

**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,](https://www.law.cornell.edu/definitions/index.php?width=840&amp;height=800&amp;iframe=true&amp;def_id=5814e48524e23b3549a88bcae9486b1d&amp;term_occur=1&amp;term_src=Title%3A29%3ASubtitle%3AA%3APart%3A38%3ASubpart%3AA%3A38.5) 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.



Equal opportunity employment/program.

Auxiliary aids and services are available upon request to individuals with disabilities.

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**BABEL NOTICE:** (29CFR 38.9(g)(3)): This document contains vital service information. If English is not your preferred language, please contact:

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**By-Laws**

**ARTICLE I**

**Name, Description and Location:**

1.1 The name of this organization shall be Northeast Workforce Development Board, (hereinafter referred to as "NEWDB") which is established under the Workforce Innovation Opportunity Act (WIOA) (Section 107) and shall be comprised of the counties that make up the Northeast Workforce Development Area defined by three labor market areas: Nowata, Washington County Labor Market Area 16, Craig, Ottawa County Labor Market Area 21, Delaware, Mayes, Rogers County Labor Market Area 25, recognized by the Governor of the State of Oklahoma. This will be a nonprofit corporation incorporated under the laws of the State of Oklahoma and recognized by the Oklahoma Office of Workforce Development, the State Workforce Development Board and the Governor as the proper body to carry out the purposes and functions set out in these by-laws. These by-laws are established pursuant to an agreement of the participating Chief Local Elected Official (CLEO).

**Principal Office:**

1.1 The NEWDB will establish a principal office within the seven-county area of service in the Northeast Workforce Development Area.

**ARTICLE II**

**Purpose**

2.1 The objective and general purpose of the NEWDB, as established under the WIOA § 107, provides the NEWDB is to set policy, oversee the workforce development system, coordinate resources, and convene partners and employers for the local portion of the statewide workforce development system.

**ARTICLE III**

**Conflict of Interest**

**Staff Conflicts of Interest:**

3.1 The NEWDB shall ensure that no individual in a decision-making capacity shall engage in any activity including participation in the selection, award, or administration of a contract if a conflict of interest, or appearance of a conflict of interest, would be involved. Such a conflict would arise when a financial or other interest in the firm or organization selected for award is held by:

1. An individual with decision-making capability,
2. An immediate family member of the individual, or member of the same household,
3. The individual's partner, or
4. An organization which employs, or is about to employ, any of the individuals identified above.

**Sub-Recipient Conflict of Interest**

3.2 Each sub-recipient shall ensure that no individual in a decision-making capacity shall engage in any activity, including participation in the selection, award, or administration of a contract if a conflict of interest, or appearance of a conflict of interest, would be involved. Such a conflict would arise when a financial or other interest in the firm or organization selected for award is held by:

1. An individual with decision-making capability,
2. An immediate family member of the individual,
3. The individual's partner, or
4. An organization, which employs, or is about to employ, any of the individuals identified above.

The officers, employees, or agents of the agency making the award will neither solicit nor

accept gratuities, favors, or anything of more than nominal value from contractors, potential

contractors, or parties to sub-agreements.

**Board and Committee Conflicts of Interest**

3.3 A member of a local board, or a member of a 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 107, h).

3.4 NEWDB members or a member of a NEWDB committee or agents making awards cannot solicit or accept gratuities, favors, or anything of monetary value from awardees, potential awardees, or other parties to agreements.

NEWDB and Committee members have a conflict of interest when considering the provision of services by such member or his organization, or any other matter, which would provide any direct financial benefit to that member, his immediate family members, his partner, or his organization.

**Declaration of Possible Conflicts**

3.5 NEWDB, Standing Committee and ad hoc members must declare, on the record, possible conflicts of interest. At a minimum, each NEWDB and Committee member must declare a possible conflict when:

* The member or immediate family member is an employee or volunteer board member of a nonprofit bidding organization,
* The member is voting on a proposal, contract, local plan, etc., and a real, apparent, or perceived conflict of interest could be involved.

NEWDB and Committee members have a conflict of interest when considering the

provision of services by such member or his organization, or any matter, which would provide

any direct financial benefit to that member, his immediate family members, his partner, or his

organization.

