

**Northeastern Arizona Local Workforce Development Board
Bylaws**

Name

The name of the Board shall be the Northeastern Arizona Workforce Development Board hereinafter referred to as Local Workforce Development Board or LWDB.

Article II

Statement of Purpose, Vision, and Mission

The LWDB was created through the Intergovernmental Agreement between Apache County, Gila County, and Navajo County that included the formation of a joint Local Workforce Development Board established in accordance with the Workforce Innovation and Opportunity Act (WIOA) of 2014.

The Intergovernmental Agreement designated Navajo County as the Chief Elected Official (CEO) and as the Grant Recipient, Fiscal Agent, and Administrative Entity for all Workforce Innovative and Opportunity Act funds.

The LWDB shall, in partnership with the CEO establish and oversee the workforce system in the three-county area in accordance with legislative requirements of the Workforce Innovation and Opportunity Act in its final regulations, applicable Federal and State Laws, rules, and regulations, Workforce Arizona Council policy and Arizona State policies and procedures AND to carry out such duties and functions as delegated to it by the **INTERGOVERNMENTAL AGREEMENT** and/or the CEO.

Navajo County in its role as administrative entity shall be staffed by an Executive Director who shall be designated as the single point of contact for the LWDB and be responsible for all records, materials and other information deemed necessary by the LWDB.

The purpose of the LWDB is to:

Provide strategic and operational oversight of the ARIZONA@WORK Northeastern Arizona service delivery system in collaboration with partners and workforce stakeholders.

1. On behalf of the Navajo County BOS, serve as the steward of WIOA grant funds allocated to the Northeastern Arizona LWDA;

2. Assist in the achievement of the State's strategic and operational vision and goals as outlined in the Unified State Plan; and

4. Maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided.

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The Vision of the Northeastern Arizona Local Workforce Development Board is *to build economic success for business and workers through workforce development partnerships.*

The LWDB Mission statement is *to facilitate business retention and growth by partnering with education, service agencies and the business community to empower individuals with skills that promote self-sufficiency.*

**Article III
Duties and Responsibilities**

The LWDB shall perform the following duties and responsibilities as outlined in WIOA 107 (d), 20 CFR 679.370, the State Local Governance policy (SWP #1), and in the **CEO AND LWDB PARTNERSHIP AGREEMENT:**

- A. In partnership with the CEO and **ARIZONA@WORK** Northeastern Arizona (the name designated for the local workforce system):
 - 1. Develop and submit a local workforce business plan consistent with the Workforce Innovative and Opportunity Act (WIOA) and its final Regulations, Arizona State WIOA administrative entity, and
 - 2. Select the local workforce system operator according to the Arizona One-Stop Delivery System Policy; and
 - 3. Select eligible youth service providers consistent with federal, state, and local procurement requirements; and
 - 4. Select eligible providers of adult and dislocated worker career services and training services; and
 - 5. Assist the state administrative entity in maintaining a list of eligible Training providers including cost and performance data through a local approval process; and
 - 6. Conduct oversight of the one-stop delivery system including all Workforce Innovation and Opportunity Act activities; and
 - 7. Negotiate local performance measures.
- B. Approval required by the CEO:
 - 1. Develop a budget for carrying out the duties of the LWDB.
- C. Other LWDB roles and responsibilities:
 - 1. Select a private-sector business representative as LWDB chairperson after the initial one year appointment period; and

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2. Create an annual report that must be submitted to the Workforce Arizona Council as per guidelines established by the Workforce Arizona Council; and
3. Promote one-stop center programs and activities; and
4. Assist the state administrative entity in developing the statewide employment statistics system under the Wagner Peyser Act; and
5. Coordinate with economic development strategies and establish employer linkages with workforce development activities; and
6. Carry out regional planning responsibilities as required by the Workforce Arizona Council and the state administrative entity; and
7. Promote private sector involvement in the statewide workforce development system through effective connecting, brokering, and coaching activities through intermediaries, such as the one-stop operator in the local area, the local business services function, or through other organizations to assist employers in meeting hiring needs; and
8. Conduct business in an open manner by making available to the public information about the activities of the local board; this includes the local plan before submission, membership, designation of the local workforce system operator, the awards of grants or contracts. and minutes of LWDB meetings; and
9. Ensure that partner staff will be governed by their respective personnel laws and collective bargaining agreements in a one-stop center.

