

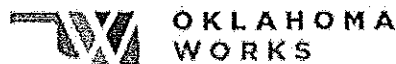
WESTERN OKLAHOMA WORKFORCE DEVELOPMENT BOARD

1222 10th Street, Suite 115, Woodward, OK 73801

Workforce Innovation and Opportunity Act

By-Laws

No individual in the United States may, on the basis of race, color, religion, sex, national origin, age, disability, or political affiliation or belief, or, for beneficiaries, applicants, and participants only, on the basis of citizenship or participation in any WIOA Title I-financially assisted program or activity, be excluded from participation in, denied the benefits of, subjected to discrimination under, or denied employment in the administration of or in connection with any WIOA Title I-financially assisted program or activity.



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By-Laws

The State of Oklahoma, pursuant to the Federal Workforce Innovation and Opportunity Act of 2014, has designated the Western Oklahoma Workforce Development (WOWDB) as the entity responsible for the direction and oversight of employment and training programs at a local level and provides funding thereto.

Federal and State rules and regulations provide for program activities and require the Chief Local Elected Official (CLEO) of the Western Oklahoma Workforce Area to appoint a local Workforce Development Board.

ARTICLE I

Name, Description and Location:

1.1 The name of the body shall be Western Oklahoma Workforce Development Board, (hereinafter referred to as the "Board") which is established under the Workforce Innovation Opportunity Act (WIOA) (Section 107) and shall be comprised of the counties that make up the Western Oklahoma Workforce Development Area defined by the 25 counties recognized by the Governor of the State of Oklahoma, including include Alfalfa, Beaver, Beckham, Blaine, Cimarron, Custer, Dewey, Ellis, Garfield, Grant, Greer, Harmon, Harper, Jackson, Kay, Kingfisher, Kiowa, Major, Noble, Payne, Roger Mills, Texas, Washita, Woods, and Woodward.

Principal Office:

1.1 The WOWDB will establish a principal office within the 25-county area of service in the Western Oklahoma Workforce Development Area and will be located at the board staff office.

ARTICLE II

Establishment and Purpose

2.1 Establishment

The Board is organized and authorized under the authority of the Workforce Innovation and Opportunity Act (herein after referred to as WIOA), federal guidelines, and all applicable State of Oklahoma guidelines. Per the WIOA, the Board must achieve certification from the Governor of Oklahoma to operate as a workforce board and such certification must take place at least every 2 years. Certification criteria will be developed by the state workforce board.

2.2 Purpose

The Board develops the strategic direction and policies that guide the creation of continuous improvement of a unified, customer-friendly, and market-driven workforce development system which combines education, workforce, and economic development concerns in the Western Oklahoma Workforce Development Area.

The Board shall operate in a workforce development area as designated by the Governor representing Alfalfa, Beaver, Beckham, Blaine, Cimarron, Custer, Dewey, Ellis, Garfield, Grant, Greer, Harmon, Harper, Jackson, Kay, Kingfisher, Kiowa, Major, Noble, Payne, Roger Mills, Texas, Washita, Woods, and Woodward counties.

The Board shall perform all duties to the best of its ability in accordance with the methods:

- A. *Convener*—Bring together business, labor, education, and economic development to focus on community workforce issues.
- B. *Workforce Analyst*—Develop, disseminate and understand current local and regional labor market and economic information and trends.
- C. *Broker*—Bring together systems to solve common problems, or broker new relationships with business and workers.
- D. *Community Voice*—Advocate for the importance of workforce policy, providing perspective about the need for and availability of skilled workers.
- E. *Community Builder*—Enhance the Western Oklahoma area planning regions ability to meet the workforce needs of the local employers.

The Board shall be responsible for providing policy guidance for and exercising oversight, with respect to, a local workforce development system conducted under the WIOA, in partnership with the CLEO of the Western Oklahoma Workforce Area.

The Board is to:

- Provide strategic and operational oversight in collaboration with the required and additional partners and workforce development stakeholders to help cultivate a comprehensive and high quality workforce development system in the local area and larger planning region;
- Assist in the achievement of the state's strategic and operational vision and goals as outlined in the Unified State Plan or Combined State Plan; and
- Maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided.

