

BROWARD WORKFORCE DEVELOPMENT BOARD, INC. BY-LAWS

ARTICLE I NAME, SERVICE AREA, OFFICE LOCATION

Section 1

The name of the organization shall be the Broward Workforce Development Board doing business as the Broward Workforce Development Board, Inc. hereinafter referred to as the BWDB.

Section 2

The BWDB shall serve the residents and employers of Broward County, Florida.

Section 3

The official office location and mailing address shall be: 6301 N.W. 5th Way, Suite 3000, Fort Lauderdale, FL 33309.

ARTICLE II PURPOSE

Section 1

The BWDB shall strive to increase the involvement of the business community, including small businesses and minority/women owned businesses in workforce development activities, and to increase private sector employment opportunities for the residents of Broward County. Special emphasis shall be placed on service to economically disadvantaged adults and youth, dislocated workers, welfare recipients and other individuals as identified in the BWDB strategic plan.

Section 2

The BWDB shall, in conjunction with CareerSource Broward (CSBD), its administrative entity, use available funding in ways that will most effectively satisfy the labor demand needs of the residents and business community of Broward County to enhance the economic well-being of the community and its residents.

ARTICLE III
BWDB MEMBERSHIP

Section 1

- a. Nominations to the private sector seats on the BWDB shall be made by business, professional and trade organizations in Broward County. There shall be at least one (1) nomination for each vacancy.
- b. Nominations to the non-private sector categories of membership shall be made by organizations representing that category.
- c. The core partner seats on the BWDB shall be filled by the highest ranking representative of the local partner agency or their designee.
- d. Membership categories may change from time to time and shall be filled in accordance with the governing law at the time of nomination, selection and appointment.
- e. Where a member represents more than one category and the law allows the CSBD Council of Elected Officials may elect him or her to represent both categories.

Section 2

BWDB members shall be appointed by the CSBD Council of Elected Officials in accordance with the requirements of federal and state laws governing the creation and appointment of local workforce boards.

Section 3

- a. Members of the BWDB shall be appointed by the CSBD Council of Elected Officials subject to the provisions of federal and state law applicable to the appointment of workforce boards and the policies established by the Governor of the State of Florida. In general, members serve at the pleasure of the elected officials who appointed the member. Absent action by the appointing elected official or the resignation of a member, once appointed members shall serve a two (2) year term beginning with the date of their appointment. The CSBD Council of Elected Officials may renew appointments at their discretion.
- b. If a member is replaced or resigns prior to the expiration date of his/her term in office, nominations for filling the vacancy shall be made in the same manner as the original appointment. Upon appointment, the member shall serve the unexpired term of the member whose vacancy he/she is filling.

- c. The CSBD Council of Elected Officials shall retain the power to appoint members on its own recommendation so long as the private sector majority membership is maintained and the appointments are in accordance with state and federal law.
- d. Once a member is appointed, even if their term of office is expired, the member shall continue to serve as a board member until they resign, they are reappointed, or a new member is selected to serve in their stead.

Section 4

- a. Three (3) consecutive absences from regularly scheduled meetings of the BWDB without excuse from the Chairperson shall constitute a de facto resignation of the BWDB member.
- b. Should a BWDB member cease to represent the category to which they were appointed through change in status, or otherwise become disabled, ill, or unable to perform their duties on the BWDB, they shall be removed upon recommendation of the Executive Committee to the CSBD Council of Elected Officials.

ARTICLE IV BWDB OFFICERS AND COMMITTEES

The BWDB Organizational Resources Committee shall present a slate of officers to the BWDB. The officers shall consist of the BWDB Chairperson, Vice Chairpersons, and Secretary/Treasurer. The BWDB shall then make a recommendation regarding the officers, which shall be presented to the CSBD Council of elected officials. The CSBD Council of Elected Officials shall make the final selection of officers.

Section 1

The BWDB shall have a Chairperson who shall be selected from among the representatives of private sector business and industry.

