

BY-LAWS OF THE
ARIZONA @ WORK
SOUTHEASTERN ARIZONA
LOCAL WORKFORCE DEVELOPMENT BOARD

ARTICLE I – NAME

The name of this organization shall be Arizona@Work – Southeastern Arizona Local Workforce Development Board.

ARTICLE II – PURPOSE

The initial purpose of the organization shall be to plan, design, implement, conduct and evaluate employment and training programs consistent with 20 CFR § 679.300 (a)(b). The board represents a wide variety of individuals, businesses, and organizations throughout the local area. They serve as a strategic convener to promote and broker effective relationships between the CEO's and economic, education, and workforce partners.

ARTICLE III – ROLES AND RESPONSIBILITIES

The local board, in partnership with the chief elected official for the local area, shall perform the duties and responsibilities as outlined in WIOA 107(d) and 20 CFR §679.370, which are as follows:

Section 1: **Local Plan:** Develop and submit a 4-year local plan for the local area, in partnership with the chief elected official and consistent with WIOA section 108;

If the local area is part of a planning region that includes other local areas, the local board shall collaborate with the other local boards and chief elected officials from such other local areas in the preparation and submission of a regional plan (WIOA 106 (c)(2) and 20 CFR 679.510). The regional plan must incorporate the local plans from each local area in the planning region per 20 CFR 679.540 (a).

Section 2: **Labor Market Analysis:** In order to assist in the development and implementation of the local plan, the local board shall conduct workforce research and regional labor market analysis to include:

- (a) Analyses and regular updates of economic conditions, needed knowledge and skills, workforce, and workforce development (including education and training) activities to include an analysis of the strengths and weaknesses (including the capacity to provide) of such services to address the identified education and skill needs of the workforce and the employment needs of employers;
- (b) Assistance to the Governor in developing the statewide workforce and labor market information system under the Wagner-Peyser Act for the region;
- (c) Other research, data collection, and analysis related to the workforce needs of the regional economy as the board, after receiving input from a wide array of stakeholders, determines to be necessary to carry out its functions.

Section 3: **Convening, Brokering, Leveraging:** Convene local workforce development system stakeholders to assist in the development of the local plan under WIOA section 108 and 20 CFR 679.550 and in identifying non-Federal expertise and resources to leverage support for workforce development activities. Such stakeholders may assist the local board and standing committees in carrying out, convening, brokering, and leveraging functions at the direction of the local board.

Section 4: **Employer Engagement:** Lead efforts to engage with a diverse range of employers and other entities in the region in order to:

- (a) Promote business representation (particularly representatives with optimum policy-making or hiring authority from employers whose employment opportunities reflect existing and emerging employment opportunities in the region) on the local board;
- (b) Develop effective linkages (including the use of intermediaries) with employers in the region to support employer utilization of the local workforce development system and to support local workforce investment activities;
- (c) Ensure that workforce investment activities meet the needs of employers and support economic growth in the region by enhancing communication, coordination, and collaboration among employers, economic development entities, and service providers; and
- (d) Develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers (such as the establishment of industry

and sector partnerships), that provide the skilled workforce needed by employers in the region, and that expand employment and career advancement opportunities for workforce development system participants in in-demand industry sectors or occupations.

Section 5: Career Pathways Development: With representatives of secondary and post-secondary education programs, lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment.

Section 6: Proven and Promising Practices: Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and jobseekers (including individuals with barriers to employment) in the local workforce system, as well as in providing physical and programmatic accessibility, in accordance with section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.), to the one-stop delivery system. Identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs.

Section 7: Technology: Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and jobseekers by:

- (a) Facilitating connections among the intake and case management information systems of the one-stop partner programs to support a comprehensive workforce development system in the local area;
- (b) Facilitating access to services provided through the one-stop delivery system involved, including access in remote areas;
- (c) Identifying strategies for better meeting the needs of individuals with barriers to employment, including strategies that augment traditional service delivery, and increase access to services and programs of the one-stop delivery system, such as improving digital literacy skills; and
- (d) Leveraging resources and capacity within the local workforce development system, including resources and capacity for services for individuals with barriers to employment.