The Board shall, in agreement with the CLEO:

1. Develop and submit a 4-year local plan as a part of the regional plan as directed by the state.

2. Develop and submit a regional plan in collaboration with other local areas in the same planning region and/or outside the designated planning region as appropriate.
3. Conduct workforce research and regional labor market analysis to include requirements of the WIOA regulations.
4. Convene stakeholders to assist in the development of the local plan and identifying non-federal expertise and resources to leverage support for workforce development activities.
5. Lead efforts to engage with a diverse range of business/employers and other entities in the region in order to: promote business representation on the local board; develop effective linkages with business/employers in the region; ensure workforce activities meet the needs of business employers and support economic growth by enhancing communication, coordination and collaboration among businesses/employers, economic development entities and service providers; and develop and implement proven and promising strategies to meet the employment and skill needs of workers and business/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 system participants in in-demand industry sectors or occupations.
6. 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 addressing the supportive service need of adults and youth, particularly individuals with barriers to employment.
7. Lead efforts in the local area to indemnify and promote proven and promising strategies and initiatives for meeting the needs of business/employers, workers and job seekers, and identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs.
8. Develop strategies for using technology to maximize the accessibility and effectiveness of local workforce development system for business/employers, workers and job seekers.
9. In partnership with the CLEO for the local area:
 - a. Conduct oversight of workforce activities authorized under WIOA and the entire one-stop delivery system in the local area;
 - b. Ensure the appropriate use and management of funds provided under WIOA for the youth, adult and dislocated worker activities, as part of the one-stop delivery system within the local area; and
 - c. Ensure the appropriate use, management and investment of funds to maximize performance outcomes under WIOA.
10. Negotiate and reach agreement on local performance measures with the CLEO and the Governor.
11. Negotiate with CLEO and required partners on the methods for funding the infrastructure costs of one-stop centers in the local area in accordance with WIOA or notify the Governor if they fail to reach agreement at the local level and will use a state infrastructure funding mechanism.
12. Select the following providers in the local area and, where appropriate, terminate such providers in accordance with WIOA:
 - a. Providers of youth workforce activities through competitive grants or contracts;

- b. Providers of training services consistent with state requirements and the WIOA;
 - c. Providers of career services through the award of contracts, if the one-stop operator does not provide such services; and
 - d. One-stop operators in accordance with WIOA.
13. In accordance with WIOA Sec. 107(d)(10)(E), work with the state to ensure there are sufficient numbers and types of providers of career and training services serving the local area and, providing the services in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities.
14. 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 application are consistent with the local plan;
 - b. Making recommendation 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 of sharing information, and coordination and collaborative efforts with employers and other system partners.
15. Develop a budget for the activities of the local board, with approval of the CLEO and consistent with the local plan and the duties of the local board.
16. Assess, on at least an annual basis, the physical and programmatic accessibility of all one-stop centers in the local area, in accordance with WIOA Sec. 188, if applicable, and applicable provisions of the American with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.).
17. As appropriate, certification of one-stop centers and/or system as designed or required by the State or applicable federal guidelines.
18. Enter into an agreement with the CLEO and/or Local Elected Officials (herein after referred to as LEO's) that describes respective roles and responsibilities of the board and CLEO/LEO's.
19. Participate in and/or develop other activities, plans, projects, assignments, tasks, and strategies as determined necessary, valuable and/or profitable to the Western Oklahoma Workforce Development Area, in accordance with WIOA or other applicable regulatory rules and laws.

ARTICLE III

THE BOARD

A. Membership

The nomination and appointment process for the Board members shall adhere to the WIOA requirements and any applicable State of Oklahoma guideline(s).

- i. The initial number of Board members shall be determined by the CLEO.