LWDB Members actively participate in convening stakeholders, brokering relationships with employers, and leveraging support for workforce development activities by developing strategies and frameworks around which such activities take place. LWDB members participate in activities and utilize the data gathered during these activities to further enhance the local workforce development system.

**Article IV
Membership**

Section 1: Appointments

The Chief Elected Official will make the appointments to the LWDB. All vacancies or succeeding appointments will be made in a like manner.

- A. Initially, an Interim LWDB Chairman, Vice-Chairman, Secretary, and Executive Team shall be appointed by the CEO for a period of one (1) year. After this initial period, the LWDB shall elect its own officers and executive Team. The initial LWDB election term of Chairman and Vice-Chairman shall be for one (1) year followed by two-year terms.

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Section 2: LWDB Members

LWDB Member appointments shall consist of:

A. Private Sector Representative

1. A majority, defined as greater than 50% of all LWDB membership, must be private business representatives. All business representatives must be owners of a business, chief executives, operating officers, or other business executives or individuals with optimum policy making or hiring authority and represent business with employment opportunities that reflect the employment opportunities of the local area. Business representatives will be appointed by the CEO from among individuals nominated by local business organizations and business trade associations.

B. Workforce Representatives

1. At least 20% must include: individuals that represent labor organizations; training directors of joint labor/ management apprenticeship programs; or representatives of community- based organizations that have expertise in serving eligible youth or individuals with barriers to employment.

C. Other Representatives

1. The balance of membership shall represent other stakeholders including: at least one (1) Wagner Peyser representative; at least one (1) Adult Education representative; at least one (1) Vocational Rehabilitation representative; at least one (1) Higher Education representative; and, at least one (1) Economic Development representative.

Section 3: Term

Current Board Members as of September 3, 2020 will serve the remainder of their terms according to the board roster attached hereto. All board members appointed between September 3, 2020 and June 30, 2021 will serve the remainder of the term designated for the seat to which they are appointed. Board members appointed beginning June 30, 2021 will serve a two-year term.

Section 4: Attendance

- A.** All LWDB members are expected to attend regularly scheduled meetings. More than two consecutive absences by any member during any 12-month period result in an Executive Team review, at whose direction termination of membership may result.
- B.** All LWDB members can attend board meeting via web or conference call. A cell phone call into a member's phone may be used in case technology is not available for the meeting.

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Section 5: Member Compensation

LWDB members shall serve without compensation except for reimbursement for travel and subsistence expenses.

Section 6: Proxies or Alternates

LWDB members are not permitted to delegate any LWDB duties to proxies or alternates.

Section 7: Vacancies

- A. If a vacancy occurs otherwise than by expiration of term, the vacancy shall be filled according to *Article IV Section 1 – Appointment to the LWDB*.
- B. In the event of a vacancy, LWDB staff will notify the Navajo County Clerk of the Board for the purpose of informing the Navajo County BOS.
- C. In order to comply with Workforce Arizona Council Local Governance Policy, LWDB vacancies must be filled within 120 days of the vacancy.
- D. In the event a vacancy cannot be filled within 120 days, the LWDB must request a waiver in writing to the Chair or designee of the Workforce Arizona Council with an explanation of why a vacancy was not filled in the 120-day timeframe and a description of the process underway to fill the vacancy.
- E. The LWDB must maintain written approval of the waiver request by the Chair or designee of the Workforce Arizona Council and will be monitored according to the process outlined in the approved waiver request.

A. Section 8: Resignations

Resignation by members shall be submitted in writing to the LWDB Chair.

- B. An agenda item will be placed on the next full LWDB meeting for the Board to “acknowledge” that member’s resignation.

