

# BROWARD WORKFORCE DEVELOPMENT BOARD, INC. BY-LAWS

## ARTICLE I NAME, SERVICE AREA, OFFICE LOCATION

### SECTION 1 NAME

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 SERVICE AREA

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

### SECTION 3 LOCATION

The official office location and mailing address shall be 2890 W. Cypress Creek Road, Ft. Lauderdale, FL 33309

## ARTICLE II PURPOSE

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.

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 MEMBERSHIP

- A. There shall be a minimum of twenty-one members of the BWDB.
- B. To assure members are provided the information and tools needed to fully participate in the matters brought before them for decision:
  - a. New members shall be provided with an orientation within the first 6 months of their appointment which shall cover the following topics:
    - i. Overview of the Workforce Innovation and Opportunity Act (WIOA), the workforce development system and structure, and the one-stop partners.
    - ii. The state's workforce development system goals and strategies.
    - iii. The purpose of the BWDB, its composition, and required categories of membership.
    - iv. The roles and responsibilities of the CSBD Council of Elected Officials, the BWDB and its officers and CSBD.
    - v. How the workforce system is funded.
    - vi. Local performance requirements.
    - vii. Applicable public meetings laws and conflict of interest requirements.
  - b. Annually, the CSBD President/CEO shall ensure that all BWDB members are provided refresher training with respect to the following topics:
    - i. The state's workforce development goals and strategies.
    - ii. The purpose of the BWDB.
    - iii. The roles and responsibilities of the CSBD Council of Elected Officials, the BWDB and its officers and the CSBD.
    - iv. How the workforce system is funded.
    - v. Local performance requirements.
    - vi. Applicable public meetings laws and conflict of interest requirements.

- C. There shall be four categories of membership.
- a. The first category shall be the private sector category of membership. These representatives shall be from businesses in Broward County, the workforce development area.
    - i. Members shall be individuals who are:
      - I. Business owners, chief executives or operating officers or other business executives or employers with optimum policymaking or hiring authority; or
      - II. Chief Executive Officers of organizations that represent businesses that provide employment opportunities in in-demand occupations or targeted industry sectors in Broward County.
    - ii. A minimum of two (2) members in this category shall be representatives of small business in Broward County.
    - iii. The members in this category of membership shall constitute the majority of the members of the BWDB.
- D. The second category shall be the Labor/Apprenticeship or “Workforce” category of membership.
- a. A minimum of three (3) members in this category shall be individuals representing labor organizations in Broward County.
    - i. Two (2) of the three (3) members must be representatives of labor organizations.
    - ii. One (1) of the three (3) members shall be a training director from a joint labor-management apprenticeship program or a representative of a labor organization.
  - b. The balance of the members may be representatives of:
    - i. Community-based organizations serving veterans, the disabled or individuals with barriers to employment.
    - ii. Organizations serving out-of-school youth or other Workforce Innovation and Opportunity Act (WIOA) eligible youth.
  - c. The members in this category of membership shall constitute twenty percent (20%) of the members of the BWDB.

E. The third category shall be the education category of membership. These representatives shall be from entities administering education and training activities in Broward County.

a. Members shall include a representative from:

- i. A provider of Adult Education and Family Literacy Act activities under Title II of WIOA.
- ii. An institution of higher education such as a community college.
- iii. A private education provider.

F. The fourth category shall be the government / economic / community development category of membership.

a. Members shall include an individual:

- i. A representative of an economic or community development entity in Broward County.
- ii. A representative from Vocational Rehabilitation.

b. This category of membership may include other non-mandatory representatives from the following entities in Broward County:

- i. Transportation
- ii. Housing
- iii. Public assistance
- iv. Philanthropic organizations
- v. Determined by the CSBD Council of Elected Official to be appropriate.

## SECTION 2 NOMINATIONS TO THE BWDB

- i. 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.
- ii. Nominations to the non-private sector categories of membership shall be made by organizations representing that category.

- iii. The core partners, Vocational Rehabilitation and Adult Literacy, seats on the BWDB shall be filled by the highest ranking representative of the local partner agency or their designee.
- iv. In general, members of the BWDB must be individuals with optimum policymaking authority within the organizations, agencies or entities they represent on the BWDB.
- v. 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.

Where a member represents more than one category of membership the CSBD Council of Elected Officials may appoint a member to represent more than one category of membership.

