



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 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, 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* - 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. *CLEO* – Chief Local Elected Official is elected annually by the Consortium as the Chair of the WORKFORCE DEVELOPMENT CONSORTIUM.
- G. *STATE WORKFORCE DEVELOPMENT BOARD* – Appointed by the Governor to oversee the state workforce system.

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

- A. Under the Board and the 'Consortium's direction, CSCR either directly or through



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contracted service providers, may provide for the delivery of such services as may be required in order to assist in providing market-driven services to employers, incumbent workers and job seekers in the LWDB.

B. The duties and functions of the LWDB include:

1. Develop and submit the LWDB's comprehensive four-year local (strategic and operating) plan, in partnership with the local elected officials, including feedback from stakeholders;
2. Conduct workforce research and regional labor market analysis for regular updates of economic conditions, needed knowledge and skills, workforce, and workforce development activities (including education and training) in addition to an analysis of strength and weaknesses of services to address the needs of the workforce system and employment needs of employers;
3. Promote business representation (particularly individuals with optimum policy-making or hiring authority) on the Board of Directors reflecting existing and emerging employment opportunities in the local area;
4. 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 compliant with all state and federal requirements.
5. Develop effective linkages with employers in the local area to support use of the local workforce development system and to support local workforce activities;
6. Develop and implement promising strategies for meeting employment and skill needs employers and workers as well as expand employment and career advancement opportunities for program participants in in-demand industry sectors/occupations;
7. 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;
8. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, incumbent workers and job seekers;
9. Facilitating access to services provided through the one-stop delivery system, including access in remote areas and those with employment barriers;
10. 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;
11. Negotiate with required partners on funding the infrastructure costs of one-stop centers in the local area;
12. Negotiate and reach agreement on local performance indicators with the Consortium in addition to establishing and evaluating performance standards and measures for programs administered in the LWDB;



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13. Contracting with public and private entities as necessary to carry out the programs;
 14. Ensure there are sufficient numbers and types of providers of career and training services in the local area to maximize consumer choice;
 15. Identifying occupations for which there is a demand in the LWDB and selecting training institutions that may provide training, in accordance with procurement guidelines and procedures;
 16. Selecting a One-Stop Operator through a competitive process;
 17. Developing an annual budget for review and approval by the CONSORTIUM and submitted to the State Workforce Board.
 18. Soliciting the input and participation of the local business community in the provision of services for the residents of the LWDB;
 19. Providing policy guidance and procedures for programs established by CSCR;
 20. Reporting to appropriate state agencies and providing an annual report;
 21. Selecting sub-recipients, under procurement guidelines and procedures;
 22. Prioritizing of 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 and 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. Providing a compensation package for the Chief Executive Officer that complies with the US Department of Labor limits.
- 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, and Local laws and mandates.

4.1 SUB-GRANT RECIPIENT AND ADMINISTRATIVE ENTITY/FISCAL AGENT -

In accordance with the Interlocal Agreement between the Gadsden, Leon, and Wakulla Boards of County Commissioners, the LOCAL WORKFORCE DEVELOPMENT BOARD shall act as the sub-grantee recipient and shall also be the administrative entity/fiscal agent for the service delivery



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area defined as LWDA 5. The sub-state area consists of Gadsden, Leon, and Wakulla counties in the LWDA pursuant to all applicable Federal, State, and local laws, rules, and regulations. The BOARD OF DIRECTORS thereby assumes all fiscal and administrative liability for program operations in said service delivery area.

4.2 RESTRICTED ACTIVITIES -

No substantial part of the activities of CSCR shall be the carrying on of propaganda, 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 twenty-two (23) voting members – 12 representatives of local business and eleven (11) mandatory/optional representatives as required by WIOA and further explained in sections 5.1 and 5.2 of this Article.