- a. The Chairperson shall be recommended to the CSBD Council of Elected Officials by the BWDB from a majority of a quorum present at the annual meeting at which the slate is presented.
- b. The annual meeting at which the slate of officers shall be elected shall take place in December and the officers shall take office in January. The Chair shall preside at all meetings of the group and shall, in general, perform all duties incident to the office of Chairperson.

Section 2

- a. The BWDB shall have two (2) Vice Chairpersons one of whom shall be a Vice Chair for Legislative Affairs.
- b. The first Vice Chairperson shall preside over meetings in the absence of the Chairperson and shall, in general, perform all duties incident to the office of Chairperson.
- c. The Vice Chair for Legislative Affairs shall represent the CSBD Council of elected officials and the BWDB positions regarding various legislative issues.

Section 3

The term of office for the Chairperson, Vice Chairpersons, and Secretary/Treasurer of the BWDB shall be for one (1) year. If an officer resigns his/her position on the BWDB, a replacement shall be elected to serve the unexpired term of office in the same manner as the election held for the appointment of the original slate of officers.

Section 4

The BWDB shall have an Executive Committee consisting of the BWDB Chairperson, Vice Chairperson, Vice Chair for Legislative Affairs, Secretary/Treasurer, the BWDB Committee Chairs, and individuals who are still members of the BWDB and who served in the position of Chairperson during the previous ten (10) years, and any other individuals as voted on by the Executive Committee.

Section 5

The BWDB shall have standing committees and ad hoc committees, as necessary, and as determined by the BWDB Chairperson.

- a. The BWDB Chair shall select Committee Chairs from among the BWDB membership.
- b. In general, Committee Chairs may request other board members to serve on their committee.
- c. At least fifty percent (50%) of the Committee members shall be BWDB members.

Section 6

BWDB Officers may serve in those positions for two (2) successive one (1) year terms and shall then step down from their position for a minimum of a year, although they may continue to serve as BWDB members, or in other offices.

Section 7

The Standing Committees of the BWDB shall be the Executive Committee, the Youth Committee, the Strategic Planning and Policy Development Committee, the One Stop Services and Special Populations Committee, the Organizational Resources Committee, the Employer Services Committee, and the Audit Committee.

Section 8

Any member of the BWDB/CSBD Council of Elected Officials can elect to serve on any Committee except for the Executive Committees and Ad Hoc Committees created by the BWDB Chair for special purposes whose membership shall also be determined by the BWDB Chair.

Section 9

The Chair of the BWDB may appoint Committee Co-chairs to serve in concert with the Chairperson of any of the BWDB standing or Ad Hoc Committees so as to best serve the needs of the BWDB.

ARTICLE V MEETING PROCEDURES, VOTING RIGHTS

Section 1

- a. Regular meetings of the BWDB shall be held at a place to be determined by the members, at such times and as often as they may deem necessary.
- b. Committee meetings shall be noticed and conducted in the same manner and with the same formality as regular BWDB meetings.
- c. The President/CEO shall send written notice of each meeting to the BWDB members at such times and as often as they may deem necessary.
- d. The BWDB committees shall meet at the call of the BWDB Chairperson or the Committee Chairperson.

- e. Minutes shall be kept of all meetings and shall be available in the CSBD Executive Office for anyone who requests to see them, and shall be reviewed and approved at the next BWDB or Committee meeting as appropriate.
- f. Special meetings of members may be called at any time by the Chairperson or by a petition signed by not less than twenty-five percent (25%) of the membership of the BWDB, setting forth the reason for calling such a meeting.
- g. The public shall be informed of meetings through notice, which shall state the purpose of the meeting, the time and the place. Special meeting notices shall state the purpose of the meeting and whether it has been called by the Chairperson or by petition.
- h. In order to vote on any matter coming before the BWDB, a quorum must be present. A quorum shall consist of fifty one percent (51%) of the membership. Once a quorum has been established, it shall remain in effect throughout the entire meeting. If a quorum is not established at a meeting, the Board members present may conduct the meeting as if quorum were present, except that the actions taken by the Board shall not take effect unless ratified by a majority of those voting at the next meeting at which a quorum is established.
- i. The Chair, with the approval of the BWDB, may waive any section of these By-Laws, for a specific purpose on a “one-time” basis.