- vi. In seeking nominations to the BWDB consideration shall be given to individuals who are representative of the demographics of the workforce development area including minority and gender representation.
- vii. The CSBD Council of Elected Officials may identify individuals to be nominated to the Business, Workforce, or Education categories of membership or may appoint members to the Government/Economic/Community development category of membership.
- viii. The CSBD President/CEO shall be responsible for documenting the nomination and appointment process and shall assure the records are retained for five (5) years.

### SECTION 3 APPOINTMENT OF MEMBERS AND TERMS OF OFFICE

- 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.
- B. BWDB members shall be appointed for fixed and staggered terms.
- C. BWDB members' terms shall be for two years. All members' appointments are limited to a maximum of eight consecutive years except as provided in "D" immediately below.
- D. Representatives of governmental entities filling a mandatory seat shall not be subject to the 8 year term limit and may be reappointed without limitation.

- E. BWDB members' terms shall begin in January with 50% of the members to be appointed initially for a (1) year term and 50% of the members to be appointed for a two (2) year term. Thereafter all appointments shall be for a two (2) year term.
- F. The CSBD Council of Elected Officials may renew appointments at their discretion.
- G. Members who have served on the board for eight (8) consecutive years may be reappointed after a break of one (1) year into an available seat.
- H. Members appointed in excess of twenty-one (21) members or the number of members at the time of adoption of these By-Laws shall be appointed in January on a fixed and staggered term schedule unless they are appointed during the year to fill an existing vacant term.
- I. If a member ceases to represent the category of membership to which they were appointed, or wishes to resigns prior to the expiration date of his/her term in office they shall immediately inform the CSBD President.
  - i. Nominations for filling the vacancy shall be made in the same manner as the original appointment.
  - ii. Upon appointment, the newly appointed member shall serve the unexpired term of the member whose vacancy he/she is filling. Thereafter the member may be reappointed by the CSBD Council of Elected Officials as provided herein. In reappointing members, their attendance at board and committee meetings shall be taken into account.
  - iii. Vacancies shall be filled as soon as possible but in any event no more than twelve (12) months from the occurrence of the vacancy.
  - iv. 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. If a member whose appointment has expired has reached their 8 year term limit they must step down and the seat shall remain vacant until an appointment is made by the CSBD Council of Elected Officials which shall occur within 12 months of the vacancy.

## SECTION 4 REMOVAL

- 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

### SECTION 1 NOMINATION OF OFFICERS

- A. The officers of the BWDB shall consist of the Chair, the Vice Chair, the Vice Chair for Legislative Affairs and the Secretary/Treasurer.
  - a. The Chair shall be selected from among the private sector members of the BWDB.
  - b. The Vice Chair shall be selected from among the private sector members of the BWDB.
  - c. The Vice Chair for Legislative Affairs shall be selected by the Chair from among the members of the BWDB.
  - d. The Secretary/Treasurer shall be selected from the non-private sector members.
- B. There shall be an annual meeting at which the slate of officers shall be presented to the BWDB and Council of Elected Officials in December of each year.
  - a. When the Ad Hoc BWDB Organizational Resources Committee is appointed by the Chair for the sole purpose of serving as the Nominations Committee it shall consist of the prior chairs, and the Secretary/Treasurer as well as 2 additional members if determined necessary by the Chair. The Committee serving as the Nominations Committee shall be limited to a total of Five (5) members.
  - b. The Ad Hoc BWDB Organizational Resources Committee shall present a slate of officers to the BWDB.

- i. The CSBD President/CEO shall solicit nominations from the BWDB and shall present the nomination to the Ad Hoc Organizational Resources Committee so they may consider a slate to present to the governing boards.
  - ii. In developing the slate the committee shall review BWDB members' attendance at board and committee meetings, participation, and length of service.
  - iii. Following the meeting of the Ad Hoc Organizational Resources Committee sitting as the Nominations Committee a slate of officers shall be presented to the Executive Committee for presentation to the BWDB at its annual meeting in December.
- c. The BWDB shall make a recommendation regarding the selection of officers, which shall be presented to the CSBD Council of elected officials following a vote by the BWDB of a majority of the quorum present at the annual meeting at which the slate of BWDB Officers is presented.
  - d. The CSBD Council of Elected Officials shall make the final selection of officers.
- C. The officers shall be seated 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 TERMS OF OFFICE FOR THE OFFICERS

- A. The term of office for the Chair, Vice Chair, Vice Chair for Legislative Affairs and Secretary/Treasurer of the BWDB shall be for two (2) years.
- B. Officers may serve for an additional non-consecutive two (2) year term for a total of 4 years.
- C. If an officer resigns his/her position on the BWDB, a slate for the new officer shall be presented to the Executive Committee by the Ad Hoc Organizational Resources Committee and then shall be presented to the governing boards.  
The officer 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.
- D. Except for the Chair the term limits for the other officers may be waived by the Chair.