1. **Declaration of possible conflicts**-NEWDB members and Committee members must declare, on the record, possible conflicts of interest. At a minimum, each NEWDB and Committee member must declare a possible conflict when:
* The member or immediate family member is an employee or volunteer board member of a nonprofit bidding organization,
* The member is voting on a proposal, contract, local plan, etc., and a real, apparent, or perceived conflict of interest could be involved.
1. **Abstention from voting**-NEWDB members and Committee member must abstain from voting on a procurement action. No member of any NEWDB or Committee shall cast a vote on the provision of services by that member (or any organization which that member directly represents) or vote on any matter, which would provide a direct financial benefit to that member. No member of any NEWDB or Committee shall cast a vote on the provision of services by any person or organization that is in direct competition with a proposal or bid, which would provide a direct financial benefit to the member.
2. **Abstention from participation**-NEWDB members and Committee members, employees, officers, and agents must refrain from participating in the procurement process. No such person shall participate in decisions about contracts with the organization that he or she represents or from which they or immediate family members receive direct financial benefit. Participation includes discussion, lobbying, rating, scoring, recommending, explaining, or assisting in the design or approval of the procurement process. Participation also includes negotiation of any contract on behalf of the organization that he or she represents.

**Sanctions**

3.6 Violations of this policy and code will be determined by the NEWDB pursuant to the NEWDB's Grievance Procedure and Complaint Policy. Willful violations by a NEWDB member will result in removal from the Board. If the NEWDB determines it is in the best interest of the Board, termination of the contract can occur. All violations by staff will be subject to the conditions in the Personnel Policy after the NEWDB has determined the violation was or was not willful or serious. Pursuant to the grievance process, any person who is dissatisfied with the procurement process may file a grievance and may be entitled to resolution available through the grievance process.

Government-wide Debarment and Suspension, and Government-wide Drug-Free Workplace: As per *20 CFR 683.200(c)(9), the* NEWDB will comply with the government wide requirement for debarment and suspension, and the government-wide requirements for a drug-free workplace, codified at 29 CFR Part 98. This states that contractors who the NEWDB utilizes to purchase goods and services of $25,000 or more in the aggregate will be required to sign a certificate regarding debarment, suspension, ineligibility, and voluntary exclusion at the time the contractor submits its proposal in connection with covered transactions. Each grantee will require any subgrantees in any proposal submitted in connection with any lower tier transaction. Each sub-recipient shall require their subcontracts in lower tier covered transactions to include the certificate for the vendor and its principles in any proposal submitted in connection with any lower tier covered transaction.

Each sub-recipient shall require their subcontracts in lower tier covered transactions to include the certificate for the vendor and its principals in any proposal submitted in connection with any lower tier covered transaction.

Drug-Free Workplace: Each sub-recipient of Federal funds must comply as required by the Drug-Free Workplace Act of 1988, codified at 29 CFR 98.

**Article IV**

**Membership**

4.1 Pursuant to§ 107(b)(2) of the WIOA, the CLEO of Northeast Oklahoma is authorized to appoint members of the local workforce board after nominations are received in accordance with the WIOA. The membership of the NEWDB must not be below 51% business representation and must meet the membership requirements found in§ 107 of the WIOA. The balance of membership shall be composed of public sector workforce system partners, as specified in Section 107(b)(2) of the Workforce Innovation and Opportunity Act

4.2 Only duly appointed Employer and Public Sector members' agencies shall have a vote.

4.3 Members must have authority to negotiate for the business or agency represented. Each agency will nominate the person to represent that agency. That person will serve until replaced.

4.4 Members, who cannot attend are encouraged to send alternates. These alternates are not counted in a quorum and do not have voting privileges.

4.5 Initial appointments of the BOARD will begin with three-year terms. Members shall continue to serve until a replacement is selected.

4.6 Future appointment of business members will be in the same manner as the original appointments. Should a vacancy occur during a term of office, reappointments will be made for the duration of that term.

4.7 Failure to attend meetings may necessitate members to be removed. Members may be removed for good causes by a majority vote of the board membership. Good cause is defined as:

1. Three consecutive absences will necessitate a review of membership by the Executive Committee. The Executive Committee will recommend action necessary by the board and inform the Local Elected Official Board.
2. Members who no longer represent the businesses, organizations, agencies, or entities within the Northeast Workforce Development Area that the members were originally appointed to represent or the members no longer have optimum policy making or hiring authority.
3. Any cause as determined by a majority of the board members present at a meeting of the board.