Section 9: Removal

- A. LWDB members must be removed by the Navajo County BOS if any of the following occurs:

- 1. Absences as defined in Article IV (4);
- 2. Documented violation of conflict of interest;

Equal Opportunity Employer/Program
Auxiliary aids and services are available upon request to individuals with disabilities.

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3. Failure to meet Local Board member representation requirements;
 4. Documented proof of malfeasance, fraud or abuse; or
 5. A member fails to fulfill the requirements of membership.
- B. The state administrative entity reserves the right to conduct an investigation regarding allegations of wrongdoing that result in the removal of a board member. Navajo County BOS and LWDB chairs will be formally notified in advance of any such investigation and of the results.
- C. At the request of the member under consideration for removal, the Executive Team will conduct a hearing with the member under consideration regarding the merits of the recommendation for removal.
- D. Should the Executive Team determine that it is in the best interest of the LWDB to remove a member; a recommendation for removal will be presented to the LWDB for official action to remove the member. The recommendation must receive a majority vote.
- E. Recommendations for removal of LWDB members will be forwarded to the Navajo County BOS for final approval.

**Article V
Meetings**

Section 1: Regular Meetings

The LWDB shall meet no less than four (4) times a year and at least quarterly.

Section 2: Special Meetings

The LWDB Chairperson may call a special meeting at any time with at least a Forty-eight (48) hour notice. In addition, a special meeting may be called with a majority vote of active LWDB members with at least a forty-eight (48) hour notice. All special meeting notifications must follow appropriate State and Federal Open Meeting Laws.

Section 3: Quorum

A simple majority of the currently appointed LWDB membership shall constitute a quorum. Phone participation or web-based participation is permitted. Proxies or alternates do not count toward a quorum.

Section 4: Voting

Each appointed member of the LWDB shall have one vote. A simple majority vote of LWDB members present is needed to pass a motion. Members unable to attend may send a representative as a public member of the audience, but the representative is not allowed to vote or participate in the LWDB discussions unless part of a public period on the agenda.

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Section 5: Conflict of Interest

LWDB members must adhere to Workforce Arizona Council Policy #8 (Conflict of Interest) and the following in regard to conflict of interest.

- A. A LWDB 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.
- B. A LWDB member must avoid even the appearance of a conflict of interest. Prior to taking office, LWDB members must provide to the LWDB Chairperson a written declaration of all substantial business interests or relationships they, or their immediate families, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from the LWDB. Such declarations must be updated annually or within thirty (30) days to reflect any changes in such business interests or relationships. The LWDB must appoint an individual to timely review the disclosure information and advise the LWDB Chairperson and appropriate members of potential conflicts before and during meetings.
- C. Prior to a discussion, vote, or decision on any matter before the LWDB, 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 an official LWDB 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 LWDB meeting and be maintained as part of the official record.
- D. It is the responsibility of the LWDB members to monitor potential conflicts of interest and bring it to the LWDB's attention in the event a member does not make a self-declaration.
- E. In order to avoid conflict of interest, the LWDB ensures the service providers for WIOA Title IB Adult, Dislocated Worker, and Youth Programs cannot employ or otherwise compensate a current LWDB member OR LWDB employee who is employed or compensated by the LWDB or its administrative entity, fiscal agent, or grant recipient to support the LWDB in carrying out its duties.
- F. The LWDB ensures that the LWDB, its members, or its administrative staff do not directly control the daily activities of its workforce service providers, workforce system partners or contractors.
- G. LWDB members or their organizations may receive services as a customer of a local workforce service provider or workforce system partner, however, may not participate in discussions or votes that directly or indirectly impact their participation as a customer.

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Section 6: Rules

Roberts Rules of order shall govern the LWDB actions, unless inconsistent with these Bylaws or LWDB Agreements and Consortium Agreement to intergovernmental agreement.

Section 7: Arizona Open Meeting Laws

All meetings of the LWDB, including regular, special, standing committee, and ad hoc committees shall comply in form and manner as required by the Arizona Open Meeting Law.