Section 8: **Program Oversight:** Provide program oversight, in partnership with the chief elected official for the local area:

- (a) Conduct oversight of youth workforce investment activities authorized under WIOA section 129(c), adult and dislocated worker employment and training activities under WIOA sections 134 (c) and (d); and the entire one-stop delivery system in the local area; and
- (b) Ensure the appropriate use and management of the funds provided under WIOA subtitle B for the youth, adult, and dislocated worker activities and one-stop delivery system in the local area; and
- (c) Ensure the appropriate use management, and investment of funds to maximize performance outcomes under WIOA section 116.

Section 9: **Local Performance Accountability Measures:** Negotiate and reach agreement on local performance measures with the chief elected official and the Governor (WIOA section 116 (c)).

Section 10: **Selection of Operators and Providers:** With the agreement of the chief elected official for the local area, select the following providers in the local area, and where appropriate terminate such providers in accordance with 2 CFR part 200:

- (a) Providers of youth work investment activities through competitive grants or contracts based on the recommendations of the youth standing committee (if such a committee is established). However, if the local board determines there is an insufficient number of eligible providers in a local area, the local board may award contracts on a sole-source basis as per the provisions at WIOA sec. 123(b). The local board may terminate for cause the eligibility of such providers.
- (b) Eligible providers of training services consistent with the criteria and information requirements established by the Governor and WIOA sec. 122;
- (c) Providers of career services through the award of contracts, if the one-stop operator does not provide such services (WIOA section 134(c)(2));
- (d) Designate or certify one-stop operators as described in WIOA section 121(d)(2)(A) and 20 CFR 678.600 – 678.635. Also, may terminate for cause the eligibility of such operators.
- (e) Work with the State to ensure there are sufficient numbers and types of providers of career services and training services serving the local area, services are

provided in a manner that maximizes consumer choice and provides opportunities that lead to competitive integrated employment for individuals with disabilities. This includes eligible providers with expertise in assisting individuals with disabilities and eligible providers with expertise in assisting adults in need of adult education and literacy activities. (WIOA section 122 and paragraphs (2) and (3) of section 134(c))

- Section 11: **Coordination with Education Providers:** Coordinate activities with education and training providers in the local area, including:
- (a) Reviewing applications to provide adult education and literacy activities under title II for the local area to determine whether such applications are consistent with the local plan;
 - (b) Making recommendations to the eligible agency to promote alignment with such plan; and
 - (c) Replicating and implementing cooperative agreements to enhance the provision of services to individuals with disabilities and other individuals, such as cross training of staff, technical assistance, use and sharing of information, cooperative efforts with employers, and other efforts at cooperation, collaboration, and coordination. *Cooperative agreement* means an agreement entered into by a State designated agency or State designated unit under subparagraph (A) of section 101(a)(11) of the Rehabilitation Act of 1973.
- Section 12: **Budget and Administration:** Develop a budget for the activities of the local board, with approval of the chief elected official and consistent with the local plan and the duties of the local board. This does not include the local area operations or administrative budgets.
- Section 13: **Accessibility for Individuals with Disabilities:** Assess, on an annual basis, the physical and programmatic accessibility of all one-stop centers in the local area, in accordance with WIOA section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 *et seq.*).

ARTICLE IV – MEMBERSHIP

Section 1. **Board Composition:** The Arizona@Work – Southeastern Arizona Local Workforce Development Board will consist of a minimum of 20 members and meet composition requirements in accordance with WIOA § 107(b), which are as follows:

The majority of the members of the local board must be representatives of business in the local area. At a minimum, two members must represent small business as defined by the U.S. Small Business Administration. Each business representative must meet the following criteria:

- (1) Be owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
- (2) Provide employment opportunities in in-demand industry sectors or occupations, and provide high-quality, work-relevant training and development opportunities to its workforce or the workforce of others (in the case of organizations representing business as per WIOA section 107(b)(2)(A)(ii); and
- (3) Be appointed from among individuals nominated by local business organizations and business trade associations.

