request of the state board.
11. Perform all other duties pertaining to the office of Chair.

8.2 DUTIES OF VICE CHAIR

The Vice-Chair shall:

1. Preside at all meetings of the BOARD OF DIRECTORS in the absence of the Chair.
2. Be a member of the Executive Committee.
3. Consider succeeding to the Chair position at the conclusion of the two-year term if eligible.
4. Serve as back-up to the Chair for the State Association for Workforce Development Chairs when needed.
5. Perform all other duties pertaining to the office of Vice-Chair.

8.3 DUTIES OF THE TREASURER

The Treasurer shall:

1. Be a member of the Executive Committee.
2. Confer with CSCR's Chief Financial Officer regarding financial reports;
3. Serve as Chair of the Finance Committee.



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4. Oversee the annual budget process.
5. Serve as a signatory for all CSCR checks over \$2,500.
6. Ensure that CSCR's financial accounts and records are audited annually and that a copy is furnished to each MEMBER for review.
7. Consider succeeding in the Vice Chair position at the conclusion of the two-year term.
8. Perform all other duties pertaining to the office of Treasurer.

8.4 DUTIES OF SECRETARY

The Secretary shall:

1. Be a member of the Executive Committee.
2. Consider succeeding to the Treasurer position at the conclusion of the two-year term.
3. Be the chair of the Audit Committee
4. Ensure BOARD members are educated about and acknowledge state and local conflict-of-interest policies upon appointment and annually thereafter.
5. Be the recipient of any disclosures of a conflict-of-interest declaration
6. Sign all approved Board minutes and offer a summary of the year at the annual meeting.

8.5 DUTIES OF THE IMMEDIATE PAST CHAIR

1. The past Chair will serve as Ex-Officio on the Executive Committee
2. Chair the Nominating Committee working with the CLEO

ARTICLE IX – COMMITTEES

Certain Standing Committees shall be appointed to assist CSCR and its BOARD OF DIRECTORS in its business conduct. The Chair of the BOARD OF DIRECTORS will select a Chair for each Standing Committee not otherwise designated within the bylaws. All Standing Committee Chairs must be a MEMBER of the BOARD of DIRECTORS. All Standing and Special Committees shall be comprised of individuals who possess relevant experience and expertise in the subject area of the respective Committee. All Standing Committees shall contain no less than three (3) and no more than twelve (12) members. Standing Committee members are appointed as described below and may serve on the committee for a term of four (4) years, with the option of reappointment for an additional four (4) year term. All action items approved within the Standing Committees shall be followed by action items presented to the Executive Committee and then, as appropriate, the full BOARD OF DIRECTORS.

9.1 STANDING COMMITTEES

The Standing Committees shall include the Executive Committee, Strategic Policy, and Planning Committee, Finance Committee, Audit Committee, Nominating Committee, and Governance Committee. Due diligence should be exercised to ensure there is representation from each of the four counties served by the BOARD on the committees.



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A. Executive Committee

The Executive Committee shall be composed of the elected officers of the BOARD and the Chairs of the Standing Committees.

The Executive Committee shall have and exercise the authority of the BOARD OF DIRECTORS between quarterly meetings of the BOARD OF DIRECTORS on items that cannot wait until the next BOARD meeting. The Chair of the BOARD OF DIRECTORS is the Chair of the Executive Committee.

The Executive Committee shall serve as the personnel committee for the Chief Executive Officer and the operational monitoring committee. In addition, at least one of the Chief Local Elected Officials, preferably the Consortium Chair, from the Consortium will be invited to serve as a personnel committee member.

Upon receipt of nominations for BOARD membership from the Nominating Committee, the Executive Committee will evaluate and vet applicant qualifications to ensure alignment with WIOA and put forth all qualified candidates to the CLEO for consideration and appointment.

Committee/Council Chairs shall report any BOARD action proposals from their respective committee or council to the Executive Committee for vetting and approval before going before the Board for final approval.

B. Strategic Policy and Planning Committee

As further prescribed in the Strategic Policy and Planning Committee Charter, this committee shall recommend to the BOARD specific policies, strategies, programs, and activities affecting workforce development. The MEMBERS shall:

1. Lead the effort of developing and approving the local four-year plan, which outlines the Board's delivery and administration of all workforce services delivered in the LWDA;
2. Make recommendations on policies and procedures for workforce services and programs.
3. Develop and submit occupations in demand to be placed on the Regional Targeted Occupations List (RTOL) for the LWDB;
4. Participate in sector-driven strategies regionally and develop a feedback process on current talent demands and gaps in training.
5. Develop the criteria for training provider applications and select training providers using the established standards.
6. Develop programs and policies to promote adult workers in career advancement.
7. Make recommendations on implementing programs and expending funds for services to reduce recidivism (including that of ex-offenders) and contribute to employer and employee retention.



