

**Local Workforce Development Board**  
**Area VIII-South Central Virginia**  
**BY-LAWS**  
**Revised 7/23/2021**

**ARTICLE I**

**BOARD**

**1.1 Composition of the Board:** The South Central Workforce Development Board, hereinafter “Board,” has been established under and shall operate in accordance with Policy 20-02 of the Workforce Innovation and Opportunity Act (WIOA) of 2014 and the Virginia Board of Workforce Development.

**Mandatory Members**

- At least 51% of the members shall be composed of local private sector representatives that represent a broad range of in-demand occupations available in the local labor market and shall be an appropriate mix of small, medium and large employers. At a minimum, two (2) members must represent small business as defined by the U. S. Small Business Administration. Private sector representative can include owners of businesses, chief executives or operating officers of businesses, and other business executives with optimum policy making or hiring authority.
- At least 20% of the members of the Board shall be representatives of the workforce within the local area, who:
  - Shall include two (2) or more representatives of labor organizations, w ho have been nominated by local labor federations.
  - Shall include one or more Registered Apprenticeship (RA) representative, who must be a member of a labor organization or a training director from a joint labor-management apprenticeship program. 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. (Representatives from the State Apprenticeship Agency (SAA) and the USDOL Office of Apprenticeship (OA) cannot serve in this capacity; they can, however, serve as advisor to the Board and work in a non-official capacity.
  - Shall include one or more Community-Based Organizations (CBO) that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including veterans, persons with disabilities, and “out of school” youth.
- At least one representative shall be from the Virginia Department of Social Services;
- At least one representative from the Virginia Employment Commission who administers WIOA Title III activities for the local area who shall be designated by the Virginia Employment Commission;
- At least one representative shall be a regional adult education program manager that directly administers WIOA Title II Adult Education and Family Literacy activities locally. If there is more than one adult education program operating in

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the workforce area and each program manager is not represented on the Board, it is recommended that the regional adult program managers serve alternating terms;

- At least one representative from a local community college providing training services who shall be designated by the community college
- At least one representative shall be from a regional or local economic and community development entity;
- At least one representative from the Department for Aging and Rehabilitative Services and/or the Department for the Blind and Visually Impaired who administers WIOA Title IV activities for the local area who shall be designated by the two agencies administering vocational rehabilitative services under Title IV of the WIOA.
- And at least one representative of a school division Career and Technical Education program which represents programs aligned with the region's targeted industry sectors and demand occupations.

**Optional Members**

- A representative from a regional planning entity.
- A representative of eligible providers administering WIOA Title I Adult and Dislocated Workers Employment and Training activities.
- A representative of eligible providers administering WIOA Title I Youth Workforce Development activities.
- A representative of eligible providers administering the Social Security Act Title IV (Part A-Block Grants to States for Temporary Assistance For Needy Families)-TANF.
- A representative of eligible providers administering employment and training activities carried out through the U.S. Department of Health & Human Services' Community Services Block Grant.
- A representative of eligible providers administering employment and training activities carried out through the U.S. Department of Housing and Urban Development's Community Development Block Grant.
- A representative of eligible providers administering Title V of the Older Americans Act programs engaging low-income senior citizens in community service, employment, and volunteer opportunities.
- A representative of eligible providers administering Section 212 of the Second Chance Act offender reintegration activities.
- A representative of eligible providers administering Supplemental Nutrient Assistance Program Employment and Training activities.
- A representative of eligible training providers administering Social Security Ticket to Work, Disability Employment Initiative, and other self-sufficiency programs.
- A representative of eligible providers administering Small Business Association Employment and Training activities.

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- A representative of an entity that administers programs serving the local area relating to transportation, housing and public assistance.
- A superintendent, or designated representative, of a local public school system (other than a representative from a local Career and Technical Education program).
- A representative of higher education providing WIOA activities.
- A representative of a philanthropic organization.
- Any other individual or representative of an entity as the Chief Elected Officials in the local area may determine to be appropriate

To determine if the area has met the requirement of at least 51% representation from the private sector representatives and at least 20% representation from the Labor/RA/CBO, the number of individuals serving in each category will be divided by the number of members on the Board.