## SECTION 3 THE BWDB OFFICERS

### A. The BWDB Chair shall:

- a. Preside over all meetings of the BWDB.
- b. Serve as chair of the Executive Committee.
- c. Serve to strategically guide the work of the BWDB in accordance with the vision of the BWDB, including supporting the BWDB's role as a convener of the workforce partners in the workforce area (A110 p 5).
- d. Select Committee Chairs from among the BWDB membership.
- e. Appoint Ad Hoc Committees as needed to carry out the business of the BWDB for matters not assigned to a Standing Committee.
- f. Call special meetings of the BWDB.
- g. Serve as signatory for the BWDB as required.
- h. Perform such other duties incident to the office of the Chair.

### B. The BWDB Vice Chair shall:

- a. Preside over meetings of the Board in the absence of the Chair.
- b. Serve as a member of the Executive Committee.
- c. Serve as a signatory for the BWDB as may be required in the absence of the Chair.
- d. Perform all duties incident to the office of Chair in the absence of the Chair.

- C. The Vice Chair for Legislative Affairs shall:
  - a. Represent the CSBD Council of Elected Officials and the BWDB positions regarding various legislative issues.
  - b. Serve as a co-chair of the Strategic Planning Committee.
- D. The Secretary / Treasurer shall:
  - a. Serve as a member of the Executive Committee.
  - b. Serve as chair of the Audit Committee.
  - c. Perform all duties incident to the office of Secretary/Treasurer.

#### SECTION 4 BWDB COMMITTEES

- I. The BWDB shall have standing and Ad Hoc committees as necessary, and as determined by the BWDB Chairperson.
  - i. The Standing Committees of the BWDB shall be the Executive Committee, the Strategic Planning Committee, the One Stop Services Committee, the Employer Services Committee, the Audit Committee, and the Youth Committee.
  - ii. There shall be an Ad Hoc Organizational Resources Committee appointed by the Chair as needed to address nominations, and make recommendations regarding governance, compensation and employee benefits to the BWDB and CSBD Council of Elected Officials.
  - iii. The BWDB Chair shall select Committee Chairs from among the BWDB members.
  - iv. Any member of the BWDB can elect to serve on any Committee except for the Executive Committee and Ad Hoc Committees created by the BWDB Chair for special purposes whose membership shall also be determined by the BWDB Chair.
  - v. Committee Chairs may request other board members to serve on their committee.

- vi. At least fifty-one percent (51%) of the committee members shall be BWDB members. Non-board members must be appointed by the BWDB Chair. The term of appointment for non-Board committee members shall be for two (2) years, from January 1 (year 1) through December 31 (year 2). Terms are renewable for additional two (2) year periods at the discretion of the Board Chair.
- vii. 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 Committee so as to best serve the needs of the BWDB.
- viii. All Board members shall be required to serve on at least one (1) Standing Committee.

## II. The Executive Committee

- a. The members of the Executive Committee shall consist 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 eight (8) years.
- b. Responsibilities of the Executive Committee shall include:
  - i. Reviewing the items on the Agenda to be presented at the joint BWDB / CSBD Council of Elected Officials Regular Meetings and make such modifications to items to be presented at the joint meeting as the Committee deems necessary.
  - ii. Providing advice and counsel to the President/CEO as may be requested by the President/CEO.
  - iii. Conducting the performance evaluation of the President/CEO and annually recommending for approval a compensation and benefit package for the President/CEO to the BWDB and the CSBD Council of Elected Officials.

## III. The One Stop Committee

- a. The responsibilities of the One Stop Committee shall be:

- i. Reviewing the services and programs being delivered to job seekers.
- ii. Reviewing eligible training provider (ETP) applications, course additions, performance, termination, and other actions pertaining to ETP's and making recommendations to the BWDB.
- iii. Reviewing program performance reports.
- iv. Reviewing the one-stop operator projects and performance and making recommendations.
- v. Reviewing the annual budget for presentation to the BWDB based upon the planning numbers provided by DEO including all non-federal revenues and discretionary grants.