Not less than 20 percent of the members of each Local Board must be workforce representatives. These representatives:

- (1) Must include two or more representatives of labor organizations who have been nominated by local labor federations, or other representatives of employees (for areas where labor organizations do not exist);
- (2) Must include one or more representatives (must be a training director or a member of a labor organization) of a joint labor-management, or union affiliated, registered apprenticeship program within the area. If no union affiliated registered apprenticeship programs exist in the area, a representative of a registered apprenticeship program with no union affiliation must be appointed, if one exists;
- (3) May include one or more representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support

competitive integrated employment for individuals with disabilities; and

(4) May include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.

The balance of membership for each local board must include:

(1) At least one eligible provider administering adult education and literacy activities under WIOA title II. When there is more than one local area provider of adult education and literacy activities under title II, nominations are solicited from those particular entities (WIOA 107(b)(2)(C)(i));

(2) At least one representative from an institution of higher education providing workforce investment activities, including community colleges. When there are multiple institutions of higher education providing workforce investment activities nominations are solicited from those particular entities (WIOA 107(b)(2)(C)(ii)); and

(3) At least one representative from each of the following governmental and economic and community development entities:

(i) Economic and community development entities;

(ii) The State Employment Service Office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area; and

(iii) The programs carried out under title I of the Rehabilitation Act of 1973, other than section 112 or Part C of that title.

In addition to the representatives enumerated above, the chief elected official may appoint other appropriate entities in the local area, including:

(1) Entities administering education and training activities who represent local educational agencies or community-based organizations with demonstrated expertise in addressing the education or training needs for individuals with barriers to employment;

(2) Governmental and economic and community development entities who represent transportation, housing, and public assistance programs;

(3) Philanthropic organizations serving the local area; and

(4) Other appropriate individuals as determined by the chief elected official.

- Section 2. **Diversity:** Every effort will be made to have geographic representation of the membership from the entire workforce area.
- Section 3. **Appointments:** Vacancies shall be filled by nominations from qualified agencies, as delineated in the Workforce Innovation and Opportunity Act (WIOA) regulations, and formal appointment by the Cochise County Board of Supervisors.
- Section 4. **Terms:** Board appointments shall consist of staggered terms. Such terms are for two and four year periods. Upon expiration of an appointee's term of office, subsequent appointments shall be for a four-year term.
- Section 5. **Compensation:** Members shall serve without compensation except for reimbursement for travel and subsistence expenses as provided by law for state officers and employees.
- Section 6. **Election of Officers:** The election of officers shall be held at the annual meeting. The new officers will start their term one month following the election. These officers will serve as the Executive Board. The officer's term shall be for two years, or until their successors are appointed.
- Section 7. **Board Chair:** The local workforce development board must elect a chairperson from among the business representatives on the board. (WIOA 107(b)(3))
- Section 8. **Quorum:** A majority of the Local Workforce Development Board at the time of the meeting shall constitute a quorum.

ARTICLE V – OFFICERS

- Section 1. The elected officers of the organization will be a President or Chair, Vice-President, and Secretary and/or Treasurer in the conventional sense. The officers will be elected, every other year, and assume their office the next month, and will hold office for two years or until their successors are appointed. The election process will be as follows:
- (a) A nomination committee shall be appointed from volunteers of the full board by the President or Chair.
 - (b) At the next meeting of the board, the nomination committee shall present a list of board members that have consented to

serve the positions of President or Chair, Vice President, Secretary or Treasurer if elected.