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8. Provide oversight for all programs affecting adults in the LWDB, including persons with barriers to employment.
9. Develop criteria for the Request for Proposals (RFPs) for workforce services (including the One-Stop Operator).
10. Rate bids and proposals that are in response to RFPs.

Additionally, the Strategic Policy and Planning Committee will solicit the input of the regional economic development professionals and provide a forum for the economic development organizations to report on business recruitment, retention, and expansion efforts over the previous quarter.

C. Governance Committee

As further prescribed in the Governance Committee Charter, this Committee shall serve a variety of roles for the BOARD OF DIRECTORS. The MEMBERS shall:

1. Develop and monitor the BOARDs performance against the organization's mission, vision, and strategic plan.
2. Guide the BOARD OF DIRECTORS on leadership and composition, CSCR board guidelines, and conflicts of interest;
3. Ensure required new MEMBER orientation and incumbent member refresher programs.
4. Evaluate the effectiveness and accountability of the BOARD OF DIRECTORS:
5. Administer and share the results of the self-evaluation with the BOARD OF DIRECTORS.
6. Review the overall governance structure of the organization.
7. Monitor BOARD MEMBER attendance at BOARD meetings for compliance purposes; and,
8. Notify MEMBERS when they have two unexcused absences in a row that a third unexcused absence would automatically trigger notification to the appointing entity. A copy of the notice to be made to the Consortium Chair and to the CLEO of the county that appointed the person.
9. Recommend for removal to the appointing entity MEMBERS who have three consecutive absences where notice of absence was not provided in advance of the meetings.

D. Finance Committee

The Chair of the Finance Committee is the Treasurer of the BOARD OF DIRECTORS. As further prescribed in the Finance Committee Charter, this committee shall:

1. Review and approve the budget for all programs.
2. Develop criteria for Request for Proposals (RFPs) for consulting and IT services.
3. Rate bids and proposals in response to RFP submissions for consulting and IT services.
4. Have oversight responsibility of all financial activities of CSCR; and,



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5. Submit a report at all regularly scheduled quarterly board meetings and special reports as requested by the BOARD OF DIRECTORS.

E. Audit Committee

The Chair of the BOARD shall appoint an Audit Committee, which will be composed of MEMBERS who currently do not serve on the Finance Committee. The committee Chair shall be the Board Secretary. As further prescribed in the Audit Committee Charter, the Committee shall:

1. Develop criteria and review proposals related to procuring auditing services.
2. Review of the audit report and presentation to the Executive Committee; and,
3. Review and recommend approval of the audit report, management recommendations, and approval of the IRS 990 submission.

F. Nominating Committee

The Nominating Committee shall be appointed by the Executive Committee. The Committee shall consist of no less than three (3) and no more than six (6) MEMBERS of the BOARD. The immediate past chair will chair this committee. As further prescribed in the Nominating Committee Charter, the Committee shall:

1. The Nominating Committee will evaluate and vet all new MEMBER applicant qualifications to ensure alignment with WIOA and put forth all qualified candidates for BOARD membership consideration to the Executive Committee for further evaluation.
2. No person shall be nominated unless they have indicated a willingness to serve prior to nomination.
3. Recommendations for Nominations of OFFICERS must be submitted in writing to any member of the Nominating Committee by a MEMBER or CLEO in the quarter before a change in officer positions scheduled (every two years).
4. The Nominating Committee shall present a slate of OFFICERS to the BOARD OF DIRECTORS at the fourth quarter BOARD meeting for a vote. MEMBERS may nominate from the floor. If more than one MEMBER is seeking an officer position, a paper ballot will be provided for MEMBERS to vote.

9.2 SPECIAL COMMITTEES

Other special committees may be appointed or eliminated as needed.