**1.2 Appointment of Board:** The Board shall be appointed by the Consortium of Chief Local Elected Officials (hereinafter “CLEO Consortium”) for Local Workforce Area VIII which includes the Counties of Amelia, Brunswick, Buckingham, Charlotte, Cumberland, Halifax, Lunenburg, Mecklenburg, Nottoway, and Prince Edward. The nomination form may be found at [www.vcwsouthcentral.com](http://www.vcwsouthcentral.com) or provided by contacting the Executive Director of the SCWDB.

- The CLEO Consortium shall contact the appropriate entities in the local area for nominations to appoint members and/or to fill vacancies on the Board.
- Business representatives shall be selected from individuals nominated by local business organizations and business trade associations (ex., chamber of commerce, economic development agencies). Individual businesses may also nominate themselves. Private sector representatives can include owners of businesses, chief executives or operating officers of businesses, and other business executives with optimum policy making or hiring authority. Private sector representatives shall be an appropriate mix of small, medium, and large employers that reflect the local labor market.
- Labor representatives are appointed from among individuals who are nominated by local labor federations (or, for a local area in which no employees are represented by such organizations, other representatives of employees, such as employee organizations and/or the state AFL/CIO); and
- When there is more than one local provider of adult education and literacy activities under Title II, or multiple institutions of higher education providing workforce development activities described in WIOA sec. 107 (b)(2)(C)(i) or (ii), nominations are solicited from those particular entities.
- For all other members, the CLEOs should consult with the appropriate groups in the local area for possible individuals to serve including:

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- Representatives of community-based organization, including organizations representing individuals with disabilities and veterans where such organizations exist in the area.
- Representatives of local economic development agencies, including private sector economic development entities.

A nomination form must be completed for all board members and all nomination forms must be signed by the nominating party.

**Public Participation**

- CLEOs must provide public notice of the intent to solicit nominations for the SCWDB membership, including the process to be used for nominations and selection.

**1.3 Terms:**

- Members will serve two-year terms.
- Members may be eligible for consecutive terms at the pleasure of the CLEO Consortium for Local Workforce Area VIII.
- Term limits shall be staggered at the discretion of the CLEO Consortium to ensure that only a portion of membership expires at a given time.
- Individuals serving on the SCWDB who subsequently retire or no longer hold the position that made them eligible board members may continue to serve on the SCWDB; however, if their membership category changes as a result of their retirement or change in employment status, the SCWDB must account for that change when evaluating overall membership composition.
- Vacancies resulting from resignations or removal of mandatory members must be filled within 90 days.
- If a member is reappointed to a term, the member must complete a new nomination form for each term to certify that the category represented has not changed.

**1.4 Removal and Vacancies:** Any member shall be removed after missing three consecutive meetings (without excuse) or sending their appointed alternate. Removal would occur after contact with the Member and notification by staff on behalf of the appointing body. A vacancy may occur by removal, resignation or when the member retires or no longer holds the position held at the time of appointment. The Board may submit recommendations or a list of candidates to the CLEO Consortium for its review in filling vacancies. Board staff will notify the CLEO Consortium of the vacancy within two weeks of the position becoming vacant. Vacancies will be filled by the appointing body within ninety (90) days.

**1.5 Annual and Regular Meetings:** The first meeting of the year shall be considered the annual meeting. Regular meetings will be held at least quarterly at a place within the region. The Board may adopt a schedule of additional meetings that shall be considered regular

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meetings for purposes such as developing a plan, preparing the budget or other such purposes as required.

**1.6 Special Meetings:** The Chair or the Executive Committee may call special meetings for any purpose.

**1.7 Notice of Meetings:** Meeting agendas and packets will be distributed to the Board at least one week prior to the regularly scheduled meeting. Notice of the special meetings shall require a three (3) day notice. Public notice of the Board's meeting and activities shall be given not less than fifteen (15) days prior to the meeting.

**1.8 Quorum and Voting:**

A. Fifty-one percent (51%) of both the private sector and public sector membership shall constitute a quorum as required under §2.2-2472 (J) of the Code of Virginia.

B. Members may designate an alternate to attend in their absence and vote on matters if provided a proxy by the member. Both the name of the alternate and the proxy must be recorded with staff prior to the meeting.

C. In accordance with the Virginia Freedom of Information Act, electronic forms of voting will not be permitted. Members must be present to count in the quorum.

**1.9 Meeting Conduct:** Robert's Rules of Order shall guide the Board in all proceedings, except as otherwise provided for in these Bylaws.