- (c) The board members present at the meeting that the ballot is submitted shall vote for one board member for President or Chair, one board member for Vice President, one board member for Secretary and one board member for Treasurer by raise of hands.
- (d) The board members receiving the majority of the votes will be elected to serve in the capacity of the office for which they were elected as stated above.

Section 2. The duties of the officers will include the following:

President or Chair: Will preside at all meetings, appoint all committees, and in general, will perform all duties usually incident to the office of president and such other duties as may be prescribed by law or the board.

Vice-President: Will perform the duties of the President when the President is unable to do so. In case of death, resignation or other disqualification of the President, the Vice-President will assume the office and perform the duties of the President for the unexpired term. He/She will perform such other duties as from time to time may be assigned by the President of the board

Secretary and/or Treasurer: Will perform the duties of the President when President and Vice-President are unable to do so and the Treasurer will serve as Chairman of the Finance Committee.

Executive Director: The Executive Director will be the principal executive officer of the corporation, and will, under the direction of the board, devote time and attention to promoting the objectives of the corporation, extending its influence and, in general, supervise and control all the business and affairs of the corporation. He/she will attend all meetings of the board, and keep in touch with all the activities of the corporation.

ARTICLE VI – OPERATING PROCEDURESSection 1. **Committees:**

There will be two standing committees, the Executive Board which will be made up of the duly elected President or Chair, the Vice President, Secretary, and Treasurer, and the Finance Committee which will be made up of volunteers appointed by the President or Chair with the Chairman of the Finance Committee being the Treasurer.

Ad-hoc or temporary committees will be created by the President or Chair of the Local Workforce Development Board, being made up of volunteers, as determined necessary or desired by the full board.

The committees will report their recommendations to the full board for consideration.

Section 2. Modified Robert's Rules of Order will govern the proceedings at all meetings of the board.

Section 3. **Voting:**

- (a) Each member present at the meeting, or connected through telephone or other means of technology, if available, shall have one vote.
- (b) All decisions shall be made by a simple majority vote of the members present, except where otherwise required.
- (c) Absentee voting shall not be allowed.
- (d) Only duly appointed members may vote.
- (e) Each board member is required to vote unless they have a conflict of interest as defined by law.
- (f) Board members may not be permitted to delegate any local board duties to proxies or alternates.

Section 4. **Regular Meetings:**

The regular meeting of the Local Workforce Development Board will be scheduled quarterly. Special meetings may be called by the President or may be called upon the written request of 51% of the members of the board and the purpose shall be stated in the notice. The Executive Board may act on behalf of the Local Workforce Development Board, subject to ratification at the next board meeting.

- (a) All members are expected to attend every regular board meeting scheduled quarterly and every designated committee meeting to which they have volunteered to serve. Dates and

time to be set by the committee chairman. After three unexcused absences, as decided by the board, that seat will be declared vacant. If a board member is unable to attend the meeting he/she will call the administration office at least 24 hours prior to the meeting, with the reason for their non-attendance. In case of an emergency, the board members will notify the Administration office as soon as possible.

- (b) All meetings of the Local Workforce Development Board shall comply in form and manner as required by the Arizona Revised Statutes' Open Meeting Law.
- (c) The process of announcing regular and special meetings shall be as follows: Agendas will be posted at all the one-stop locations and on the website seazworkforce.org at least 24 hours prior to the meeting. Agenda and board materials will be sent by e-mail to all board members, county managers, BOS, the State as requested, and any other parties requesting that information.
- (d) A quorum shall consist of at least a majority of the current appointed membership.
- (e) Phone and/or web-based meetings will be permitted, if available.

Section 5. The board will further be authorized to execute any other powers as may be necessary or advisable in carrying out the purpose and activities of the corporation and fulfilling their duties under the laws of the State of Arizona.