A. Career Center Partners Council

The Workforce Innovation and Opportunity Act requires CSCR to work with regional and service providers to ensure there is no duplication of services. Besides, partners signing a Memorandum of Understanding (MOU) are investors in the workforce system that allows a variety of services to be delivered in the career centers as well as through cross-referrals between CSCR and its career center partner organizations. As such, the partners will form the Career Center Partners Committee. This Committee will meet to:



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1. Discuss ways to reach common goals (i.e. performance, financial, customer satisfaction).
2. Leverage resources across partner organizations for the greater good of those served, in particular, those with barriers to employment (i.e., individuals with disabilities, returning citizens, older workers) and may require long-term services towards gaining employment.
3. Discuss programmatic and financial issues faced by the partners and any misunderstandings/myths that may exist between the participating partners (troubleshooting of issues).
4. Discuss how to improve and maintain an effective and successful one-stop system.
5. Discuss opportunities for collaboration on potential grant opportunities that serve the core mission of the one-stop system and partner organizations.
6. Share details on flagship programs, events, and initiatives.
7. Share pertinent information on services and referrals.
8. Coordinate community responses to challenging concerns.
9. Improve communication, establish referral processes using Crosswalk™ where possible, and address each organization's performance measures as it relates to mutual/shared customers.
10. The One Stop Operator (OSO) shall serve as the staff support for this committee.

B. Business and Education Council

Section 445.007 (15) of the Florida Statutes requires each local workforce development board to create an education and industry council composed of representatives of educational entities and businesses in the designated service delivery area. The chair of the local workforce development board shall appoint the council members. A local workforce development board member shall not serve as a council member.

CSCR has established the Business and Education Council (BEC) as a Special Committee. Council members shall be appointed for two-year terms beginning on Jan. 1 of the year of the appointment. The BEC will meet quarterly to:

1. Bring together executive-level staff from top public and private sector employers with leaderships staff from public and private educational entities.
2. Industry representatives sharing their specific talent development needs or observations on talent in the local area.
3. Education representatives sharing what specific education offerings are available in the local area.
4. Discuss current labor market information provided by LWDB staff including information on priority industry sectors in the area and information on the status of existing talent pipelines for in-demand occupations and the need to expand or leverage existing and/or



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new resources.

5. The BES Senior Director shall serve as the staff support for this council.

ARTICLE X - REMOVAL

10.1 GOVERNOR'S AUTHORITY

The Governor may remove a MEMBER for cause. As used in this paragraph, the term "cause" includes, but is not limited to, engaging in fraud or other criminal acts, incapacity, unfitness, neglect of duty, official incompetence and irresponsibility, misfeasance, malfeasance, nonfeasance, gross mismanagement, waste, or lack of performance.

10.2 REMOVAL OF MEMBERS AND OFFICERS

Removal of a MEMBER will be in accordance with the CareerSource Florida Administrative Policy, Local Workforce Development Board Composition and Certification, Policy 091.

A BOARD OF DIRECTORS MEMBER may be recommended for removal by the Governance Committee to the appointing entity after three consecutive absences where notice of absence was not provided before the meetings. MEMBERS providing advance notice to the CEO or appointed staff member of their absences at meetings will be excused.

A MEMBER may be removed from the BOARD by the CLEO, for cause, if the member no longer represents the constituency for which the appointment was made, a member's disability, illness or inability to perform their duties on the BOARD, or for not upholding the responsibilities and requirements of the appointment.

Any OFFICER of the BOARD OF DIRECTORS may be removed from office either with or without cause, at any time, by a majority vote of the MEMBERS at any regular quarterly Board meeting or any special meeting of the Executive Committee called for such purpose.

ARTICLE XI – BOARD MEETINGS

11.1 REGULAR MEETINGS

Regular meetings of the BOARD and Committees shall be held not less than quarterly or more often as needed. The BOARD will approve the scheduled quarterly meetings of the BOARD and Committees for the next fiscal year at its fourth quarter meeting before the next fiscal year starts.

11.2 SPECIAL/EMERGENCY MEETINGS

Special or Emergency meetings of the BOARD or Committees may be held at the call of the Chair or in the absence of the Chair, the Vice Chair may call these meetings as necessary. Special or Emergency meetings are defined as those necessary for continuing operations between regularly scheduled meetings.



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11.3 NOTICE

Reasonable written notice of each meeting (stating the place, day and hour), whether regular or special, shall be provided to each MEMBER at his/her usual place of business or residence. The BOARD OF DIRECTORS and the Workforce Development Consortium meetings shall be publicly announced in accordance with Florida's Government-in-the-Sunshine Act.