4.8 Occasionally business members may determine that someone else in their organization would be more appropriate to serve on the NEWDB. When this occurs, it is not necessary to require this member's resignation and seek new nominations. As long as any substitute is from the same company and also has policy-making authority, it is acceptable to merely replace the original appointed member with this designee.

4.9 Upon the resignation or removal of a member from the NEWDB, the CLEO shall be notified of the vacancy and shall appoint a replacement member after nominations are received in accordance with the criteria set forth in the Workforce Innovation and Opportunity Act (WIOA).

**ARTICLE V**

**Officers**

5.1 The NEWDB shall elect a Chair and Vice-Chair at the first meeting of the new program year and each must be a business representative selected by the NEWDB. The officers of the NEWDB, to be chosen by the members, shall be a Chairperson and Vice-Chairperson.

5.2 The Chair shall preside at all meetings and ensure that all orders, motions and resolutions of the NEWDB are carried into effect. The Chair shall also act as liaison with the Local Elected Officials of Northeast Oklahoma. It shall be the responsibility of the Chair, in conjunction with the Executive Director of the NEWDB, to inform the CLEO of issues and decisions of major importance considered by the NEWDB. Likewise, the Board Chair, in conjunction with the Executive Director, shall inform the NEWDB members of CLEO issues and decisions.

5.3 In the absence of the Chair, meetings of the NEWDB shall be presided over by the Vice-Chair. In the absence of the Vice-Chair in such a situation, the remaining Executive Committee business member will preside.

5.4 The tenure of any officer of the NEWDB shall be two years. However, this does not disqualify such officers for re-election to the same or other office.

5.5 The Chair and/or Vice Chair, and Executive Committee of the NEWDB may establish committees as needed. Committee members shall be selected through a volunteer or appointment process. Members cannot be appointed or volunteer if they have a conflict of interest issue. The Chair and/or Vice-Chair may elect to become a voting member of any committee.

5.6 In addition, there shall be such officers and staff positions as the NEWDB, from time to time, deem necessary to carry out the responsibilities of the NEWDB. Should the NEWDB receive custody of any federal funds, the Fiscal Agent for the NEWDB will assume the responsibilities normally assigned to a Treasurer.

5.7 Any officer elected by the members of the NEWDB may be removed by the affirmative vote of a majority of the members.

5.8 Any vacancy occurring in any office shall be filled for the unexpired term thereof by the members in the same manner as any election of officers.

5.7 The NEWDB Fiscal Agent shall have custody of the funds of the NEWDB and shall keep full and accurate accounts of receipts and disbursements in books belonging to the NEWDB and shall deposit all moneys in the name and to the credit of the NEWDB in such depositories as may be designated by the NEWDB. The Fiscal Agent shall disburse the funds of the NEWDB as ordered by the membership, taking proper vouchers for such disbursements, and shall render to the members an account of his/her transactions and of the financial condition of the NEWDB as required by the membership.

5.8 The Fiscal Agent or his/her authorized designee shall sign the actual check for the payment of NEWDB funds in accordance with the authorized transaction.

**ARTICLE VI**

**Meetings and Quorums**

6.1 Regular meetings of the NEWDB shall be held quarterly at a place designated by the Chairperson and shall comply in accordance with the Oklahoma Open Meetings Act.

6.2 Special meetings of the NEWDB may be called by the Chairperson at such time and place and for such purposes as the Chairperson shall designate. Special meetings of the NEWDB shall be called upon the written or electronic request of the Chairperson or by written request of five or more members of the NEWDB, which request shall designate the time, place and purpose of the meeting. The business of any special meeting shall be limited to the stated purposes of the meeting.

6.3 Each member of the NEWDB shall have one vote on all matters voted upon.

6.4 A quorum will consist of the total NEWDB membership present at any given Regular or Special meeting. Every decision of a majority of the members present at any meeting shall be valid as the binding act of the NEWDB.

6.5 The minutes of each meeting shall be prepared and distributed to the NEWDB members at least three days prior to the next meeting. The minutes of each meeting and any correction thereof, duly adopted, shall be approved at the next board meeting. ~~shall be signed by the presiding officer~~. Minutes will be made available to the public upon written request to the Chairperson pursuant to the Open Record Act.

6.6 Pursuant to Oklahoma Attorney General Opinion 82-7 concerning Oklahoma's Open Meeting Act, no member of the NEWDB may delegate his or her vote to another member by proxy.