**1.10 Compensation:** No Member shall receive compensation for services as a Board Member.

**1.11 Records:** Staff to the Board will record minutes of each Board meeting and special meetings and shall be the keeper of such records.

## **ARTICLE II**

### **OFFICERS**

**2.1 Officers:** The Board shall elect a Chair, Vice-Chair, a Treasurer, and any other such officers as are deemed necessary by the Board. The Chair and Vice-Chair shall be elected from the business representatives of the Board. The Chair shall serve as the Executive Committee Chair. The Executive Director shall serve as Secretary.

**2.2 Election and Term:** Officers shall be elected at the Annual Meeting for terms of two years and end June 30. Officers may be elected for subsequent years. No officer shall serve more than two (2) consecutive terms.

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**2.3 Removal of Officers:** An officer may be removed by a majority action of the Board.

**2.4 Duties of the Chair:** The Chair shall conduct the meetings of the Board, work with the staff to create the meeting agendas, serve as Chair of the Executive Committee, appoint members of the committees, appoint committee Chairs, call special meetings of the Board, represent the Board or designate other members or staff to represent the Board at public functions, approve, sign and send letters of support, when at the Chair's discretion, lending of such support is in clear agreement with the goals of the Board and/or the WIOA, and be the spokesperson for the Board.

**2.5 Duties of the Vice-Chair:** The Vice-Chair shall perform all functions of the Chair in the absence or inability of the Chair to perform such duties

**2.6 Duties of the Secretary:** The Secretary shall send out meeting notices and keep the official records of the Board including the minutes, agendas, financial statements, manage the finances of the Board, contracts, plans and other such documents as pertain to the business of the Board.

**2.7 Duties of the Treasurer:** The Treasurer shall review monthly financial reports, provide oversight of the Board's fiscal integrity and is authorized to sign vouchers.

## **ARTICLE III**

### **COMMITTEES**

**3.1 Committees:** The Board may create one or more committees to advance its mission and work, including an Executive Committee, and appoint members to serve on such committees. Committee members may be voluntarily sought from the Board membership or appointed by the Chair. Committees shall serve in an advisory capacity to the full Board. The creation of a committee and appointment of the members to it shall be approved by the Board when the action is taken. Committee members may include non-Board members with expertise in areas that would assist the Committee and the Board in their decision making. The Committee Chairs must be a member of the Board. Committees shall have the full authority to make recommendations directly to the full Board. One Stop Operators shall not serve on any committee that deals with oversight of the One Stop System or allocation of resources that would potentially be allocated to that member's program.

**3.2 Executive Committee:** The Executive Committee will consist of the Chair, Vice-Chair, Treasurer and four (4) members at large, for a total seven (7) members. The majority of the members of the Executive Committee shall be from the business community membership of the Board. The Executive Committee will be responsible for handling the business of the Board between meetings of the full Board and is the only committee that

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may take formal actions on behalf of the full Board. The Executive Committee shall maintain minutes of their meetings.

**3.3 Youth Committee:** The Youth Committee will consist of a Chair and Vice-Chair selected from the Board membership. Other members shall be selected by the Board for two (2) year terms and may be non-members of the Board if they have expertise in dealing with youth. The Youth Committee shall meet quarterly and maintain minutes of their meetings.

**3.4 Authority of Committees:** The Authority of Committees shall be outlined in a charge. At no time may a Committee act on behalf of the Board without consent of majority of Board, except for the Executive Committee as outlined above is 3.2

**3.5 Committee Meetings:** Committees may schedule their meetings without notice to the full Board. Committees shall keep records of the meetings and provide updates to the Board.

**3.6 Records:** Each committee will record minutes of each meeting and the staff to the Board shall be the keeper of such records.

## **ARTICLE V**

### **CONFLICT OF INTEREST**

**5.1 Conflict of Interest:** All members of the SCWDB serve a public interest and trust role and have a clear obligation to conduct all affairs in a manner consistent with this concept. All decisions of the SCWDB are to be based on promoting the best interest of the state and the public good. Accordingly:

- All members of the SCWDB are subject to the provisions of the State and Local Government Conflict of Interest Act.
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- A member of the SCWDB shall neither cast a vote on, nor participate in, any decision-making capacity on the provision of services by such member (or by an organization that such member directly represents); nor on any matter that would provide any direct benefit to such member or the immediate family of such member. Immediate family means (1) a spouse and (2) any other person residing in the same household as the member, who is a dependent of the member or of whom the member is a dependent. Dependent means any person, whether or not related by blood or marriage, which receives from the member, or provides to the member, more than one-half of his financial support.
- Any SCWDB member (or specific entity represented by that member) who participates in the development of contract specifications or standards

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is prohibited from receiving any direct financial benefit from any resulting contract.