- A. Terms of the MEMBERS shall be three (3) years.
- B. A majority of the BOARD OF DIRECTORS shall be representatives of businesses in the local area, who shall be owners of business concerns, executives, or chief operating officers of non-governmental employers, or other private-sector executives who have substantial management, hiring or policy responsibility.
- C. MEMBERS representing business can serve up to three rotations (for a total of up to nine (9) years) and then must sit off the Board for a minimum of one (1) year.
- D. Non-business MEMBERS shall be appointed, by the designated authorities for fixed terms and may serve until their successors are appointed. WIOA law designates these members as partners.
- E. Any vacancy in the membership of the BOARD OF DIRECTORS shall be filled in the same manner as the original appointment and for the remainder of the term of the person being replaced. The Nominating Committee and the Consortium is tasked with the recruitment of replacement MEMBERS who support the strategic objectives of the BOARD OF DIRECTORS and the Local Elected Officials (the Consortium).
- F. Nomination documentation must be retained for five years.
- G. Any MEMBER of the BOARD OF DIRECTORS can be removed by the appointing entity or by the Governor of Florida for cause.



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H. 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 LOCAL BUSINESSES -

The representatives of local businesses on the BOARD OF DIRECTORS shall number twelve (12) and shall be selected in the following manner:

- A. Nominations for the business community seats shall be submitted by the Nominating Committee to the respective local business organizations such as the local chambers of commerce and/or associations. The local business organization will issue a letter of recommendation to the respective Board of County Commissioners (BOCC). From there, the BOCC will appoint the MEMBER to the BOARD OF DIRECTORS.
- B. In addition, the number of business community seats appointed by the respective Boards of County Commissioners shall be apportioned as follows:
 - 1. Leon County Commission, seven (7);
 - 2. Gadsden County Commission, three (3); and
 - 3. Wakulla County Commission, two (2).

5.2 MANDATORY AND OPTIONAL REPRESENTATIVES -

Eleven (11) of the remaining board seats are not nominated by the three (3) respective Boards of County Commissioners, but are appointed as specified in WIOA law:

- A. One (1) adult education and literacy representative
- B. One (1) institution of higher education (including community colleges) representative;
- C. Two (2) economic and community development representatives nominated by the economic development agencies in either Gadsden, Leon, or Wakulla counties;
- D. Two (2) organized labor representatives (or other representative(s) of the workforce within the local area, if unavailable);
- E. One (1) community-based organization serving veterans representative;
- F. Two (2) governmental agencies representing Vocational Rehabilitation and Public Assistance representatives; and
- G. One (1) philanthropic organization representative
- H. One (1) independent institution of higher education (State Requirement)

5.3 QUALIFICATIONS -

MEMBERS of the BOARD OF DIRECTORS shall be citizens of the United States of America, residents of the State of Florida, duly appointed and shall always comply with criteria established by the State of Florida. Additionally, MEMBERS should be senior-level managers as preferred by WIOA.

5.4 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, shall file a statement of financial interests pursuant



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to s. 112.3145. Per the 2012 Florida Workforce Board Accountability Act (hereinafter referred to as "Florida's Workforce Accountability Act"), each member of the BOARD OF DIRECTORS is required to file an annual Financial Disclosure Form 1. Members that fail to file the required form by the deadline will be considered resigned from the BOARD. However, this does not absolve them from the responsibility of paying the penalty which is \$25 assessed each day past the submission deadline. Note: The filing is required if the MEMBER served any time on the BOARD in a calendar year.

5.5 BOARD 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 performed by them for CSCR in any capacity. Additionally, no part of the net earnings of CSCR shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that CSCR shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes.

5.6 RESIGNATION OF MEMBERS REPRESENTING BUSINESS –

Any MEMBER may resign upon written notification to the Chair of the BOARD OF DIRECTORS and to their appointing government entity. The Executive Committee may accept a resignation in absentia if the BOARD member has changed positions, left the region, or indicated their intention to resign (verbal or written).

5.7 VACANCIES –

Vacancies during the term of appointment occurring among the MEMBERS of the BOARD OF DIRECTORS shall be filled within a reasonable time frame of the vacancy's occurrence. The goal is to have the vacancy filled within 90 days. The Nominating Committee and the Consortium will be tasked with recruiting replacement board members that support the strategic objectives of CSCR and its BOARD OF DIRECTORS. The current composition of the BOARD OF DIRECTORS in terms of diversity, as well as county and industry-sector representation, will be considered when recruiting new board members.

Appointed members by WIOA law shall have a letter from their agency head that nominates them to the BOARD to fulfill the legal requirements.