ARTICLE VII – LEGAL COMPLIANCE

- Section 1. This organization shall at all times comply with all applicable State and Federal laws and regulations.
- Section 2. This organization shall not practice any discrimination based upon age, sex, race, national origin, religion, physical handicap, or disability.
- Section 3. Checks for disbursement of funds shall require no less than two authorized signatures. One may be the Executive Director and one member of the Executive Committee or other designated member of the board or two members of the Executive Committee or other designated member of the board. The board may find it in the best interest of the organization, for special events, to make an exception which will be determined by the Local Workforce Development Board.

- Section 4. In execution of its business, the local board will comply with the WIOA and regulations as well as policies and directives from the state administration entity and State Workforce Board.

ARTICLE VIII – CONFLICT OF INTEREST

- Section 1. A local board member may not vote on any matter that would provide direct financial benefit to the member or the member's immediate family, or on matters of the provision of services by the member or the entity the member represents.
- Section 2. A local board member must avoid even the appearance of a conflict of interest. Prior to taking office, local board members must provide to the local board President or Chair a written declaration of the substantial business interest or relationships they or their immediate families, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts of funding from the local board. Such declarations must be updated annually or within 30 days to reflect any changes in such business interests or relationships. The local board must appoint an individual to review the disclosure information in a timely manner and advise the local board President or Chair and appropriate members of the potential conflicts.
- Section 3. Prior to a discussion, vote, or decision on any matter before the local board, if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, organization, or property that would be affected by any official local board action, the member must disclose the nature and extent of the interest or relationship and must abstain from discussion and voting on or in any other way participating in the decision on the matter. All abstentions must be recorded in the minutes of the local board meeting and be maintained as part of the official record.
- Section 4. It is the responsibility of the local board members to monitor potential conflict of interest and bring it to the local board's attention in the event a member does not make a self-declaration.
- Section 5. In order to avoid a conflict of interest, a local board must ensure that the local board's workforce service providers for WIOA Title 1B adult, dislocated worker, and youth programs must not employ or otherwise compensate a current or former local board member or local board employee who was employed or compensated by the

local board or its administrative entity, fiscal agent, or grant recipient anytime during the previous 12 months.

Section 6. A local board must ensure that the local board, its members, or its administrative staff do not directly control the daily activities of its workforce service providers, workforce system partners, or contractors.

Section 7. Local board members or their organizations may receive services as a customer of a local services provider or workforce system partner.

ARTICLE IX – CONFLICT RESOLUTION

The Local Workforce Development Board is committed to reaching a prompt and fair resolution of any disputes, conflicts, or disagreements that may arise from time to time, and that may threaten the functioning of the board.

Section 1. **Board Member Conflicts:**
Conflicts between board members will be resolved by action(s) of the Local Workforce Development Board in the following manner:

- a. In case of a conflict between board members, the matter will be resolved by a meeting of the interested parties with the Executive Committee of the Local Workforce Development Board.
- b. If the matter is not resolved at the board level, the conflict may be elevated to the Cochise County Board of Supervisors.
- c. If the matter is not resolved at the Board of Supervisors level, the conflict may be elevated to the Arizona Department of Economic Security for resolution.

Section 2. **Service Delivery Partners Conflicts:**
Conflicts with Service Delivery Partners will be resolved in the following manner:

- a. The parties shall first attempt to resolve all disputes informally. The matter will be resolved by a meeting of the interested parties with the Program Director of the local board.
- b. The Program Director will attempt to resolve the issues at the lowest possible levels of the organization involved.
- c. If the informal resolution does not work, the matter will be referred to the Executive Director of the local board.
- d. If the matter fails to be resolved at the Executive Director's level, the matter will be referred to the local board for appropriate designation and/or recommendation. The

President/Chair of the Local Workforce Development Board may place the matter on the agenda of an executive session of the Executive Committee to mediate and issue a written recommendation.

- e. If the matter is subsequently still not resolved, the local board will advise the service provider or providers of their options for appealing to the Arizona Department of Economic Security.