#### IV. The Employer Services Committee

- i. Reviewing CSBD's business associations in accordance with the committee's matrix.
- ii. Reviewing the Regional Targeted Occupations List and making recommendations for additions, retention and deletion of occupations.
- iii. Reviewing applications for incumbent worker training funds.
- iv. Making recommendations regarding work-based learning options.
- v. Conducting employer forums.
- vi. Analyzing employer satisfaction surveys.
- vii. Convening taskforces to address employer concerns.
- viii. Reviewing intermediary reports and making recommendations regarding occupational sectors which should be assigned an intermediary.

#### V. The Strategic Planning Committee

- a. The responsibilities of the Strategic Planning Committee shall be:
  - i. To review the plans and services of other agencies and one-stop partners relating to improving the coordination of services.
  - ii. Working with community partners to increase funding and services in the workforce development area.

- iii. To develop the state and federal legislative agenda for the BWDB and to review legislative initiatives of community partners.
- iv. To review the CSBD four year Strategic Plan and modifications to the Plan and to conduct required hearings related to the adoption of the Strategic Plan.

## VI. The Audit Committee

- a. Upon initiation of the rotation of members to implement the eight year term limitations the Chair of the Audit Committee shall be the BWDB Secretary/Treasurer.
- b. The responsibilities of the Audit Committee shall be:
  - i. To provide fiscal oversight to ensure fiscal integrity and accountability.
  - ii. To review budget vs actual expenditures.
  - iii. To review the annual IRS Form 990 submission.
  - iv. To serve as the review committee for the CSBD procurement process for monitoring and audit services.
  - v. To participate in the entrance and exit conferences for the annual A-133 / 2 CFR 200 Part F Audit.
  - vi. To review the audit results and accompanying management letters and any appropriate responses.
  - vii. To review all external, DEO, and USDOL monitoring reports or special engagement results.

## VII. The Youth Committee

- a. The responsibilities of the Youth Committee shall be:
  - i. Reviewing the services and programs being delivered to youth to assure they address the need to prepare youth new to the workforce for employment or transition to additional career learning opportunities beyond high school; and recommending for Board approval.
  - ii. Recommending the selection of youth service providers in accordance with the applicable grant fund guidelines, including a determination of sole source selection when there are insufficient capable youth providers.

- iii. Recommending service provider termination, and other actions pertaining to competitively awarded grants or contracts to eligible providers of youth services for Board approval.
- iv. The allocation of funds to support services to youth through the CSBD Career Center.
- v. Reviewing program and service provider performance reports.
- vi. Reviewing customer survey feedback to ensure youth input is evaluated and where practical, made part of the service delivery plan.
- vii. Reviewing the youth portion of annual budget for presentation to the BWDB based upon the planning numbers provided by DEO including all non- federal revenues and discretionary

VIII. The Ad Hoc Organizational Resources Committee

- a. This committee shall be convened as determined necessary by the Chair of the BWDB.
- b. The members of the Ad Hoc Committee shall be appointed by the BWDB Chair.
- c. The responsibilities of the Committee shall be:
  - i. To review employee compensation and benefits plans and making recommendations to the BWDB and Council of Elected Officials.
  - ii. To Review By-Laws and governance issues as they may arise.
    - I. To review the Agreement between the BWDB and the Council of Elected Officials as necessary.
    - II. To recommend to the CSBD Council of Elected Officials and the BWDB that CSBD be approved to perform multiple functions including and not limited to the role of the administrative entity, the fiscal agent and if determined to be in the best interests of the local workforce area, the provider of career services and youth services upon the establishment of appropriate firewalls.
  - iii. To make recommendations regarding the filling of member vacancies on the BWDB.
  - iv. To serve as the nominating committee.