- ii. A majority of the members shall be representatives of business in the local area, who:
 - are owners of businesses, chief executives or operating officers of business, or other business executives or employers;
 - represent business, including small businesses (at least two shall represent small business as defined by the U.S. Small Business Administration), or organizations representing businesses described in this clause, including such businesses that provide employment opportunities and, at a minimum, include high-quality, work-relevant training of demand occupations in industry sectors within the local area; and
 - are appointed from among individuals nominated by local business and/or business trade organizations.

- iii. Other Board members shall consist of –
Not less than 20 percent of the members of each local board shall be representatives of the workforce within the local area, who:
 - are representatives of labor organizations;
 - representative of an apprenticeship program;
 - may include representatives of community based organizations that demonstrate experience and expertise in addressing the employment needs of individuals with barriers to employment;
 - may include representatives of organizations that demonstrate experience and expertise in addressing the employment, training and/or educational needs of eligible youth.

- iv. Other Required Representatives include:
 - representatives of eligible providers of adult education and literacy activities under Title II;
 - representatives of institutions of higher education providing workforce investment activities;
 - representatives of economic and community development entities;
 - representatives from the Oklahoma Employment Security Commission (OESC) office under the Wagoner-Peyser Act.
 - Representatives of the programs carried out under Title I of the Rehabilitation Act of 1973.

- v. Optional representation may include:
 - representatives of local educational agencies and of community-based organizations with demonstrated experience and expertise in addressing the educational and/or training needs of individuals with barriers to employment;
 - representatives of agencies or entities administering programs serving the local area related to transportation, housing and public assistance;
 - representatives of philanthropic organizations serving the local area;

- representatives as the Chief Elected Official in the local area may determine to appropriate.
- vi. As deemed appropriate and necessary, a recruitment campaign and/or membership application may be instituted to assist the CLEO with appointments to the Board.
- vii. An individual may be appointed as a representative of more than one entity, if the individual meets all the criteria for representation. The Board members and/or designated committee may assist the CLEO in maintaining adequate representation as stipulated by these By-Laws and State and Federal regulations by recruiting nominees for business membership.
- viii. All Board members must have optimum policy-making authority within the entities they represent, in accordance with 20 CFR 679.340, for purposes of selecting representatives to Local WDBs:
 - (a) A representative with “optimum policy-making authority” is an individual who can reasonably be expected to speak affirmatively on behalf of the entity he or she represents and to commit that entity to a chosen course of action.
 - (b) A representative with “demonstrated experience and expertise” means an individual who:
 - (1) Is a workplace learning advisor as defined in WIOA sec. 3(70);
 - (2) Contributes to the field of workforce development, human resources, training and development, or a core program function; or
 - (3) The Local WDB recognizes for valuable contributions in education or workforce development related fields.
- ix. Each Board member is expected to attend and participate in every meeting of the Board, absent extenuating circumstances. All members are also expected to attend and participate in the meetings of any committee, task force, project and/or team to which they have been assigned/volunteered to serve. In the event a Board Member misses two consecutive meetings, the Board staff will report this to the Executive Committee for review.
- x. Nominations for business representation may be made by local business organizations or a business trade association in the area. Public Sector/Labor Representatives shall be nominated by their respective entities as appropriate.
- xi. Board members serve in a voluntary capacity and shall not receive compensation. The Board may establish a policy regarding reimbursement of out-of-pocket expenses for meetings, conferences, etc., including, but not limited to, mileage reimbursement for scheduled Board meetings. Such policies must be in compliance with applicable state and federal regulations, and expenses must be approved by the Board prior to the event.
- xii. Board member change of employment. If a Board member changes employment, the member shall notify the Board Chairman and/or Board Staff in writing within 10 days of the change to ensure timely replacement of the

- exiting member. The Chairman may request the CLEO to appoint replacement members or additional new members to the Board.
- xiii. Removal or suspension of a Board member. Any appointed Board member may be removed or suspended with or without cause by the CLEO acting in accordance with the LEO's Consortium. Removal/suspension for cause may include, but is not limited to:
- a. failure to attend/participate in Board meetings;
 - b. failure to be a member of and/or attend/participate in committee, task force, projects, and/or team meetings;
 - c. improper handling of a conflict of interest situation;
 - d. taking a job outside the business or labor sector the member was appointed to represent; or
 - e. other causes as determined by the Board, CLEO, and/or LEO's Consortium that warrant termination or suspension.
- xiv. Board members may actively participate in convening the workforce development system's stakeholders, brokering relationships with a diverse range of employers, and leveraging support for workforce development activities.
- xv. As appropriate, and to the extent possible, Board members may use technology such as video conferencing, telephone, and web-based meetings to promote participation in Board meetings.