Section 8: Agendas

1. LWDB meeting agendas are prepared by the LWDB Chairperson in consultation with the LWDB Executive Director. LWDB members may propose agenda items in writing to the LWDB Chairperson and/or the Executive Director at least seven (7) working days prior to the date of the meeting. Other agencies, groups, organizations, and individuals desiring to place items on the agenda may present the request, with a statement of purpose, to the LWDB Chairperson at least seven working days in advance of the meeting. The LWDB Chairperson will have the final decision on whether an item is placed on the agenda. All LWDB meetings will include a public comment period limited to 5 minutes for each comment
 2. All LWDB Agendas will be posted on the ARIZONA@WORK Northeastern Arizona website 48 hours prior to the date of the LWDB meeting
 3. Meeting agendas may contain a Consent Agenda. A consent agenda groups routine business and reports into one agenda item. All items will be handled by a single vote as part of the consent agenda, unless a Board Member, or member of the public objects at the time the agenda item is called. The chair decides which items will be placed on the consent agenda.
 - A. The use of a consent agenda may include:
 - i. At the beginning of the meeting, the board chair will ask members if any of the consent agenda items should be moved to the regular discussion items.
 - ii. Any reason will be sufficient to move an item. A member can move an item to discuss, query or to vote against it.
 - iii. Once the item has been moved, the chair may decide to take up the matter immediately, or table it for a future meeting.
 - iv. When there are no items to be moved or if all requested items have been

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moved, hearing no objections the chair can move to adopt the consent agenda.

- v. The full text of the resolutions, reports, and recommendations that were adopted as part of the consent agenda will be documented as part of the meeting minutes.

Section 9: Minutes

Minutes and agendas will be kept of all LWDB regular and special meetings and distributed to members four (4) days prior to scheduled meetings. Distribution shall, at a minimum, include the CEO and LWDB members. Minutes must state if a quorum was present at the meeting to conduct business.

All LWDB minutes will be posted on the ARIZONA@WORK Northeastern Arizona website.

**Article VI
Officers**

Section 1: Presiding Officer

The presiding officer of the LWDB shall be called the Chair. The CEO will appoint the initial Chair and Vice-Chair to serve the first one (1) year. Following the first one (1) year, the LWDB Chair and Vice-Chair will be elected by a simple majority vote at a regular or special meeting of the LWDB with a quorum present

Section 2: Officer Terms

The initial term of the Chair and Vice-Chair shall be from July 1, 2015 to June 30, 2016. The Chair, Vice-Chair, Secretary, and Executive Team shall serve a term of two (2) years from July 1 through June 30 after the initial one (1) year Appointment period. The foregoing shall not prohibit the LWDB officers from serving additional terms. Officers elected to fill mid-year vacancies shall complete the vacated term and serve the full term through June 30.

Section 3: Chair

The Chair shall be a private sector business representative LWDB member. The Vice Chair must be selected from the LWDB membership representing a county not represented by the Chairperson.

Section 4: Officer Duties

The duties of the officers shall include, but not be limited to the following:

- A. Chair: Shall approve LWDB agenda, preside at all LWDB regular and special meetings and when authorized by formal action of the LWDB or the Executive Team, shall sign all documents on behalf of the LWDB.

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- B. Vice-Chair: Shall perform the duties of the Chair when the Chair is unable to do so and to represent the LWDB at meetings at the request of the Chair.
- C. Secretary: Shall be responsible for reviewing the minutes and making motions to accept or correct them. Secretary shall preside over meetings in the absence of the Chair and Vice-Chair and to represent the LWDB at meetings at the request of the Chair.

Section 5: Removal of Officers

In the event an officer needs to be removed, the process will follow Article IV Section 4: Removal

ARTICLE VII – EXECUTIVE TEAM

- A. The Executive Team shall meet as necessary between scheduled meetings of the entire LWDB and shall be responsible for interpreting and putting into effect the decisions, policies and programs of the LWDB, including but not limited to attendance, by-laws or disciplinary actions of the LWDB.
- B. The Executive Team shall be chaired by the LWDB Chairperson.
- C. The Executive Team shall be comprised of three elected officers: Chairperson, Vice-Chairperson, and Secretary, elected by a simple majority vote and two (2) at large members. Elections will occur after the initial one (1)year appointment period.
- D. The Vice-Chairman on the Executive Team shall be from a county not represented by the Chairman.
- E. The Executive Team at all times must consist of an odd number of members.
- F. Actions made by the Executive Team are subject to ratification by a majority vote of the LWDB at its next regularly scheduled meeting.