Section 3. Consortium Partners Conflicts:

Conflicts with Consortium Partners will be dealt with in a similar approach using the described conflict resolution with Service Delivery Partners.

ARTICLE X – LIABILITY

- Section 1. The directors, officers, and members of the corporation will not be individually liable for the corporation's debts or other liabilities. The private property of these individuals will be exempt from any corporate debts or liabilities. To the fullest extent permitted by Arizona law and in accordance with and within the limits of Section 10-2342 of the Arizona Revised Statutes, no director or person who serves on a board or council of the corporation in a voluntary capacity will be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director or as a member of a board or council in an advisory capacity. To the fullest extent permitted by Arizona law and in accordance with Section 10-2317D of the Arizona Revised Statutes, any director or person who serves on a board or council of the corporation in an advisory capacity will be immune from civil liability and will not be subject to suit directly or by way of contribution for any action or omission resulting in damage or injury if the person was acting in good faith and in furtherance of the purpose or purposes for which the corporation is organized, unless the damage or injury was caused by willful and wanton or grossly negligent conduct of the person. If the Arizona Revised Statutes are hereafter amended to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. Any repeal or modification of Article X will not adversely affect any right or protection of a director of the corporation existing at the time of the repeal or modification.

ARTICLE XI--INDEMNIFICATION:

Section 1. The corporation will indemnify each of its past, present, and future members, directors, or officers, employees, and agents, which includes uncompensated or volunteer members of advisory boards and councils of the corporation, against all expenses they incur, including, but not limited to, legal fees, costs, judgments, and penalties, which may be incurred, rendered, or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their authority as members, directors, officers, employees, members of advisory boards or councils, or agents of the corporation. Whenever any person reports to the president of the corporation that a legal action has been brought or is about to be brought against the person, for or on account of any action or omission alleged to have been committed by the person while acting within the scope of the person's function as a member, director, officer, employee, advisory board or council member, or agent of the corporation members of the Local Workforce Development Board, who are not parties to the action suit or proceeding, at the next regular or at a special meeting held within a reasonable time thereafter, will determine, in good faith, whether, in regard to the matter involved in the action or contemplated action, the person acted, or failed to act, in good faith and in the manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. If the Local Workforce Development Board determines that the person did so act with regard to the matter involved in the action or contemplated action, indemnification will be mandatory and will be automatically extended as specified herein; provided that the corporation will have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable will unreasonably refuse to permit the corporation, at its own expense and through counsel of its own choosing, to defend the person in the action. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of no contest or its equivalent will not by itself create the presumption that the person acted or failed to act other than in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. The corporation will provide for indemnification in accordance with the Article

VIII and Section 10-2305 of the Arizona Revised Statutes and to the fullest extent permitted by Arizona law.

ARTICLE XII – REMOVAL OF A BOARD MEMBER

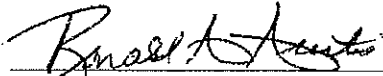
The Arizona@Work – Southeastern Arizona Workforce Development Board may remove one of its members from office when that member is found to be guilty of one or more of the following offenses:

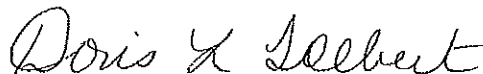
- (1) Fraud in securing an appointment.
- (2) Neglect of duties required by the board member.
- (3) Drunkenness while performing duties as a board member.
- (4) Addiction to the use of narcotics or habit-forming drugs.
- (5) Conviction of a felony or a misdemeanor involving moral turpitude.
- (6) Any other act, which the majority of the board determines, would be detrimental to the Local Workforce Development Board, as to require removal.

ARTICLE XIII – AMENDMENTS/CHANGES TO BY-LAWS

Proposed amendments/changes to the by-laws shall be submitted in writing at least 10 days prior to the board meeting for vote and requires a majority of the board to pass.

Adopted this 22nd day of September, 2016.

APPROVED: 
President/Chair of the Board

ATTEST: 
Secretary/Treasurer