B. Member Terms

The Board members shall be appointed for three-year terms on a staggered basis. Initial appointments of the Board will begin with staggered one, two and three year terms. Members shall continue to serve until a replacement is selected. Should a vacancy occur during a term of office, the CLEO will be notified by the Board Chair and/or Staff, and reappointments will be made for the duration of that term.

Upon completion of a term, Board members may be re-nominated and appointed for subsequent terms following the current state guidance.

An appointment to serve on the Board is considered significant and influential because the members are not only implementing federal legislation, but also representing the LEO's, key industries/organizations, and are respected in the community.

C. Officers and Duties

The officers of the Board shall consist of a Chairman and a Vice-Chairman. Officers shall be elected by the Board from eligible members of the Board. The Chairman and Vice-Chairman must be representatives of the private sector (business representatives). The terms of the officers shall begin in July and shall be for a term

of three (3) years with opportunities for reappointment. The Board may fill vacancies for officers at any meeting. An officer may step down and is requested to give a 90-day notice to allow the Board adequate time to find and prepare a replacement.

1. Chairman—The Chairman shall preside at Board meetings and other committees as appropriate and shall carry out other duties as described in these By-Laws. It shall be the responsibility of the Chairman, via the Board Staff as appropriate, to inform the CLEO of issues and decisions of major importance considered by the Board. The Chairman shall execute documents on behalf of the Board. The Chairman sets the agenda for Board meetings (any Board member may ask for items to be placed on the agenda for Board consideration). The Board Chairman shall have the power to create a committee, task force, project, and/or appoint team members of the Board.
2. Vice-Chairman—The Vice Chairman shall, in the absence of the Chairman, preside at Board meetings. The Vice-Chairman may, at the request of the Chair, serve on and/or preside over committee, task force, project, and/or team meetings as appropriate. The Vice-Chairman shall see that all orders and resolutions of the Board are communicated to the proper person(s) or entity(s) for implementations. The Vice-Chairman may assume the Chairman's office should the office be vacated prior to the completion of the term.

D. Meetings

All meeting of the Board shall be held in compliance with Oklahoma Open Meetings Act, all applicable laws, these bylaws and Robert's Rules of Order, provided that the use of Robert's Rules of Order shall be solely for the convenience of the Board. Failure to comply with Robert's Rules of Order shall not affect the validity of any action take which is otherwise in compliance with these bylaws. In the event of a conflict, the order of precedence shall be the law, these bylaws, and Robert's Rules of Order.

The Board shall meet at least quarterly to the extent possible, absent extenuating circumstances. The Chairman, or any Executive Committee member, in the absence of the Chairman, may call for a special meeting.

Participation at all the Board meeting shall be limited to the Board members, with the following exception: At the discretion of the Chairman and only after having been recognized by the Chairman, non-Board members may provide reports, make comments, or participate in discussion which is material to the matter under consideration, as long as such comment or other participation does not violate these bylaws.

The act of a majority, based upon the number of members present at a meeting in which a quorum is present, shall be the act of the Board. Members shall be deemed

to be present at a meeting where all members participating may simultaneously hear and see (as appropriate) each other during the meeting (by telephone, video conference, web-based conferencing, etc.) irrespective of whether or not they are physically present in the same location. A member is considered to be present even though he/she abstains from voting, as long as they are recognized as being present either via roll call or by the Chair/Board member running the meeting.

A quorum of the Board shall be composed of those Board members present at any meeting, physically or virtually (as long as they can be seen and heard by other members).

All meetings of the Board shall be conducted by the Chairman, or in the Chairman's absence, any member of the Executive Committee in successive order of authority.