The following information must be posted on the Board's website in a manner easily accessible by the public:

- Notice of all Board meetings at least seven days before the meeting is to occur.
- Notice of special Board meetings must be posted seventy-two hours before the meeting occurs.
- Provide employee positions and salary information for each position, including any benefits and performance bonuses.
- A plain language version of any contract estimated to exceed \$35,000 with a private entity, municipality, city, town, or vendor of services, supplies, or programs, including marketing, or for the purchase or lease or use of lands, facilities or properties.
- A list of all Board MEMBERS, companies, or entities that the Board MEMBER is employed by or owns and their terms of service.
- Interlocal Agreement(s) as applicable.
- Single Audit Report for the last two fiscal years.
- Board meeting minutes within 15 days of Board approval.
- IRS Form 990 for the last two years.
- All contracts between the Board and a member of the local board, a relative of a local board member, an organization or individual represented on the local board or an employee of the local board approved on or after July 1, 2021 must be published on the local board's website within 10 days after approval by the local board or the department, whichever is later. Such contracts must remain on the website for at least one year after termination of the contract.
- All active agreements with another workforce board that delegates partial or complete responsibility for any duties the BOARD OF DIRECTORS is expected, required, or mandated to perform under an agreement or Workforce Innovation & Opportunity Act, even if the cost is not expected to exceed \$35,000.

11.4 RECORDKEEPING



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Board meeting minutes, including official actions taken by the board and board member attendance, will be available on the website within 15 days of Board approval and maintained on the website for at least 2 years.

11.5 ORDER OF BUSINESS

Business shall be conducted in accordance with Roberts Rules of Order as newly revised.

11.6 CONSENT AGENDA

CSCR relies on its committee structure to address pressing issues, meet compliance, and oversight requirements, and carry out the mission of the BOARD OF DIRECTORS. As such, items that are vetted and passed in the committees are presented to the Executive Committee for review and either rejection, modification, or approval. This process ensures that the BOARD OF DIRECTORS is fully engaged in determining its functional requirements and that the committees perform work supporting the BOARD OF DIRECTORS. Therefore, all items that have been fully vetted through a committee and then the Executive Committee are packaged in the Consent Agenda for the BOARD OF DIRECTORS. MEMBERS are free to pull out an item for further discussion when the Consent Agenda is before the BOARD for a vote. The goal of the Consent Agenda is to build trust in the committee process of peers and allow for adequate time for the BOARD OF DIRECTORS to discuss regional workforce issues during the quarterly board meetings.

11.7 QUORUM

A quorum for all regular meetings of the BOARD OF DIRECTORS shall exist when most MEMBERS are present. MEMBERS are expected to attend each BOARD OF DIRECTORS Meeting. Additionally, the BOARD OF DIRECTORS and its committees may use any telecommunications method to conduct meetings, provided that the public is given proper notice of the meeting and is given reasonable access to observe and, when appropriate, participate. If a MEMBER cannot attend a BOARD OF DIRECTORS meeting in person, arrangements may be made for that MEMBER to participate in the meeting remotely. MEMBERS attending BOARD OF DIRECTORS meetings both in-person and remotely will be counted on to establish a quorum.

A quorum for all Standing Committee meetings shall exist when at least 33 1/3% of its members are present.

11.8 VOTING

Every MEMBER of the BOARD OF DIRECTORS shall have the right to one vote upon every issue properly submitted to vote at a meeting of the BOARD, except if there is a conflict of interest. Voting may be accomplished in person or via remote communication if such a vote by remote communication is achieved concurrently with the proceedings and recorded in the official meeting minutes. **Proxies are not permitted to vote but may participate in the discussion. The CLEOs are not voting members but are encouraged to participate in the BOARD discussions and standing committee meetings and give guidance.**