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

The BOARD OF DIRECTORS shall have the power to employ and terminate a Chief Executive Officer who shall be responsible for the operational and administrative functions of CSCR. 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.



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6.1 CEO REMOVAL –

The Governor 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, or lack of performance.

ARTICLE VII – DUTIES OF THE BOARD

The BOARD OF DIRECTORS shall transact all business of CSCR. It shall determine the 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 the business transactions are rotated among all qualified suppliers of the goods and services within the LWDB 5 service delivery 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 enters into an agreement 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 the Department of Economic Opportunity (DEO) for review and recommendation according to criteria to be determined by CareerSource Florida Inc.
 6. A contract under \$25,000 between CSCR and a MEMBER of the BOARD OF DIRECTORS or between a relative, as defined in s. LL 12.3143(1)(b), of a MEMBER or an employee of the BOARD OF DIRECTORS is not required to have the prior approval of CareerSource Florida Inc. but must be approved by a two-thirds vote



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of the BOARD OF DIRECTORS, a quorum having been established, and must be reported to DEO and CareerSource Florida Inc., within thirty (30) days of approval.

7. A contract cannot be approved by CareerSource Florida Inc., a review of the decision to disapprove 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 a Chair, Vice-Chair, Secretary, and Treasurer by a majority vote of a quorum. The Past Chair will serve as ex-officio 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 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. Preside at all meetings of the BOARD OF DIRECTORS.
2. Be a member of the Executive Committee.
3. Appoint MEMBERS to serve on the Audit Committee.
4. Be a member ex-officio of all standing committees except for the Executive Committee, for which the Chair serves as Committee Chair.
5. Serve on the State Association for Workforce Development Chairs representing LWDB 5.
6. Perform all other duties usually 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 absence of its Chair.



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2. Be a member of the Executive Committee.
3. Consider succeeding to the Chair position at the conclusion of the two-year term.
4. Serve as back-up to the Chair for the State Association for Workforce Development Chairs, when needed.
5. Perform all other duties usually 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.
4. Oversee the budget process annually.
5. Serve as a signatory for all CSCR checks over the amount of \$2,500.
6. Ensure that CSCR's accounts and records are audited annually and that a copy thereof be furnished to each MEMBER to review.
7. Consider succeeding to the Vice-Chair position at the conclusion of the two-year term.
8. Perform all other duties usually pertaining to the office of Treasurer.

8.4 DUTIES OF SECRETARY –

The Secretary shall:

1. Be a member of the Executive Committee;
2. Confer and sign off with CSCR's Administrative Assistant on all minutes passed by the BOARD OF DIRECTORS;
3. Create a report of the accomplishments of CSCR over the prior year for presentation at the Annual Meeting and inclusion in the CSCR annual report.
4. Consider succeeding to the Treasurer position at the conclusion of the two-year term.
5. Perform all other duties usually pertaining to the office of Secretary.

ARTICLE IX – COMMITTEES

Certain standing committees shall be appointed to assist CSCR and its BOARD OF DIRECTORS in its conduct of business. The Chair of the BOARD OF DIRECTORS will select a Chair for each Committee. All standing committee Chairs must be a MEMBER of the BOARD of DIRECTORS. All standing and Special Committees may be comprised of both Board and community members who possess relevant experience and expertise in the subject area of the respective Committee. All committees shall contain no less than three (3) and no more than twelve (12) members. The membership of the standing Committees shall be comprised of a minimum of three (3) of



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MEMBERS of the BOARD of DIRECTORS. All items approved within the standing committees shall be followed by actions taken by the Executive Committee and then the full BOARD OF DIRECTORS.

9.1 STANDING COMMITTEES -

The standing committees shall include the Executive Committee, Strategic Policy, and Planning Committee, Finance Committee, Governance Committee, and the Career Center Partners Committee.

A. Executive Committee

The Executive Committee shall be composed of the elected officers of the BOARD OF DIRECTORS as well as the Chairs of the standing committees. Chairs of special committees shall serve as non-voting members of the Executive Committee. Due diligence should be exercised to ensure there is representation from each of the three counties served in the LWDB on the committees.