Proxy voting is not allowed as per the Oklahoma Open Meeting Act. According to Oklahoma Office of Workforce Development the WOWDB must have a process for "Alternative Designee". According to WIOA "Each appointed member of the Board has the opportunity to elect an alternative designee per WIOA requirements at § 679.110(d)(4), or opt out of the election."

Alternative Designee's must meet the following requirements:

- Alternative designee must work for the same company as the board member, and must serve the entire length of board members term.
- If the alternative designee is a business representative, he or she must have optimum decision-making hiring authority.
- The alternative designees must have demonstrated experience and expertise and optimum policy-making authority.

The WOWDB process for alternative designee's is if a WOWDB Member wishes to have an alternative designee, the member will notify the Board Chair/Board staff with the alternative designee's information. The CLEO will determine if the alternative designee will be approved. The board member needs to understand in the event they are unable to attend a board meeting, their alternative designee can attend, cast votes on their behalf and will be counted toward the quorum requirement. In the event the board member and the alternative designee both attend the meeting, only the board member may cast votes and count towards the quorum requirement.

An agenda for each meeting shall be distributed before the meeting so the Board members may review all agenda items and have adequate time to examine and research action items as appropriate. In general, the Chairman sets the agenda for the Board meetings but all plans, actions, projects, and other requirements of the Board will commonly be utilized to create the agenda, and any Board member may ask for items to be placed on the agenda for Board consideration.

Minutes of the proceedings for each meeting will be documents and distributed by the Board Staff to each Board member. All minutes will be maintained in permanent official files by the Board Staff.

E. Committees

The Board may develop any committee as deemed necessary for the work of the Board and to comply with any federal or state issued guidance/requirement. All Board members will be encouraged to serve on the committees and to actively participate in their communities. This will help to ensure Board members actively participate in convening the workforce development system's stakeholders, brokering relationships with a diverse range of employers, and leveraging support for workforce development activities.

The Board shall continually review current plans, actions and projects. The Board Staff will develop a summary of activity and recommendations to be reported to the Board for potential committee, task force, and/or team development. All activity of any Board committee, task force, and/or team shall be reported at the next Board meeting.

The Board will form an Executive Committee in accordance with the following:

a. Executive Committee

The Executive Committee shall be composed of elected Officers and two other Board members. The Executive Committee shall meet as determined by the Board Chairman and may meet as often as deemed necessary.

The members of the Executive Committee who are not Officers of the Board will be elected to serve on the committee for a three (3) year term, with each term beginning July 1 and ending June 30, and may be re-appointed/elected for subsequent years of service. The Executive Committee may act on behalf of the Board in unusual and/or extreme situations when given the authority by the Board prior to the Executive Committee meeting, with the potential for ratification of said actions by the next Board meeting.

The Executive Committee will be the main body responsible for working with the CLEO in the development of the Area's Strategic Plan and/or Regional Plan. The Committee shall provide ongoing monitoring of this plan for the Area and may make an annual report on progress and suggestions for change and/or additional action.

The Executive Committee shall be responsible for coordination and overseeing the activities of the Board and committees to ensure the satisfactory performance of functions stipulated by the Governor, these bylaws and all pertinent statutes and regulations. The Executive Committee shall also guide the administrative management and governance of the board.

Any member of the Executive Committee may preside at meetings of the Board in the absence of the preceding officer/Executive Committee member in authority.

b. Other Committees, Task Forces, Teams, and Projects

The Board Chairman shall be authorized to appoint a committee, task force, team or Ad Hoc committee for specific projects. Such committee, taskforce, team or other Ad Hoc committees will disband at the completion of the task(s) and/or project(s).

F. Staffing and Support

WIOA Section 107(f) grants Local Workforce Development Boards (LWDB's) authority to hire a director and other staff to assist in carrying out the functions of the LWDB. The Board shall establish and apply a set of qualifications for the position of director that ensures the individual selected has the requisite knowledge, skills and abilities to meet identified benchmarks and to assist in carrying out the functions of the Board. The Board director and staff must be subject to the limitations on the payment of salary and bonuses described in WIOA Sec. 194(15).