- Any SCWDB member who participates in a SCWDB decision relating to specific terms of a contract, the determination of specific standards for performance of a contract, the development of Invitations for Bid or Requests for Proposals or other such bid processes leading to a contract, or any similar decision is prohibited from receiving any direct financial benefit from any resulting contract. In addition, no corporation, partnership, sole proprietorship, firm, enterprise, franchise, association, trust, foundation or other entity shall receive the contract if it would create a conflict of interest for the Board member who participated in this manner.
- Any SCWDB member with a potential or actual conflict of interest shall disclose that fact to the SCWDB as soon as the potential conflict is discovered and, to the extent possible, before the agenda for the meeting involving the matter at issue is prepared. If it is determined during a meeting that a conflict of interest exists, the member must verbally declare such conflict of interest, such declaration must be clearly noted in the minutes, and such member must excuse himself from the remainder of the discussion and voting on that item. Each SCWDB member is responsible for determining whether any potential or actual conflict of interest exists or arises during his tenure on the SCWDB.
- If a contract or purchase is made by the SCWDB involving its own member with a conflict of interest, the SCWDB shall justify the terms and conditions of the contract or purchase and document that the contract or purchase was adequately bid or negotiated and that the terms of the contract or price of the purchase are fair and reasonable.
- SCWDB members who are also one-stop center operators shall not serve on any committees that deal with oversight of the one-stop system or allocation of resources that would potentially be allocated to that member's program.
- All members of the SCWDB are subject to all other provisions of the State and Local Government Conflict of Interest Act not outlined above.



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**ARTICLE VI**

**MISCELLANEOUS PROVISIONS**

**6.1 Seal:** The Board may adopt a Seal or Logo for identification of the Board.

**6.2 Program Year:** The program Year shall be July 1 to June 30.

**6.3 Amendments:** These Bylaws may be amended by a two-thirds vote of the Board.

**6.4 Sunshine Provisions:** The SCWDB shall share information regarding its meetings and activities with the public subject to the provisions of the Virginia Freedom of Information Act. The SCWDB shall make available to the public, on a regular basis through open meetings, information regarding the activities of the SCWDB, including information regarding the Local Plan prior to submission of the plan, membership, the designation and certification of one-stop operator(s) consistent with the State Plan, and the award of grants or contract to eligible providers of youth activities and minutes of formal meetings of the SCWDB. In order to comply with the Sunshine Provisions, the SCWDB and any subcommittee authorized to take official action on behalf of the SCWDB shall do the following:

- Take official action and engage in deliberations only at meetings open to the public. "Official action" includes making recommendations, establishing policy, making decisions, and/or voting on matters of SCWDB business. "Deliberations" are discussions of SCWDB business necessary in order to reach decisions.
- Ensure all meetings are held in locations accessible to individuals with disabilities and that all information is available in accessible and alternate format.
- Give public notice of meetings in accordance with applicable state code provisions, including public notice in advance of any special meeting or rescheduled regular meeting. No public notice need be given of an emergency meeting called to deal with real or potential emergency involving a clear and present danger to life or property.
- Ensure that votes of the SCWDB members be publicly cast and, in the case of roll call votes, recorded.
- Keep written minutes of all public meetings, including date, time, and place of the meeting, members present, the substance of all official actions, a record of roll call votes, and the names of any citizens who appeared and gave testimony.
- Closed executive sessions may be used according to the provisions of the Virginia Freedom of Information Act. Such sessions may be held during or after an open meeting or may be announced for a future time. If closed session is not announced for a specific time, SCWDB members must be

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notified 24 hours in advance of the date, time, location and purpose of the session. The reason for holding an executive session must be announced at the open meeting either immediately prior or subsequent to the executive session.

- Official action on any matter discussed at an executive session must be taken at an open meeting.

Signature of South Central Workforce Development Board Chair:

\_\_\_\_\_

Printed Name of Chair: \_\_\_\_\_

Date: \_\_\_\_\_