ARTICLE V  
MEETING PROCEDURES, VOTING RIGHTS

SECTION 1 MEETINGS

- A. Regular meetings of the BWDB shall generally be held at the CSBD main office located at 2890 W. Cypress Creek Road, Fort Lauderdale, Florida 33309 in accordance with a calendar published with the BWDB / CSBD Council of Local Elected Officials' Agenda and approved at the annual meeting each year.
- B. When parliamentary procedures are not covered by these By-Laws, Robert's Rules of Order, Revised, shall prevail.
- C. The public shall be informed of governing board and committee meetings through the notices which shall state the time and the place of the meeting.
  - a. Notices shall be published on the CSBD website along with the Agenda which describes the items which will come before the governing boards for action.
  - b. Special meeting notices shall state the purpose of the meeting and whether it has been called by the Chairperson or by petition and shall be Noticed on the BWDB website.
  - c. The President/CEO or their designee shall send a notice via E-mail of all Joint BWDB/ Council of Elected Officials Regular and Special Meetings and shall send a link to the Agenda and Back-up material to the BWDB members and to the CSBD Council of Elected Officials at least three days prior to a regular meeting and at least seventy two (72) hours prior to a Special Meeting.
  - d. Committee meetings shall be noticed and conducted in the same manner and with the same formality as regular BWDB meetings.
- D. Special meetings of the members may be called at any time by the Chair 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.
- E. Regular and special meetings of the BWDB shall be open to the public as per §286.011 Fla. Stat. (2020) ("Florida's Sunshine Law") and §445.007(1) Fla. Stat. (2020).

- a. Meetings may be held in person, by phone or virtually as allowed by WIOA and the 445.007 (1) Fla. Stat. (2020). This shall be noted on the Meeting Notice and the public shall be provided with a “call in” number or electronic link.
- b. The Chair shall provide an opportunity for the public to be heard at meetings on matters coming before the Board for a vote prior to opening discussion for Board participation. Public discussion shall be limited to items before the Board and may be time limited should the need arise to be able to provide an opportunity to all present wishing to be heard on a matter.

F. BWDB committees shall meet at the call of the BWDB Chair or the Committee Chair.

G. Minutes of Regular and Special Meetings:

- a. Minutes shall be kept of all meetings and shall be reviewed and approved at the next BWDB or Committee meeting as appropriate. Minutes shall be posted on the CSBD website within fifteen (15) days of board or committee approval and shall be available on the website for two (2) years.
- b. Meeting minutes shall include a list board members who are present/absent, record the official acts of the board and identify the yeas, nays or abstentions with respect to each vote that is not unanimous.

H. Attendance and Quorum

- a. In order to vote on any matter coming before the BWDB, a quorum must be present. A quorum shall consist of forty percent (40%) of the membership.
- b. BWDB members may attend via phone, Zoom or similar virtual conferencing software, or in person and shall be counted as in attendance for purposes of establishing a quorum.
- c. 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.
- d. A quorum is not required for committee meetings.



- e. Members shall notice the President if they need to request to be excused from a meeting and the President shall communicate the request to the Chair who shall determine the member excused.

## SECTION 2 VOTING

- A. Each member shall have one (1) vote.
- B. Members must be present at board and committee meetings to cast a vote and may not vote by proxy.
- C. 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 the 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 the member directly represents, or any matter which would financially benefit a member or any organization the member represents.
  - i. If the BWDB wishes to enter into a contract with an organization or individual represented on the BWDB, 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 discussion and voting on the contract and disclose the conflict in a manner that is consistent with the procedures outlined in at §112.3143 Fla. Stat. (2020).
  - ii. The President/CEO shall advise the BWDB members regarding additional requirements applicable to members who enter into contracts with CSBD in accordance with state and CSBD policies adopted to guard against conflicts of interest.
  - iii. Members with a conflict of interest whether with respect to approval of a contract or other items which come before the governing boards shall refrain from entering into the discussion and abstain from voting.
  - iv. CSBD President/CEO shall be responsible for assuring the documents required to be completed to obtain CareerSource Florida approval of contracts with board members who have declared a conflict of interest at a BWDB meeting are submitted in accordance with state requirements.
- D. All members present and in the meeting room at the time a vote is taken must vote.

ARTICLE VI  
SIGNATORY AUTHORITY

- A. The BWDB through its By-Laws hereby certifies and authorizes the President/CEO to sign all official documents, agreements and contracts 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.
- B. 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  
ENACTMENT PROVISION

- A. 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.
- B. 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 IX INDEMNIFICATION

### SECTION 1 BWDB INDEMNIFICATION

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.

### SECTION 2 CSBD COUNCIL OF ELECTED OFFICIALS INDEMNIFICATION

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 3 LEGAL AUTHORITY AND INSURANCE

- A. 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.
- B. 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 December 15, 2022.