In general, only LWDB staff may assist the LWDB fulfill the required functions outlined in WIOA Sec. 107(d). Should the Board select an entity to staff the Board that provides additional workforce functions beyond those outlined in WIOA Sec. 107(d), such an entity is required to enter into a written agreement with the LWDB and chief elected official(s) to clarify their roles and responsibilities required by § 679.340.

G. Conflict of Interest

A member of a local board, or a member of a standing committee, may not— (1) vote on a matter under consideration by the local board— (A) regarding the provision of services by such member (or by an entity that such member represents); or (B) that would provide direct financial benefit to such member or the immediate family of such member; or (2) engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State plan (WIOA Section 107(h)).

1. Members of the Board shall comply with applicable conflict of interest laws and administrative regulations as well as any amendments to the WIOA or other state or federal regulations.

2. A member of the Board may not participate in discussion or vote on a matter under consideration by the Board that would provide direct financial benefit to an immediate family member of the Board. For the purpose of this Code of Conduct, the term "immediate family member" includes a Board members' spouse, son, son-in-law, daughter, daughter-in-law, mother, mother-in-law, father, father-in-law, brother, brother-in-law, sister, sister-in-law, aunt, uncle, niece, nephew, step-parent, step-child, grandchild, step/half-brother, and step/half-sister.
3. A member of the Board may not engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State Plan.
4. A conflict of interest exists if it is reasonably foreseeable that the outcome of participating in a governmental decision will have a material impact on a Board member's economic interest which is distinguishable from the public, generally.
5. Participation in a governmental decision includes voting on a matter (including recommendations), appointing a person, obligating or committing the Board to a course of action, negotiating agreements, influencing a decision and otherwise exercising judgement in making a decision.
6. Each member of the Board is responsible for determining whether any potential or actual conflict of interest exists or arises for him/herself during tenure on the Board and/or standing committee.
7. Any member with a potential conflict of interest shall comply with applicable law, including requirements for public disclosure and recusal.
8. Alleged violations of the conflict of interest section of these bylaws shall be brought to the attention of the Board Chairman. The Chairman may ask the Executive Committee to investigate any alleged violation for possible action. The Executive Committee shall have sole authority for deciding whether a sanction shall be imposed.
9. Sanctions for proven violation(s) may include, but not limited to, a written reprimand and/or immediate removal from the Board.

ARTICLE IV

SUNSHINE PROVISION

The Board shall make available to the public, on a regular basis, through electronic means and open meetings, information regarding the activities of the Board (WIOA Sec. 107(e)).

ARTICLE V

AMENDMENTS

Proposed amendments to these bylaws must be made available to the membership in hard copy and/or electronic form, at least ten (10) days prior to the meeting at which action is to

be taken. Approval of any amendment(s) must receive at least a simple majority vote of those members present.

- A. The bylaws of the WOWDB may be amended at any regular or special meeting of the WOWDB of which a quorum of all members is present, provided notice of the proposed revision be contained in a notice or agenda of such regular or special meeting.
- B. The bylaws may be amended in part, or in their entirety, by majority vote of the quorum.
- C. Amendments may be deemed necessary to comply with the recommendations of the Administrative Committee, WOWDB membership or to comply with applicable laws, regulations, or policies. The bylaws may not be modified to any extent that would cause the rules to be in violation of any applicable laws, regulations, or policies.
- D. Once approved, the amendment shall be recorded in the official minutes of the meeting and staff providing assistance to the WOWDB shall update the official bylaws.
- E. The WOWDB bylaws become effective immediately on the recorded day of adoption and shall remain in effect until such time of dissolution of the Western Oklahoma Workforce Development Area Board.

ARTICLE VI


SEVERABILITY

If any part of these bylaws is held to be null and/or void, the validity of the remaining portion of the bylaws shall not be affected.

ARTICLE VII

ENACTMENT

These bylaws shall become effective upon signature of the CLEO.



CLEO Signature

9/12/19

Date