The Executive Team may go into “Executive Session” during the course of a Board meeting on an “as needed” basis at the discretion of the Board Chair and legal counsel.

ARTICLE VIII COMMITTEES/WORKGROUPS/TASK FORCES

Section 1. Standing Committees/Workgroups/Task Forces

- 1. The LWDB has authority to establish standing committees, workgroups or task forces in order to address specific issues, and to accomplish strategic goals of the LWDB.

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2. The Chair of the LWDB shall appoint the Chair of any standing committees and/or work groups/task forces.
3. All standing committee, workgroups or task force recommendations are to be presented to the LWDB for official action.

A. Standing Committees

- a. If the LWDB decides to form a standing committee, the following requirements must be met:
 - i. The committee must meet the requirements of WIOA Sec. 107(b)(4)
 - ii. The standing committees must be chaired by a member of the LWDB;
 - iii. Other members of the LWDB may be included;
 - iv. LWDB must appoint other individuals who are not LWDB members and who the LWDB determines have appropriate experience and expertise.
- b. If the LWDB determines that a specific standing committee is no longer needed, it shall officially disband the committee by a majority vote. The By-laws will thereafter be amended to remove the standing committee.

B. Task Forces and Workgroups

- a. Taskforces and workgroups shall be chaired by a board member and shall not have more than five members of the board.

C. The Chair of the LWDB shall appoint the Chair of any work groups/task forces
Committee Authority

1. All actions of an LWDB committee shall be advisory to the full LWDB, with the exception of the Executive Team that may conduct business between Board meetings if necessary.

**Article IX
Conflict Resolution**

It is the intent of the LWDB to resolve conflicts by consensus. In instances where consensus cannot be reached at the lowest level, and the functioning of the LWDB or One-stop system is impaired, those LWDB Members or service delivery partners, who are parties to the dispute shall submit to the following Dispute Resolution (complaint) Procedures, if state and/or federal laws and regulations allow:

- A. If the LWDB Members or service delivery partners are unable to resolve a dispute to the satisfaction of the parties to the dispute, the complaint shall be submitted in writing to the LWDB Executive Team within 15 days of the dispute.
- B. The Executive Team shall evaluate the merits of the dispute and may attempt to resolve the dispute through mediation; however, in all cases, the Executive Team shall prepare a response to the complaint within 30 days.
- C. If the Executive Team is unable to resolve a dispute to the satisfaction of the parties to the dispute, the complaint shall be submitted to the CEO, which will respond with a

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decision within 45 days. The CEO decision shall be final and binding on all parties to the dispute.

**Article X
Indemnification**

LWDB members shall be held harmless and indemnified from liability incurred due to their volunteer Board membership to the extent allowed by law, and to the extent that such indemnification is available from an active Directors' and Officers' insurance policy. Grant funds may not be used for indemnification unless it is an allowable use for the funds under the terms of the grant.

**Article XI
Adoption and Amendments**

Section 1: Adopted

These Bylaws are hereby adopted on this 26 day of May, 2021 and are effective as of this date. These bylaws will remain in effect until such time as a modification or termination is voted on by a majority of the LWDB members.

Section 2: Amendment or Repeal

The Bylaws may be amended or repealed in part or in whole only by a majority vote of the members at a regular or special meeting with a quorum present.

**Article XII
Compliance with the Law**

In execution of its business, the LWDB must comply with must comply with the Workforce Innovation Opportunity Act and its regulations, applicable Federal and State Laws, rules and regulations, Workforce Arizona Council policy and Arizona State policies and procedures



LWDB Chairperson



Date