The Executive Committee shall have and exercise the authority of the BOARD OF DIRECTORS between quarterly meetings of the BOARD OF DIRECTORS. The Chair of the BOARD OF DIRECTORS serves as Chair of the Executive Committee.

The Executive Committee shall serve as both the personnel committee for the Chief Executive Officer and the operational monitoring committee.

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

B. Strategic Policy and Planning Committee

The Strategic Policy and Planning Committee is formed to make recommendations to the BOARD OF DIRECTORS on 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.



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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;
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 out on business recruitment, retention and expansion efforts over the previous quarter.

C. Governance Committee

As further prescribed in the Governance Committee Charter, the 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 policies and procedures, leadership and composition, CSCR board guidelines, and conflicts of interest;
3. Assist in new MEMBER orientation programs;
4. Evaluate the effectiveness and accountability of the BOARD OF DIRECTORS through a self-evaluation survey administered every other year;
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 for compliance purposes; and,
8. Notify MEMBERS when they have missed two BOARD meetings in a row that a third would automatically qualify as a resignation.

D. Finance Committee

The Chair of the Finance Committee is the Treasurer. The Finance 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 that are in response to RFP submissions for consulting and IT services.



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4. Have oversight responsibility of all financial activities of CSCR; and,
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 OF DIRECTORS shall appoint an Audit Committee, which will be composed of MEMBERS who currently do not serve on the Finance Committee. The committee members 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, and management recommendations, and approval of the IRS 990 submission.

F. Nominating Committee

The Nominating Committee shall be appointed by the Executive Committee. The Nominating Committee shall consist of no less than three (3) and no more than seven (6) members of the BOARD OF DIRECTORS and at least one Consortium member.

1. No person shall be nominated unless they have indicated a willingness to serve prior to nomination.
2. 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 prior to a change in officer positions that are scheduled (every two years).
3. The Chair of the Nominating Committee shall be the immediate past chair of the BOARD OF DIRECTORS.
4. The Nominating Committee shall present a slate of officers to the BOARD OF DIRECTORS at the Spring 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.
5. The Nominating Committee, along with the Consortium, will recruit replacement MEMBERS whenever vacancies occur.

G. Career Center Partners Committee

The Workforce Innovation and Opportunity Act requires CSCR to work with regional partners and service providers to ensure there is not a duplication of services. Besides, partners signing a Memorandum of Understanding (MOU) are investors into the workforce system that allow 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:

1. Discuss ways to reach common goals (i.e. performance, financial, customer satisfaction).



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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 as well as 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, and address each organizations' performance measures as it relates to mutual/shared customers.

9.2 SPECIAL COMMITTEES –

Other special committees may be appointed or eliminated as needed. The Chair of the BOARD OF DIRECTORS will select a Chair for each special Committee.

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, or lack of performance.

10.1 REMOVAL OF MEMBERS FOR ABSENTEEISM –

Any member of the BOARD OF DIRECTORS may be removed automatically after three unexcused or unexplained absences. The affected MEMBER may, in writing, make a request for an appeal for reinstatement to the BOARD OF DIRECTORS. The appeal would go to the Executive Committee for review, and if a recommendation to reinstate is determined by the Executive Committee, it will go in front of the full BOARD OF DIRECTORS for a vote.

10.2 REMOVAL OF OFFICERS -

Any officer of the BOARD OF DIRECTORS may be removed 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 BOARD OF DIRECTORS called for such purpose.



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ARTICLE XI – BOARD MEETINGS

11.1 REGULAR MEETINGS -

Regular meetings shall be held no less than quarterly or more often as needed.

11.2 SPECIAL MEETINGS -

Special meetings of the BOARD OF DIRECTORS may be held at the call of the Chair or by written request of one-third of the MEMBERS.

11.3 NOTICE -

Reasonable notice in writing of each meeting, whether regular or special, shall be provided to each MEMBER at his/her usual place of business or residence. The BOARD OF DIRECTORS 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 is to occur.
- Employee positions and salary information for each position including any benefits and performance bonuses.
- A plain language version of any contract that is 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, company, or entity that the Board member is employed by or owns, and their terms of service.
- Interlocal Agreement(s) as applicable.
- Single Audit for the last two years.
- Board meeting minutes within 15 days of Board approval.
- All active agreements with a Board member that delegates partial or complete responsibility for any duties the BOARD OF DIRECTORS is expected, required, or mandated to perform under the Workforce Innovation & Opportunity Act.