11.9 CONFLICT OF INTEREST



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- A. All MEMBERS are required to attend training and education regarding state and local conflict-of-interest policies upon appointment to the BOARD and annually thereafter acknowledge such policies.
- B. Any MEMBER who significantly participates in developing contract specifications or standards is prohibited from receiving any direct financial benefit from any resulting contract.
- C. Any MEMBER who significantly participates in a board discussion or decision relating to specific terms of a contract, the determination of specific standards for performance or 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 discussions or decisions is prohibited from receiving any direct financial benefit from any resulting contract. Also, no corporation, partnership, firm, association, or other entity shall receive the contract if it creates a conflict of interest in the manner described above.
- D. The prohibition regarding the conflict of interest shall also apply to contracts entered into or responses to RFPs accepted from immediate family members of any interested party or a corporation or business in which the immediate family member may occupy a management position or own shares of some portion of the company or business of subsidiary or related business.
- E. Any MEMBER with a potential or actual conflict of interest must disclose that fact to the Secretary of the BOARD OF DIRECTORS as soon as the potential conflict is discovered and, to the extent possible, before the agenda for a meeting involving the matter at issue is prepared. Suppose it should be determined during a meeting that a conflict of interest exists, the MEMBER must verbally declare such conflict of interest. In that case, such declaration must be clearly noted in the minutes, and such MEMBER must excuse him/herself from the remainder of the discussion and the vote for that item.
- F. Each MEMBER is responsible for determining whether any potential or actual conflict of interest exists or arises during his/her service on the BOARD.
- G. When a contract or purchase is made by CSCR involving a MEMBER or an entity with which a MEMBER is associated, the BOARD OF DIRECTORS must establish and document to the reasonable satisfaction of CareerSource Florida, Inc. that the contract or purchase was adequately bid or negotiated and that the terms of the contract or price of the purchase are fair and reasonable to CSCR.
- H. CSCR shall adopt a policy that minimizes the appearance of conflicts of interest.
- I. The One-Stop Operator and Workforce Development Services Provider will not serve on the BOARD OF DIRECTORS or any committees that deal with oversight of the One-Stop system or allocation of resources that would potentially be allocated to that such organization.
- J. Any MEMBER, including a One-Stop Operator and Workforce Development Services Provider, who significantly participates in the development of contract specifications or the specifications of the contract process, is prohibited from bidding on or competing for those contracts or supervising staff who are paid from funding awarded under such contracts.



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- K. At the discretion of the BOARD OF DIRECTORS, an exemption may be made on contracts with a MEMBER receiving a grant for workforce services under federal, state, or other governmental workforce programs.

11.10 BUSINESS AFFAIRS

The BOARD OF DIRECTORS may solicit, borrow, accept, and receive funds from any public or private source. CSCR may contract with public and private entities as necessary to further the purpose of the BOARD OF DIRECTORS and CSCR.

ARTICLE XII – FISCAL YEAR

The fiscal year of the BOARD shall be July 1 to June 30.

ARTICLE XIII - INDEMNIFICATION

Each MEMBER and each officer of the BOARD OF DIRECTORS now and hereafter serving as such, who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil criminal, administrative or investigative (other than by an action by, or in the right of, CSCR), by reason of the fact that he or she is or was a MEMBER, officer or agent of CSCR or is or was serving at the request of CSCR as a MEMBER, officer or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of CSCR, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct for performance of his or her duty to CSCR unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is thoroughly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The indemnity shall only be provided concerning any criminal action or proceeding which the MEMBER or officer or another agent of CSCR has no reasonable cause to believe was unlawful.

The amount paid to any officer or MEMBER by indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved. Any indemnification under this Article shall be made by CSCR only as authorized in the specific case by determining that indemnification of the MEMBER, officer, or agent is proper in the circumstances because he or she has met the applicable standards of conduct. The BOARD shall make such determination by a majority vote of a quorum consisting of MEMBERS who were not parties to such action, suit or proceeding. The preceding right of indemnification shall be in addition to but not exclusive of any other right to which such MEMBER, officer or agent of the COUNCIL may otherwise be entitled by law.

ARTICLE XIV – AMENDMENTS TO THE BYLAWS



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Any MEMBER of the BOARD OF DIRECTORS may propose amendments to the Bylaws through the Governance Committee. By a two-thirds vote of those present at a meeting having a quorum, the BOARD OF DIRECTORS may vote to amend, replace, or repeal the Bylaws with the approval of the Consortium.

ARTICLE XV – DISSOLUTION OR LIQUIDATION

Upon the dissolution of the Corporation, the board staff officers shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of the remaining assets of the BOARD by returning them to the US Department of Labor (DOL), the state designee, or, if DOL and state designee agrees, giving those assets to local charitable, educational, religious, or scientific purposes which at the time qualify as a 501(c)3 non-profit organization under the Internal Revenue Code.

BYLAW APPROVAL AND SIGNATURES

In witness thereof, the undersigned parties agree to the terms outlined herein as of the data last executed by the parties.

Approved by the Board on _____ day of _____, 2024.

Signed: _____, Chair of the Board

Signed: _____, Secretary of the Board

Signed: _____, CEO

Approved by the Workforce Development Consortium on 6th day of May, 2024.

Signed:
68ED2D96806049C... Chief Local Elected Official (Gadsden County)

Signed: _____ Chief Local Elected Official (Jefferson County)

Signed:
4997E9A7C8EB483... Chief Local Elected Official (Leon County)

Signed:
DF09E10DBBC7468... Chief Local Elected Official (Wakulla County)