6.7 Use of teleconferencing for meetings is allowable and can be used as necessary to encourage participation.

**ARTICLE VII**

**Personnel**

7.1 All staff personnel shall be subject to such personnel polices as may, from time to time, be established by the NEWDB.

**ARTICLE VIII**

**Committees**

With the exception of the Executive Committee, all committees of the NEWDB are strictly

recommendatory in nature, and have no decision-making authority. Committees are appointed by the NEWDB Chair/Vice Chair or Executive Committee. Any recommendation of

a committee shall be brought to the full Board at its next meeting for a decision in order for

any action to take place on that recommendation. Further, WIOA authorizes the NEWDB to

establish standing committees that include individuals who are not formal board

members but have expertise to advise on issues that support the board's ability to attain

state and local regional plans and objectives to individuals and businesses.

8.1 Board members who wish to be appointed to a committee may contact the Executive Director of the NEWDB, who will consult with the board chair.

8.2 The Chair of each committee, with the exception of the executive committee, will be nominated by a majority vote of that committee.

**Article IX**

**Executive Committee**

The NEWDB hereby establishes an Executive Committee composed of the Chair, Vice Chair and

immediate past Chair or, if the past chair is unable to serve, a NEWDB business member will be

appointed by the NEWDB Chair. The NEWDB Chair shall appoint one additional voting business

NEWDB member and one voting public sector NEWDB member.

9.1 **Duties:** The Executive Committee shall have and possess such other powers, duties, and functions, as are set out herein, or by resolution of the NEWDB. A majority of the Executive Committee has authority to act on all matters that pertain to the NEWDB subject to approval of the full NEWDB at its next meeting after the action. It shall keep regular minutes of its proceedings and its actions ratified a by the full Board during the next full Board meeting.

9.2 The Executive Committee is responsible for evaluating the performance of the Executive Director. The Board Chair will initiate the method to be utilized in the performance evaluation of the Executive Director as well as when and how the evaluation will be conducted. The Executive Committee is solely responsible for setting the wage rate of the Executive Director.

9.3 **Meetings:** The Executive Committee shall meet at such times as may be fixed by the committee or on the call of the Chair. Notice of the time and place of the meeting shall be given to each member of the committee and to the full membership of the NEWDB (at least 48 hours in advance) in the manner provided for giving notice to the members of the time and place of regular or special meetings of the NEWDB including posting of the agenda of such meeting. Any NEWDB member may attend, and is encouraged to attend, meeting of the Executive Committee.

9.4 **Quorum and Voting:** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. At all meetings of the Executive Committee, each voting member present shall have one (1) vote which shall be cast in person.

**ARTICLE X**

**Program Year**

10.1 The program year of the NEWDB shall be July 1 to June 30.

**ARTICLE XI**

**Parliamentary Authority**

 11.1 Meetings of the NEWDB shall be conducted according to procedures contained in Robert's

 Rules of Order, Revised, unless such procedures are in conflict with the NEWDB By-Laws, in

 which case the NEWDB By-Laws shall prevail.

 11.2 AII meetings and notice of such meetings must conform to the requirements of The

 Oklahoma Open Meeting Act Title 25 Oklahoma Statute 301-314.

**ARTICLE XII**

**Amendments**

The by-laws may be amended at any regular or special meeting of the NEWDB, provided

notice of the proposed revision is contained in a notice or agenda of such regular or special

meeting.

12.1 The by-laws may be amended in part, or in their entirety, only by a two-thirds vote of all

 NEWDB members present.

12.2 Once approved, the amendment shall be recorded in the official minutes of the meeting

 and the staff providing assistance to the NEWDB shall update the official by-laws.

12.3 The NEWDB by-laws become effective immediately on the recorded day of adoption and

 hall remain in effect until such time of dissolution of the NEWDB.

**EQUAL OPPORTUNITY AND NONDISCRIMINATION:**

All recipients must comply with WIOA's Equal Opportunity and Nondiscrimination provisions

which prohibit discrimination on the basis of race, color, religion, sex (including pregnancy,

childbirth, and related medical conditions, transgender status, and gender identity), national

origin (including limited English proficiency), age, disability, political affiliation or belief, or, for

beneficiaries, applicants, and participants only, on the basis of citizenship status or

participation in a WIOA Tile-I financially assisted program or activity.

**Approved by:**

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**Heather Smoot, Chair Date**

**Northeast Workforce Development Board**