11.4 ORDER OF BUSINESS -

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

11.5 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



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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 in support of the BOARD OF DIRECTORS. Therefore, all items that have been first 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 at the time the Consent Agenda is up 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.

11.6 QUORUM –

A quorum for all regular meetings of the BOARD OF DIRECTORS shall exist when a majority of the MEMBERS are present. MEMBERS are expected to attend each BOARD OF DIRECTORS meeting. Additionally, the BOARD OF DIRECTORS and its committees may use any method of telecommunications 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 is unable to attend a BOARD OF DIRECTORS meeting in person, arrangements may be made under special circumstances for that MEMBER to participate in the meeting remotely. MEMBERS attending BOARD OF DIRECTORS meetings both in-person and remotely will be counted to establish a quorum.

A quorum for all legally called special and committee meetings shall exist when at least 33 1/3% of the BOARD OF DIRECTORS be present, but if at any meetings there shall be less than a quorum, a majority of those present may vote to continue the meeting. Following that meeting, minutes and recommended action items will be provided to all members, and a written vote will be accepted. Such details will not be considered approved until a majority of votes have been recorded.

11.7 VOTING -

Every MEMBER of the BOARD OF DIRECTORS shall have the right to be entitled 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 record. Due to the Sunshine Law in Florida, **proxies are not permitted to vote but may participate in the discussion.**

11.8 CONFLICT OF INTEREST -

- A. Any MEMBER who significantly participates in the development of contract specifications or standards is prohibited from receiving any direct financial benefit from any resulting contract.
- B. 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



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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 would create a conflict of interest for CSCR who significantly participated in the manner described above.

- C. 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.
- D. 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. If it should be determined during a meeting that a conflict of interest exists, the MEMBER must verbally declare such conflict of interest, such declaration must be clearly noted in the minutes, and such MEMBER must excuse him/herself from the remainder of the discussion and the voting.
- E. Each MEMBER is responsible for determining whether any potential or actual conflict of interest exists or arises during his/her service on the Board.
- F. The BOARD OF DIRECTORS is responsible for reporting such potential or actual conflict of interest as soon as it is discovered that such a condition exists. The MEMBER must submit a letter to the Secretary of the BOARD OF DIRECTORS declaring the conflict or the potential thereof.
- G. When a contract or purchase is made by CSCR involving its MEMBER or an entity with which the 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 serves to minimize the appearance of conflicts of interest.
- I. The One-Stop Operator and/or 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 MEMBER's program(s).
- J. This restriction shall not apply to representatives of the business community or representatives who do not realize a pecuniary benefit as a result of their action or vote.

11.9 CODE OF ETHICS –

Any MEMBER, including a One-Stop Operator and/or 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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CareerSource Florida Inc. has determined that 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 with public and private entities as necessary to further the purpose of CSCR.

11.11 ANNUAL REPORTS –

The Secretary shall present the annual report for the operation of the BOARD at each annual meeting of the BOARD OF DIRECTORS in September.

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 way of 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 the determination that indemnification of the MEMBER, officer, or agent is proper in the



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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 XV – AMENDMENTS TO THE BYLAWS

Any MEMBER of the BOARD OF DIRECTORS may propose amendments to the Bylaws. The BOARD OF DIRECTORS, by a two-thirds vote of those present at a meeting having a quorum, may amend, replace, or repeal the Bylaws.

ARTICLE XVI – DISSOLUTION OR LIQUIDATION

Upon the dissolution of the Corporation, the 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 date last executed by the parties.

Approved by the Board on 9th day of December, 2020

DocuSigned by:
Signed: [Signature] Chair of the Board

DocuSigned by:
Signed: Holly Henderson Secretary of the Board

Approved by the Workforce Development Consortium _____ day of _____, 2020

Signed: [Signature] Local Elected Official (Gadsden County)

DocuSigned by:
Signed: [Signature] Local Elected Official (Leon County)

DocuSigned by:
Signed: Commissioner Quince Messersmith Local Elected Official (Wakulla County)

Attest:
[Signature]
Nicholas Thomas, Clerk