Section 2

- a. Each member shall have one (1) vote. Members must be present at meetings to cast a vote and may not vote by proxy.
- b. When an issue presents a possible conflict of interest to a member, said member shall disclose the conflict of interest and shall abstain from voting on said issue. A conflict of interest is any matter, which has a direct bearing on services to be provided by that member or any organization, which such member directly represents, or any matter which would financially benefit such member or any organization such member represents.
 - i. If the BWDB enters into a contract with an organization or individual represented on the board of directors, the contract must be approved by a two-thirds (2/3) vote of the board, a quorum having been established. The board member who could benefit financially from the transaction must abstain from voting on the contract and disclose the conflict in a manner that is consistent with the procedures outlined in the Florida Statutes (FS) at 112.3143.

- ii. The BWDB shall direct the President/CEO to comply with FS 445.007 which details the process for state approval of contracts with board members or their relatives.

ARTICLE VI SIGNATORY AUTHORITY

The BWDB through its By-Laws hereby certifies and authorizes the President/CEO to sign all official records for CSBD and act as the custodian of official records for CSBD as required by Section 4C-2.032, Florida Administrative Code and these By-Laws. In the event that the President/CEO is traveling out of the County of Broward, the CSBD Executive Vice President has the authority and power to sign all official records and documents for CSBD during his or her absence.

ARTICLE VII AMENDMENTS

These By-Laws may be amended or replaced by an affirmative vote of two-thirds (2/3) of the membership, after notice, which shall specify or summarize the changes proposed to be made. Such notice shall be made no less than five (5) days prior to the meeting at which such amendment or repeal is acted upon.

ARTICLE VIII GENERAL PROVISIONS

Section 1

When parliamentary procedures are not covered by these By-Laws, Robert's Rules of Order, Revised, shall prevail.

Section 2

Meetings of the BWDB shall be open to the public as per Florida Statutes, Section 286.011 ("Sunshine Law").

Section 3

Meetings shall be held in accordance with the Florida "Sunshine Laws," Florida Statutes 286.011. The Chair shall provide an opportunity for the public to be heard on matters coming before the Board for a vote prior to opening discussion for Board participation. Public discussion may be subject matter limited to items before the Board and time limited should a need arise to be able to provide an opportunity all present wishing to be heard on a matter.

Section 4

Nothing in these By-Laws shall be construed to take precedence over federal, state or local laws or regulations, or to constrain the rights or obligations or the units of government party to the CSBD Council of Elected Officials consortium agreement.

ARTICLE IX ENACTMENT PROVISION

These By-Laws shall become effective after approval by a two-thirds vote of the membership after due notice to the BWDB membership. Said notice shall be made no less than three (3) days prior to the meeting at which these By-Laws are enacted.

ARTICLE X INDEMNIFICATION

Section 1

The BWDB shall indemnify any Board member, staff person, officer, or former Board member, staff person, or officer for expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a Board member, staff person, or officer, except in relation to matters in which the individual was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his/her board duties.

The CSBD Council of Elected Officials shall indemnify its members, staff persons, officers, or former Council members, staff persons, or officers for expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a Council member, staff person, or officer, except in relation to matters in which he/she was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his/her Council duties.

Section 2

The right to indemnification under this Article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.

Section 3

The BWDB and the CSBD Council of Elected Officials shall have the power to purchase and maintain insurance sufficient to meet this Article's indemnification requirements.

Adopted by the BWDB on February 26, 2015